

INNERLEITHEN GOLF CLUB
CONSTITUTION

1. Name

1.1 The name of the Club shall be The Innerleithen Golf Club, hereinafter referred to as ‘the Club’.

2. Aims and Objectives

2.1 The main aim of the club is to provide facilities for and to promote participation in the amateur sport of golf in and around Innerleithen.

2.2 The Club shall affiliate to the Scottish Golf Union, Scottish Ladies’ Golf Association and The Borders Area Golf Association or any other regulatory body that may administer the game of golf in Scotland.

2.3 The Club shall hold the following as its aims and objectives and shall strive to fulfil these aims and objectives at all times:

2.3.1 To fulfil the general objectives and functions of a golf club and sports club and by undertaking such activities as may be reasonably necessary and/or incidental to such objectives;

2.3.2 To generally promote the game of golf for the benefit of members and the local community;

2.3.3 To promote and abide by the Rules of Golf as they are fixed from time to time by The Royal and Ancient Golf Club of St Andrews or other such governing body;

2.3.4 To provide access to golf for players of all standards in a friendly and welcoming atmosphere that does not discriminate on the grounds of gender, age, ethnicity, nationality, religion or other beliefs, sexual orientation or disability;

2.3.5 To provide coaching in golf to beginners and for improvement for experienced players;

2.3.6 To arrange competitions and matches for members;

2.3.7 To lease and/or purchase land and/or equipment suitable for the purposes and functions of the Club;

2.3.8 To sell and deal in alcohol , mineral/aerated water, other related products as well as refreshments, foodstuffs and golfing equipment in accordance with the provisions of any licensing laws and by obtaining the necessary statutory consents and licences for this;

2.3.9 To elect a Management Committee, (hereinafter referred to as “The Committee”) to have responsibility for administration, finance and the organisation of tasks and activities.

3. Membership

3.1 The membership of the Club shall, as required, consist of the following categories:

3.1.1 7-day Members

3.1.2 5-day members (Permitted to play on Mondays to Fridays inclusive unless otherwise agreed by the Committee)

3.1.3 Senior members

3.1.4 Youth Members (18 to 21yrs)

3.1.5 Junior members - (shall be under 18 years of age on the 1st January of the year in which they are Junior members. They shall have no voting rights)

3.1.6 Honorary members

3.1.7 Life members

3.1.8 Country Members (Main/living address is more than 40 miles from the club)

3.1.9 Social Members (They shall have no voting rights)

3.1.10 Temporary members (They shall have no voting rights)

INNERLEITHEN GOLF CLUB
CONSTITUTION

- 3.2** Membership of the Club shall be open to anyone interested in golf or the wellbeing of the club, upon application regardless of gender, age, ethnicity, nationality, religion or other beliefs, sexual orientation or disability.
- 3.3** All members shall pay an annual subscription to join the Club; the membership fee for each category of membership shall be fixed at the Annual General Meeting (hereinafter referred to as AGM). The Club may agree different levels of subscription on a non-discriminatory and fair basis. The Club will keep subscriptions at levels that will not pose a significant obstacle to participants whilst being mindful of the running costs attributable to its management.
- 3.4** All members joining the Club shall be deemed to accept the terms of this Constitution and any Standing Orders/Byelaws from time to time adopted by the Club in particular including the requirement to conduct themselves in accordance with any conduct rules, equity policy and disciplinary procedures.
- 3.5** The Club shall include within its Standing Orders/Byelaws the process for any person applying for membership of the Club and shall describe the appeal process that will apply in the event of refusal. This process shall reflect that membership is open to all and no application shall be refused on grounds of gender, gender reassignment, age, race, religion or belief, sexual orientation, marriage and civil partnership, pregnancy and maternity or disability.
- 3.6** Annual subscriptions shall be due on 1st April and must be paid by 30th April. Where membership is paid by monthly instalment each instalment should be paid by the end of each calendar month. Subscriptions not paid by 30th April, or instalments not paid by the end of each month will result in the membership ceasing unless as may be agreed by the Club Committee as hereinafter defined. Members paying by monthly instalment agree to be liable for 12 monthly payments.
- 3.7** The Club shall provide notice of subscriptions due, including methods of payment available to members.
- 3.8** The membership year shall be from the 1st April until the 31st March
- 4. Governance:**
- 4.1** The Club shall be governed by the Constitution, Bye-laws and Regulations.
- 4.2** Amendments to the Constitution shall only be made at an Annual General meeting or Extra-ordinary General Meeting
- 4.3** No alteration to the Constitution shall take effect until the 1st January of the following year unless otherwise decided by a simple majority.
- 5. The Committee:**
- 5.1** The Club will elect a Management Committee (hereinafter referred to as “The Committee”) at the AGM, of up to 18 members, including five Office Bearers (Captain, Vice-captain, Immediate Past Captain, Secretary and Treasurer). Co-opted committee members will have equal voting rights.
- 5.2** All Committee and Sub Committee members must be members of the Club.
- 5.3** The Office Bearers shall hold Office for two years until the conclusion of the second AGM of the Club after their appointment but shall be eligible for re-appointment. No Office Bearer may hold the same Office for more than four consecutive years unless otherwise agreed and endorsed at the AGM or Extraordinary General Meeting (hereinafter referred to as EGM). Such extension shall be for annual review.
- 5.4** All other Committee members shall hold office until the conclusion of the next AGM of the Club after their appointment, but shall be eligible for re-appointment up to a maximum of six consecutive years
- 5.5** There shall also, as may be required from time to time, be the following Sub Committees of the Club:
- 5.5.1** Finance and Audit Committee

