

CONSTITUTION AND RULES
OF THE PURANGI GOLF & COUNTRY CLUB (INC)

Approved by Annual General Meeting held on November, 2011

1. **Name**

1.1. The name of the club shall be “Purangi Golf & Country Club (Incorporated)”.

2. **Objects**

2.1. The objects for which the club is established are:

- a) To acquire either freehold or leasehold interests in land suitable for the establishment of a golf course and any other sporting or recreational activities as determined by the Board.
- b) To promote the game of golf and any other sporting or recreational activities as determined by the Board.
- c) To organize activities for the promotion of the sport of golf and any other sport or recreational activities considered desirable in the area.
- d) To provide entertainment social and recreational facilities to its members.

3. **Registered Office**

3.1. The registered office of the club shall be situated at such place as the Board may determine.

4. **Governance**

4.1. **Board:** The following will form the Board of Management of the Club (“the Board”):

President

Men’s Club Captain

Ladies’ Club Captain

Two elected Board members

The Secretary

The Treasurer

The Course Convener

The House Manager

The Immediate Past President may choose to be an ex-officio member of the Board for the first year following the election of a new President

4.2 Management and control of the Club shall be vested in the Board.

4.3 The President shall hold office for a term of one year but he / she shall be eligible for re-election (subject to the provisions of clause 4.8). The President shall:

- a) Preside at all general meetings of members and at Board meetings.
- b) Sign minutes of the meeting.
- c) In the case of equality of voting, the President shall have a casting vote in addition to his/her deliberative vote.

d) Be an ex officio member of all other committees.

4.4 At the first Board meeting following election at the Annual General Meeting the Board members will elect one of their number to be Vice President. In the absence of the President at a General meeting or Board meeting the Vice President may exercise in all respects the powers of the President. In the absence of the President and Vice President from a meeting of the Board an officer nominated by the President, or as approved by the Board, shall be Chairman of the meeting.

4.5 Secretary and Treasurer:

- a) The clerical and general administrative functions of the Club shall be carried out by a secretary and a treasurer in accordance with statutory requirements, the Club's Constitution and Rules, and policies determined from time to time by the Board.
- b) The secretary shall also be the secretary of the Board and will give notices of its meetings, prepare agendas, attend Board meetings and prepare and distribute minutes without delay thereafter.
- c) The treasurer shall attend on the financial affairs of the Club and keep, maintain and record information for use by the Board together with the preparation of financial statements, financial performance, cash flows and financial position with such other assistance as authorized by the Board.
- d) One person may hold both positions simultaneously.
- e) The secretary and treasurer (or secretary / treasurer) may be nominated and elected in accordance with rule 4.6.
- f) Alternatively the Board may at its discretion employ a suitably qualified person, or persons, to carry out the duties of either or both the secretary and/or treasurer and may refer to the position(s) by a more appropriate title such as secretary / manager or Club Manager as examples.
- g) The Secretary and Treasurer may attend Board and committee meetings but unless a full playing member shall not be entitled to vote.

4.6 Election of Officers:

- a) Nominees for election as officers (other than the patron) must be full playing members.
- b) Every candidate for election or re-election to any office shall be nominated by at least two full playing members entitled to vote and countersigned by the nominee. The nomination shall specify the office sought and shall be lodged with the secretary no later than five days before the day of the Annual General Meeting.

- c) If a member stands for election for more than one office then the elections shall be decided in the following order:
- President
 - Men's Club Captain
 - Women's Club Captain
 - Other Board members
 - Secretary / Treasurer
- d) If a member is successful in an election for one office then that member shall be ineligible for any election decided later in the order set out in subclause (c).
- e) The secretary shall post a list of all candidates with their respective nominated offices on the notice board at the Club house at least three days before the date of the Annual General Meeting.
- f) If there is only one candidate nominated for any one of the offices, such candidate shall be declared elected for that office by announcement at the Annual General Meeting.
- g) If there is more than one candidate nominated for any one of the offices election shall be conducted by ballot at the Annual General Meeting.
- h) If no nomination has been received for an office nomination shall be open to the members present at the Annual General Meeting but subject to subclauses (a) hereof and clause 4.5(f).

4.7 Gender:

- a) The Men's Club Captain shall be elected by male members entitled to vote. The Ladies' Club Captain shall be elected by female members entitled to vote.
- b) Other than provided in subclause (a) officers elected may be male or female members elected by voting members of the Club.

4.8 Duration of Office:

- a) Elected officers shall hold office for a term of one year commencing from the completion of the Annual General Meeting at which they were elected and continuing to the completion of the next Annual General Meeting.
- b) At the end of the term of office each retiring officer shall be eligible for re-election provided however that the President Men's Club Captain and Ladies' Club Captain shall not serve more than two years consecutively in the same office

unless before or at the Annual General Meeting no nominations are received for those positions.

4.9 Vacancy: When any vacancy occurs in any elected office during the term of office the Board may appoint a member to fill the vacancy for the remainder of the unexpired term.

4.10 The Board shall have powers to:

- a) Manage and control the Club.
- b) Enact Rules and regulations pertaining to the Club's management and control not inconsistent with these Rules except where authorized hereby.
- c) Control the funds of the Club for the furtherance of the objects set out in clause 2.
- d) Open and operate bank accounts as the Board may require and appointing not less than two persons to have cheque signing or other operational authority on the account.
- e) Receive, consider, accept or decline applications for membership in accordance with these rules.
- f) Discipline any member for breach of any Rules and regulations of the Club.
- g) Buy or sell real or personal property or rights or privileges at such price and upon terms and conditions as it thinks fit.
- h) Purchase, acquire, construct, alter or maintain buildings, fences, machinery, equipment and structures and initiate other works within the Club's course property.
- i) Invest money in real or personal property.
- j) Borrow money by way of mortgages, debentures or otherwise on the security of any of the real or personal property of the Club.
- k) Enter into all negotiations, contracts, agreements in the name and on behalf of the Club as it may consider expedient for the purposes of the Club .
- l) Delegate its functions to committees established by these rules or by the Board.

4.11 The Board shall hold meetings as required but shall meet no less than quarterly during its term of office. Seven days' notice shall be given for a meeting of the Board. The Board may invite other persons to attend all or part of any Board meeting, but such person shall have no voting rights.

4.12 The quorum for a Board meeting shall be two-thirds of the Board members entitled to vote and present at such meeting.

5. General Meetings

5.1 Annual General Meetings:

- a) An Annual General Meeting shall be held no later than the end of the second week of December in each year.
- b) Officers will be elected at the Annual General Meeting in accordance with the procedure specified in this Constitution.
- c) The Annual General Meeting shall transact only that business as specifically set out in the notice convening the meeting.
- d) At such meeting the following will be presented for consideration and adoption:
Annual report from the Board or President;
Statement of financial position;
Statement of financial performance;
Statement of cash flows;
Auditor's report (if an auditor has been appointed).
- e) The Annual General Meeting may if so resolved appoint an auditor who shall be a practising member of the Institute of Chartered Accountants of New Zealand who shall audit the financial statements for the ensuing year and report to members.

5.2 Special General Meeting:

- a) All other general meetings other than the Annual General Meeting shall be known as Special General Meetings.
- b) The President or in the case of his or her default the secretary shall have power to convene an Special General Meeting:
 - i) where the Board thinks it is necessary, or
 - ii) upon the written requisition of at least ten members of the Club.
- c) If the President or Secretary does not convene a meeting within 28 days after receiving notice of a written requisition of at least ten members of the club those members may convene such a meeting at the cost of the Club.
- d) A requisition under subclause (c) will not be valid unless the business to be transacted at such meeting is unambiguously described and is business which may properly be brought before an Special General Meeting. The Board (excluding any member whose personal interests conflict with the intended business) shall be the sole judge as to the validity of the requisition and the decision of the Board that any requisition is invalid shall not be challenged by any member but shall be communicated forthwith to any one or more of the requisitioners and in any event not later than the fourteenth

day after the requisition was presented, failing which the requisition will be deemed to be accepted and valid and shall be posted on the Club's notice board forthwith upon the Board's determination as to its validity.