INNERLEITHEN GOLF CLUB
CONSTITUTION

- 5.5.2 Membership Committee
- 5.5.3 Marketing Committee
- 5.5.4 Disciplinary and Conduct Committee
- 5.5.5 Match and Handicap Committee
- 5.5.6 House/Social Committee
- 5.5.7 Greens Committee
- 5.5.8 Junior Committee
- 5.5.9 Ladies Committee
- 5.5.10 Seniors Committee
- 5.5.11 Other (e.g. centenary)
- 5.6 The remit for each Sub Committee shall be set by The Committee
- 5.7 Each Sub Committee shall have a chairperson who will be a member of and report to The Committee. It shall agree its own rules of operation subject to the terms of this Constitution. It shall produce minutes of its meetings for submission to the Management Committee.
- 5.8 Election to any position on The Committee cannot be limited by or discriminated on the ground of gender, gender reassignment, age, race, religion or belief, sexual orientation, marriage or civil partnership, pregnancy or maternity or disability.
- 5.9 The proceedings of The Committee shall not be invalidated by any failure to elect, or a defect in the election, appointment, co-option or qualification of, any member.

6. Responsibilities of Management Committee

- 6.1 Be responsible for the standing orders/byelaws, policies and procedures of the Club
- 6.2 Be responsible for ensuring the Club, its Office-Bearers, Committee Members and employees have in place adequate and relevant insurance cover at all times.
- 6.3 Propose annual subscriptions, membership and Green fees
- 6.4 The Committee will not have power to purchase, sell, or lease heritably property without specific authority of a majority of members at an Annual General Meeting
- 6.5 The members of The Committee shall also be trustees of the Club and shall hold any property of the Club in their name and shall be entitled to be sued or sue as trustees of the Club. They shall be indemnified by the Club where acting in good faith in their capacity as trustees of the Club
- 6.6 Notwithstanding clause 6.5 aforementioned, the members of The Committee shall have no power of sale in respect of any heritable assets owned by the Club unless otherwise directed by no less than 70% of the membership so voting at any specified Annual General Meeting or Extraordinary General Meeting.
- 6.7 A quorum for The Committee meetings shall be 7 persons and in the event of any tied vote requiring a decision the Captain, or Vice Captain shall have a casting vote.
- 6.8 The Committee will appoint from within its number a Minute Taker, Archivists, Public Relations/Marketing Officer, Website Editor and any other relevant positions.

7 The Committee Meetings

- 7.1 The notice of the time and place of any meeting of The Committee shall be given by or on behalf of the Secretary by being left at or sent by post/Email not later than the tenth day before the meeting to the usual place of residence/or Email address of every member of The Committee.
- 7.1.1 An agenda and relevant papers will be submitted to The Committee, by or on behalf of the Secretary, five days before the date of any Committee meeting. The agenda must contain the following items:
 - Date. Time and Place of the Meeting.
 - (1) Apologies
 - (2) Present
 - (3) Minutes of previous meeting

INNERLEITHEN GOLF CLUB
CONSTITUTION

- (4) Matters arising from minutes
- (5) Correspondence
- (6) Treasurers Report
- (7) Reports from Sub Committees (if not dealt with under item 4)
- (8) AOCB. Items must be submitted for listing, to the Secretary, no later than 10 days before the meeting. Unless than by special approval of at least two of the Office Bearers
- (9) Date of next meeting

7.1.2 The Committee will meet on no fewer than five occasions per annum excluding the AGM or any EGM.

7.2 The Committee Powers.

In furtherance of the Club's objectives, The Committee may:

7.2.1 Take out membership of or affiliation to such organisations as are considered to be in the interests of and compatible with the objectives of the Club.

7.2.2 Subject to such consents as may be required by law, raise money and accept gifts on such terms and on such security as shall be deemed to be necessary.

7.2.3 Raise funds and invite and receive contributions from any person or persons, business or organisation whatsoever provided that The Committee shall not undertake permanent trading activities in raising funds for the said objectives.

7.2.4 Raise funds by schemes, projects and by other means, to be applied in pursuance of the objectives of the Club.

7.2.5 Invest the funds of the Club not immediately required for the said objectives in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.

7.2.6 Do all such other lawful things as are necessary for the attainment of the objectives, provided (a) that The Committee shall be non-discriminatory and shall not engage in political activity; and (b) The Committee shall take such actions in the interests of the Aims as appears to it to be reasonable and practicable.

7.2.7 The Committee shall have the right for good and proper reason to propose the termination of the membership of any individual and removal from any and all committees provided that the individual concerned shall have the right to be heard at an AGM or EGM where the final decision will be made by those present who are eligible to vote.

7.2.8 The Committee will have the power to form sub-committees as appropriate. The Committee may appoint such Special or Standing Sub-Committees as may be considered necessary or appropriate from time to time and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such Special or Standing Sub-Committees shall be reported back to The Committee as soon as possible and an annual report of the Standing Sub Committees submitted to the AGM.

7.2.9 The Committee and sub committees shall have the power to co-opt members to fill any vacancies which may occur. The co-optees may retain office until the next Annual General Meeting when they shall be eligible for election.

7.2.10 The committees may from time co-opt specialist advisors from out with the membership, on a temporary basis, to assist with particular matters. They shall have no voting rights.

7.2.11 The Committee shall appoint one or more independent examiners of accounts, and determine their remuneration or honorarium (if any).

7.2.12 All Committees shall appoint one of its members to take and produce the minutes of meetings. These shall be submitted to the Secretary for distribution.

8 Extraordinary General Meetings:

- 8.1** An Extraordinary General Meeting may be called by the Secretary after being required to do so by the Captain or Vice Captain or by ten members of the Club, this must be submitted to the Secretary in writing specifying the business proposed to be transacted.
- 8.1.1** An agenda giving notice of the Date, Time and Place of the EGM and business to be discussed must be circulated to All Club Members at least 21 calendar days in advance. (See Appendix B)
- 8.1.2** All members of the Club may vote at Extraordinary General Meetings unless specified in clause 3
- 8.1.3** Quorum of any Extraordinary General Meeting shall be 25 Club members present and eligible to vote.
- 8.1.4** Decisions on any matters shall be by 70% of the voting members either by attendance and/or proxy
- 8.1.5** Any member unable to attend such meetings may by submitting their intentions in writing to the Secretary direct the Captain or Chairperson to vote as proxy in a particular fashion