5.3 Notice:

- a) With the exception of a Special General Meeting convened under rule 5.2(c) at least fourteen days written notice of every Annual General Meeting and Special General Meeting shall be given to all members specifying the time, place and business of the meeting and in the case of an Annual General Meeting the annual report and balance sheet shall accompany such notice.
- b) Every notice required to be given to members shall be deemed to be duly delivered and posted to the members' postal address shown on the register of members.

5.4 Quorum:

- a) 15 members entitled to vote present in person at any General Meeting of the Club shall constitute a quorum.
- b) At all General meetings voting shall be determined by a majority of the members present by a show of hands unless a ballot is requested by five members present at the meeting or if there is any doubt as to the result in the opinion of the Chairman of that meeting. Unless a ballot is so demanded the declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority or loss, and an entry to that effect in the books containing the minutes of the proceedings of the meeting, shall be conclusive evidence of the fact without proof of any number or proportion of the votes recorded in favour of or against the resolution. In the event of a tie the Chairman of any General meeting shall have a casting vote as well as his or her original vote.
- c) No member shall be entitled to participate in or vote either in person, by postal vote or by proxy unless such member at the time of voting has paid the entrance fee and all subscriptions as have fallen due for payment.

5.5 Voting:

- a) The following categories of members shall be entitled to vote at any General Meeting unless disqualified to vote by any other provision of this Constitution, namely
 - full playing members
 - Life members
 - Long service members
 - Honorary members

Any membership category created by the Board to include voting rights

This subclause is subject to any other provision that otherwise excludes voting rights under this Constitution or by the next succeeding subclause.

b) The following categories of membership shall not have voting rights:

Junior members

Limited country members

Limited senior members

Limited summer member

Limited green fee paying member

Such other categories created by the Board (not being full playing members) specified as not entitled to voting rights.

6. Membership:

6.1 The membership of the Club shall consist of several categories specified as follows and subject to the conditions, rights and privileges specified in this Constitution.

6.2 A person may be admitted as a member in an appropriate category if he or she:

- a) Has made a written application on an approved form to the Board.
- b) Is nominated in writing by at least two full playing members of the Club.
- c) Agrees to conform with the Rules of the Club.
- d) Is approved by a majority vote of the Board members present at a Board meeting.
- e) Agrees to pay the entrance fees and the annual subscription as determined.

6.3 Full Members:

- a) Full playing men and full playing women shall be 20 years or over and shall have been admitted to the Club in accordance with the Constitution.
- b) Full playing men and full playing women membership confers on such members the full privileges of the Club with the right to play golf in the events and at the times specifically set aside for their individual categories and at any time not specifically set aside by the Board for other categories or sub-categories of members.

6.4 Junior members:

- a) Any person aged under 20 years may be admitted as a junior member.
- b) The Board may in its discretion require a written undertaking to be given by a full playing member to be responsible for payment of fees, subscriptions and expenses incurred and for the good behaviour of the junior member.

- c) Junior members are permitted to play golf at the times set aside for them by the Board and under conditions determined by it from time to time.
- d) Junior members aged 15 years or over may attend General Meetings of the Club but shall have no voting rights.
- e) Junior members may have access to the Club house in accordance with decisions and directions of the Board.

6.5 Honorary Members:

- a) The Board may from time to time recommend honorary membership of such persons as it thinks fit and such recommendation shall take effect subject to the approval of a General Meeting of the Club.
- b) The Board may determine the privileges and conditions of honorary membership.

6.6 Life Members:

- a) The Club in General Meeting shall continue to have powers to appoint life members and determine upon what conditions and terms a member may become a life member.
- b) Unless otherwise resolved the life membership shall be effective on the passing of the resolution of the Club and the life member thereafter is not required to pay further annual subscriptions after completion of the Club year in which the appointment is made.
- c) Life members shall be entitled to vote at General Meetings of the Club.
- d) Any nomination for life membership must be given in writing to the Board not less than two months before an Annual General Meeting signed by at least three full members, each of whom have been a member of the Club for at least eight years, such nomination to give reasons.
- e) The Board will consider the nomination so received and advise the nominators whether the Board agrees to recommend the nomination to the Club in General Meeting. Nomination and consideration of nominations for life membership must at all times be handled with discretion and remain confidential to the nominators and the Board.

6.7 Long Service Membership:

- a) The Board shall grant long service membership on application of a member who has obtained the age of 65 years and who has been a member of the Club continuously (without a break of more than one continuous period of not more than twelve months) during the preceding 20 years.

- b) Long service members shall from time to time elect the category of membership for their participation.
- c) Long service members shall pay subscriptions at a discounted rate as determined by the Board for the annual subscription for their selected category.

6.8 Limited Membership:

- a) The Board may grant limited membership on such terms and conditions as it thinks fit, either in the case of an individual or a category of limited members generally and specify the terms and conditions of such limited membership as determined by the Board.
- b) Limited members will be liable for payment of subscriptions, fees and other charges as fixed by the Board.
- c) Limited members shall not have voting rights at General Meetings of the Club.

6.9 Subscriptions:

- a) The annual subscription for full playing members shall be fixed at the Annual General Meeting.
- b) The annual subscription for all other categories of membership and for which an annual subscription is payable shall be fixed by the Board and payable as the Board directs from time to time.
- c) Annual subscriptions are payable in advance by 31 March following the Annual General Meeting. Any member whose subscription is not paid by due date may have their Club privileges suspended and disqualified from voting at any General Meeting until all arrears are paid.
- d) New members may be required to pay entrance fees as may be determined by the Board from time to time in addition to the annual subscription.
- e) The Club may levy a special subscription to meet particular financial needs. This levy shall be payable only by resolution of the Club in General Meeting passed by 75% of members present and voting.

6.10 Rights and Privileges:

- a) Subject to the terms of this Constitution and subclauses (b) and (c) of this clause and Board directions, members shall enjoy the privileges and use of the Club and its facilities for playing golf and other recreational activities appropriate to the status of their membership.

- b) Members shall exercise their privileges and usage subject to the control of the Board or the House Manager and any person having delegated authority of the Board or the House Manager for the time being.
- c) Members shall comply with the requirements of all licences and authorities regulating the use of the premises including the Sale of Liquor Act 1989 and licences issued to the Club pursuant to that Act.

6.11 Resignations:

- a) Any member wishing to withdraw from membership of the Club shall give the secretary a written notice thereof.
- b) No resignation shall be accepted until that member has paid all arrears of annual subscription fees and special subscriptions outstanding. Thereupon the membership shall cease and that person shall have no interest in or any claim upon the funds of the Club.

7. **Committees:**

7.1 The Board may from time to time establish and disestablish committees for the purpose of overseeing and organizing any matters relating to the objects and business of the Club.

7.2 Without limiting the general powers under clause 7.1 the Board may:

- a) Appoint one or more of its members to committees;
- b) co-opt any person as a member of a committee for any purpose general or specific it considers desirable;
- c) change the personnel of committees at any time;
- d) establish and disestablish committees for the organization and promotion of members' interests according to gender;
- e) appointing persons to organize, control, record, handicap and report on golfing activities;
- f) appoint persons to attend to course and house (including social) requirements and activities.

8. **Conflict of Interest**

Any Board member or Club Officer or member of any Club committee having a direct or indirect financial interest (where an indirect financial interest of a member shall include a financial interest of an immediate family member or of a family trust or a company interest the member or an immediate family member is a trustee, beneficiary, director or substantial shareholder) in any matter under discussion must declare such financial interest. The Chairman of the Board or committee dealing with the matter shall decide

whether the member shall participate further in the discussion or vote, or not vote, in respect of that matter and the Chairman's ruling shall be final. Failure to declare an interest may be a disciplinary matter under paragraph 10.