9 The Annual General Meeting

- 9.1** The AGM shall be held once per calendar year, and shall have as its main business:
 - a. The presentation of the Management Committee Report for the past year.
 - b. Approval of the minutes of the last AGM and any other General Meetings held during that year.
 - c. Approval of the audited accounts for the last financial year and appoint any auditors.
 - d. Consider and approve, reject any proposed changes to the Constitution.
 - e. Consider and approve, reject any motions submitted by members. (Each motion must have a proposer and a seconder both of whom must be club members. Any such motions must be submitted to the Secretary at least one calendar month before the AGM)
 - f. To approve a figure for total Club borrowing for that year, if appropriate.
 - g. The election of any office-bearers and/or Ordinary Committee members
 - h. Deal with any other relevant business.
- 9.1.1** An agenda giving notice of the Date, Time and Place of the AGM must be circulated along with a copy of the audited accounts and submitted motions to ALL Club members at least 21 calendar days in advance. (See appendix A)
- 9.1.2** The quorum for any AGM shall be 25 Club members present and eligible to vote.
- 9.1.3** Decisions on any matters shall be by 70% of the voting members by attendance and/or proxy
- 9.1.4** Nominations for office-bearers and ordinary Management Committee members must be posted at least ten calendar days in advance of the AGM and closed one calendar day before the meeting.
- 9.1.5** Each nomination shall require one proposer and one seconder both of whom shall be a member of the Club.
- 9.1.6** Elections shall be conducted on a simple majority of Club members voting by attendance and/or proxy
- 9.1.7** Members unable to attend in person may vote by proxy in accordance with any guidance produced by the Honorary Secretary for this procedure.
- 9.1.8** In the event of there being no nomination for a post within the stipulated time then nominations may be accepted at the AGM.
- 9.1.9** In the event that no person is voted in to a post or in the event of resignation or retirement from a position, the Captain, Vice Captain or such committee member authorised by the Committee, will undertake the duties until such time as the post is filled. Elections to fill

INNERLEITHEN GOLF CLUB CONSTITUTION

such a vacant post should take place at an Extraordinary General Meeting and shall be subject to the same rules as at the AGM.

10 Finance

- 10.1** The financial year of the Club will be the period of 12 months ending 31 October. The Club shall receive accounts for the preceding financial year, as audited by an Auditor recommended by the Committee, and appointed at the AGM.
- 10.2** The Club shall maintain a Bank Account or Bank Accounts with an incorporated or joint stock bank and may also maintain an account with a recognised and reputable Building Society. Cheques of over £500.00, drawn on any Club account, must be signed by two different people, both of whom must be Office Bearers of the Club. In no case may one of the co-drawers be the payee.
- 10.3** All monies raised by the Club or Committees, or received whether by way of grant, gift or loan shall be applied to further the objectives of the Club and for no other purpose provided that nothing herein shall prevent the payment in good faith of reasonable and proper fees to professional advisers or the repayment to members of the Committees of reasonable out-of-pocket expenses.
- 10.4** The Treasurer shall keep proper accounts of the finances of the Club and submit an independently examined statement of the accounts, for the last financial year, to the AGM for approval.
- 10.5** All members of the Club shall be jointly and severally liable for the financial liabilities of the Club.

11 OFFICE BEARERS: DUTIES & RESPONSIBILITIES: SEE APPENDIX C

12 Dissolution or Winding Up of the Club

- 12.1 Any member, or group of members, may call for the dissolution of the club. Such resolution or dissolution must be made to the Secretary (in the Secretary's absence The Committee) in writing and fully describe the rationale behind such request.
- 12.2 The Management Committee shall call an Extraordinary General Meeting to consider the resolution. Giving not less than 28 clear days' notice to the Membership and the local press. At least 70% of the membership attending the meeting or giving clear voting intentions to the senior Office Bearer in attendance, to act as proxy, at the meeting shall be required to vote in favour of the resolution.
- 12.3 In the event of such resolution being passed the Management Committee will be required to initiate legal and professional action to facilitate such dissolution as swiftly as possible.
- 12.4 In the event of such resolution being ratified, trading must cease immediately, the course closed for play, regulatory bodies advised and employees informed timeously.
- 12.5 If upon winding up or dissolution of the Club there remains after the satisfaction of all debts and liabilities any property whatsoever this shall be transferred to a local charity serving the community of Innerleithen.
- 12.6 This organisation referred to in 12.5 above shall be determined by the members of the Club by resolution passed at an Extraordinary General Meeting. In the absence of voting members attending such meeting, the Club Committee shall have absolute discretion to proceed but only in accordance with said charitable condition.

13 The Constitution.

- 13.1 The Constitution shall only be altered and adopted by consent of a minimum of 70% of the eligible voting members present at an Annual General Meeting or Extraordinary General Meeting or by any member giving clear voting intentions to the Captain or Secretary to act as proxy.