9. **Removal from Office**

9.1 A Board member or Club Officer shall be removed from office only by resolution passed by the Club in General Meeting.

9.2 Subject to clause 9.3 hereof the Board may determine whether any motion for removal ought to be included in the agenda for a General Meeting, and for that purpose:

- a) the person concerned shall not participate in that determination;
- b) the person concerned may make representations to the Board upon the matter and shall be given not less than ten clear days so to do.

9.3 If the Board does not include in an agenda for General Meeting a member's motion for removal then that member and nine other members may requisition a Special General Meeting in accordance with clause 5.2 above.

10. **Disciplinary Power**

10.1 The Board shall have the power to discipline any member of the Club who

- a) contravenes any rule, regulation or bylaw of the Club;
- b) brings discredit or disrepute to the Club;
- c) acts in a manner detrimental to the interests of the Club;
- d) whose conduct is unsportsmanlike.

10.2 The Board's disciplinary powers are:

- a) Censure the member.
- b) Impose a fine of a sum of money.
- c) Suspend the member for a period not exceeding twelve months during which the member shall not participate in any of the Club activities, nor, if the Board so rules, have access to, or use of, any club facilities.
- d) Terminate the membership of such a member whereupon:
 - i) the member shall be notified of membership termination forthwith;
 - ii) that person's name shall be removed from the Register of Members;
 - iii) no part of the subscription paid by the member shall be refunded;
 - iv) that member shall remain liable for any subscription or other money due to the Club for any period prior to termination.

This clause is subject to paragraph 9.

10.3 The Board shall be the sole judge in respect of determining whether there has been misconduct and the penalty to be imposed in that event.

10.4 Procedures:

- a) The Board shall give not less than 28 days notice of the complaint and of the hearing to the member concerned.
- b) The member may answer the complaint in writing or by appearance before the Board. If the member wishes to appear in answer that member will give not less than three days written notice of intention so to do to the secretary to the Board together with brief details of the matters in issue.
- c) The Board shall conduct the hearing informally and so as to give each party fair opportunity to be heard.
- d) The Board shall not be bound by any rules of evidence.
- e) The decision of the Board shall be final in all respects.

10.5 Interim suspension:

- a) The Board may make an order for interim suspension when any member fails to pay a fine after the expiry of one month from the date of imposition of the fine.
- b) The member shall not be entitled to exercise any of the rights and privileges of membership during the period of suspension.
- c) Upon payment of the fine the member shall revert to, and be entitled to, exercise the rights and privileges of membership.
- d) These powers are in addition to the power of suspension as a general penalty.

10.6 Expulsion:

- a) Upon the imposition of a penalty or expulsion the certificate of membership of the member shall forthwith be delivered up to the Board.
- b) Upon expulsion the member shall pay all money, subscriptions and other sums due to the Club.
- c) Upon expulsion a member shall not be entitled to exercise any rights or privileges of membership including those in clause hereafter.
- d) Any member expelled may apply for admission to membership after the expiry of 12 months from the date on which the expulsion became effective.
- e) The Board may grant or refuse the application for membership as it thinks fit and upon such terms and conditions imposed in its discretion.

11. Miscellaneous Provisions

11.1 Financial Year: the financial year for the Club shall be from 1 October to 30 September of the following year.

11.2 Seal:

- a) There shall be a seal of the Club which shall contain the words “the Common Seal of the Purangi Golf & Country Club (Incorporated)”.
- b) The secretary shall have custody of the seal and shall affix the seal to any documents required by law or rules to be under seal in the presence of two members of the Board.
- c) The seal may be altered or renewed only by resolution of a Special General Meeting of the Club.

11.3 The Register of Members:

The secretary shall keep a register containing the names, addresses and occupations of each member and the dates on which they became members.

11.4 Affiliation: The Club may become affiliated with any other club or organization of sporting or recreational bodies or federations which in the opinion of the Board is, or may be, beneficial to the purposes of the Club and for this purpose is authorized to disburse such membership fee or subscription required for that affiliation.

11.5 The Board is empowered to establish bylaws for the Club that must conform to the Constitution and Rules of the Club. Any change in the bylaws or new bylaws shall be posted on the Club notice board within 24 hours of being established and remain so posted for at least one month.

11.6 Amendment of Constitution:

- a) The Constitution and Rules of the Club may be reviewed or amended at any General Meeting by resolution of not less than 60% of the members present and voting provided notice of such resolution has been given as required by paragraph 5 above.
- b) Any member intending to move for an amendment to the Constitution shall give not less than 28 days notice in writing to the secretary of this intention that shall be considered at an appropriate General Meeting.
- c) Every member shall be entitled to a copy of the Constitution and Rules of the Club.
- d) Notwithstanding anything in this paragraph no addition to, or alteration, or rescission of the Rules shall be approved if it in any way affects para 12.

12 Winding Up:

- 12.1 The Club may be wound up by a resolution passed by a majority of the members present and voting in person at a Special General Meeting called for that purpose.
- 12.2 If upon the liquidation or dissolution of the Club by the Registrar of Incorporated Societies there remains after satisfaction of all its liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to some other institution, institutions, club or clubs having objects similar to the objects of the Club or to some fund or funds, cause or causes, the purpose of which is likely to further objects for which the Club is constituted, the recipients to be determined by a majority of members present in person and voting at a General Meeting to be held according to the Constitution of the Club at or before the liquidation or dissolution, or to such recipients as a Judge of the High Court of New Zealand may direct.
- 12.3 Without limiting the generality of clause 11.2 and insofar as not inconsistent with clause 11.2, such property may be considered to be applied for or towards the acquisition or establishment of another facility for the sport of golf in an area which in the opinion of the New Zealand Golf Council will reasonably serve the Hahei and Cooks Beach areas and failing such facility becoming established then applied for or towards such other sporting or recreational facilities as may be recommended by the New Zealand Golf Council and for which purpose there may be taken into account at a special meeting the opinions of such persons who are members of the Club at the date of liquidation, winding up or dissolution.

13 Disputes:

- 13.1 Any dispute between the Club, its officers or paid servants and members shall be referred to the Board for determination. Any determination of the Board in respect of any dispute shall at the request of any party to that dispute be referred to arbitration in accordance with the Arbitration Act 1996. Any such reference to arbitration shall be a reference to a single disinterested arbitrator to be appointed by the Board and the decision of that arbitrator shall be final and binding upon the parties in respect of all questions of fact. The provisions of the Second Schedule to the Arbitration Act are included and the right to appeal to the High Court on any question of law arising out of the award is reserved. The dispute must be determined in accordance with New Zealand law.

14 Indemnity:

14.1 The Club shall provide indemnification to Board members or Club officers and club committees appointed by the Board and any Club representative to whom the Board may from time to time delegate power to act for or on behalf of the Club to the fullest extent permissible by law against loss, damage, arising from or in any way connected with any act or omission in the proper and authorized execution of their powers or duties unless the same is due to their own willful act, neglect or default.

14.2 This indemnity shall only apply when the recipient has taken proper care and paid due attention to his or her fiduciary and statutory duties to act responsibly with due diligence and where necessary obtained proper knowledge and sought competent advice pursuant to carrying out of activities arising out of the office or delegated authority or employment with the Club.

15. Rules of Play:

15.1 Rules of play shall be those of the Royal and Ancient Golf Club of St Andrews, Scotland, and the United States Golf Association and the local rules of the Purangi Golf & Country Club (Incorporated).

15.2 Local rules shall be established by the Board or by any Club committee or Club employees especially authorized by the Board so to do.