INNERLEITHEN GOLF CLUB
CONSTITUTION

13.2 The Constitution and Standing orders/Bylaws in force from time to time shall be binding on the Club office-bearers and members.

This constitution has been approved in accordance with 13.1 above, and adopted as the constitution for the Innerleithen Golf Club, signed,

AT Innerleithen Golf Club on 7th February, 2018

BY

Raymond Caine

Captain

In the presence of the following;

..... Witness

..... Name

..... Position

..... Witness

..... Name

..... Position

APPENDIX A

THE AGM AGENDA

The AGM agenda must contain the following items:

Date. Time and Place of the Meeting.

- (1) Apologies
- (2) Present
- (3) Chairperson's Report
- (4) Minutes of previous meeting
- (5) Matters arising from minutes
- (6) Correspondence
- (7) Treasurers Report. Inclusive of Annual Budget, Membership/Green Fees and Expense Rates.
- (8) Reports from Sub Committees
- (9) Alterations/Amendments to the Constitution. Adoption of Constitution.
- (10) Election of Office Bearers
- (11) Election of Committee Members
- (12) AOCB. Items must be submitted for listing, to the Secretary, no later than one calendar month before the meeting.

APPENDIX B

Extraordinary Meeting Agenda

Date. Time and Place of the Meeting.

- (1) Apologies
- (2) Present
- (3) Details of the business to be discussed

APPENDIX C

OFFICE BEARERS: DUTIES & RESPONSIBILITIES

1.1 Captain

- (i) Convene and chair meetings of the Club and its Committee;
- (ii) Be responsible for ensuring that the minutes of meetings are prepared and kept;
- (iii) Be responsible for submission of an annual report on the Committee's activities for the previous year to the AGM.
- (iv) Archives. Hold, store and preserve all archive material. Liaise with the archivist in the preparation of new material
- (v) Represent the Club at official Functions
- (vi) Other duties as may be determined by The Committee from time to time

1.2 Vice Captain

- (i) Convene and chair meetings of the Club and its Committee in the absence of the Captain
- (ii) Represent the Club at official Functions in the absence of the Captain
- (iii) Other duties as may be determined by The Committee from time to time

1.3 Immediate Past Captain

- (i) Convene and chair meetings of the Club and its Committee in the absence of the Captain and Vice Captain
- (ii) Represent the Club at Official Functions in the absence of the Captain and Vice Captain.
- (iii) Other duties as may be determined by The Committee from time to time

1.4 Treasurer

- (i) Maintain the Committee's financial records, which shall disclose the financial position of the Club.
- (ii) Take all reasonable steps to ensure that monies due are received and creditors paid.
- (iii) Present financial information to the Committee and any meeting of Members as and when required.
- (iv) Shall not at any time retain in his/her possession an amount greater than that which is required to meet the immediate and/or expected commitments of the Club.
- (v) Maintain a list of current Members.
- (vi) Prepare annually a statement of accounts for submission to the AGM.
- (vii) Recommend an Annual Budget, inclusive of the Membership and Green fees and expense rates, for the approval of the AGM
- (viii) To seek sponsorship and grants in conjunction with others approved by the committee
- (ix) Other duties as may be determined by The Committee from time to time

1.5 Secretary

- (i) Book venues for Committee Meetings, the AGM and EGMs
- (ii) To take or ensure that minutes are taken at all Committee Meetings, the AGM and EGMs
- (iii) Ensure that minutes of all meetings of the Committee and Sub Committees are circulated to recipients within 15 days of the meeting.
- (iv) Ensure that minutes of the AGM and EGMs are circulated to the members within 30 days of the meeting.

INNERLEITHEN GOLF CLUB
CONSTITUTION

- (v) Deal with all correspondence (postal and electronic) relating to the business of the Club
- (vi) Issue notice and Agenda for all the Committee Meetings, the AGM and EGMs
- (vii) Verify and submit, proposals received in respect of all categories of membership, to the Committee.
- (viii) Verify and submit, proposals received in respect of all alterations to the Constitution, to the Committee and the AGM or EGM.
- (ix) Other duties as may be determined by The Committee from time to time