

CONSTITUTION AND RULES

- of -

MURIWAI GOLF CLUB (INCORPORATED)

1.00 Name

The name of the Club shall be "Muriwai" Golf Club (Incorporated) ("the Club").

2.00 Purpose

The purpose of the Club is to provide for its members and for visitors first class golfing facilities and amenities.

3.00 Object

3.01 To provide a high standard of facilities for the playing of the game of golf and any other sport or activity which when specifically authorised by the Board of Management may be carried on in conjunction therewith.

3.02 To encourage the playing of the game of golf among all citizens but particularly amongst young people; and to belong to other wider Associations or organisations (whether in New Zealand or overseas) working to achieve such object.

3.03 To provide an organisation efficiently to control and manage the aforesaid facilities and amenities.

3.04 To provide for Club members social and entertainment facilities of a high standard.

4.00 Registered Office

The registered office of the Club shall be at the Club House, Muriwai Beach, Auckland or any other place nominated by the Board of Management.

5.00 Officers

5.01 There shall be six officers of the Club, who shall be:

Mens Captain (who shall be a man)
Ladies Captain (who shall be a woman)
Four Ordinary Board Members

Both Captains shall remain full Board Officers so long as they retain their positions as respective Captains.

5.02 These officers will form the Board of Management of the Club ("the Board").

5.03 The Chairman (which term shall be interpreted as meaning either a male or a female Chairperson) of the Board shall be elected by the members of the Board at their first meeting following the Annual General Meeting of the Club. Any candidate for Chairman may vote on their own election. Neither Club Captain shall be eligible to be Chairman in addition to holding office as Club Captain. In the event of a tie on the Board as to the appointment of Chairman, the two Club Captains shall take advice from the outgoing Chairman and from the General Manager; and shall then jointly appoint the Chairman from the two tied nominees. In the event they are unable to agree the two Club Captains and the outgoing Chairman (by a majority) shall appoint one of the two tied nominees as Chairman. The Chairman shall then remain in office until the conclusion

of the next succeeding Annual General Meeting. The Chairman shall chair all Board Meetings and all General Meetings of the Club while he holds office. The Chairman shall have a casting vote at both Board and General Meetings. The Chairman shall be a member of all Committees. In the absence of the Chairman, another Board member, being an officer nominated by the Chairman for that particular occasion; or (failing nomination by the Chairman) an officer appointed by the Board, shall act as Chairman, and have all powers and duties of the Chairman during the Chairman's absence. At the option of the Board, they may choose to refer to the Chairman as "President" of the Club - but such term shall not in any way alter the Chairman's role or duties, which shall be exactly as set out in these Rules for "the Chairman" whether he or she is called a President at any time or not.

5.04 All officers of the Board must have been full playing members of the Club for a minimum period of one year; and must retain that status while they remain on the Board.

6.00 Election of Officers

6.01 Nominees for election as Mens Captain, Ladies Captain, and for the four ordinary Board Members must be members entitled to vote.

6.02 All six officers of the Club shall initially be elected at an Annual General Meeting held for the adoption of this Constitution and Rules by the Club, during 1996. In respect of that General Meeting in 1996 the following arrangements shall be followed, namely the General Manager shall call for provisional nominations prior to the meeting (to be nominated and signed as called for in these Rules) as if this Constitution was in force; such nominations to be received no later than eight clear days before the meeting; then if this Constitution is adopted at such General Meeting, the meeting shall immediately proceed straight on to the election of all persons required to be elected in terms of this Constitution (including electing Club Committee members pursuant to Rule 7.50) and all persons provisionally so nominated, shall be treated as having been validly nominated in terms of this Constitution, and shall thereupon following election at the meeting, be validly elected as Captains, Board Members or Club Committee Members at that General Meeting in terms of this Constitution and shall hold office until the Club's Annual General Meeting to be held in February/March 1997 (and in the case of two of the ordinary Board Members, until the Club's Annual General Meeting to be held in February/March 1998).

6.03 The two Captains, all the Club Committee Members and such of the other officers due to retire pursuant to Rule 6.04 shall be elected at each Annual General Meeting of the Club and shall hold office until re-elected or their successors are elected at an Annual General Meeting of the Club.

6.04 Two of the ordinary Board Members shall retire at the Club's Annual General Meeting each year, but shall be eligible for re-election. The effect of Rules 6.03 and 6.04 is to ensure the two Captains each hold office for one year and are eligible for re-election; and the other four Board Members (once rotation is established, and except in the case of casual vacancies) hold office for two years, and are eligible for re-election.

6.05 The two Board Members to retire each year shall (in addition to those (if any) who retire pursuant to Rule 6.16); be first those who have been longest in office since their last election but as between those who became Board Members on the same day those to retire shall be determined by lot.

6.06 Nominations for officers shall be called for by the General Manager each year before the Annual General meeting commencing with the 1997 Annual General Meeting. The General Manager shall publicise the opening of nominations by any suitable means including posting a notice

on the Club's notice board at least 30 days before the Annual General Meeting calling for such nominations; but a failure to post such notice or provide such publicity or observe such time limits (unless it is a serious deviation which has clearly prejudiced a proper conduct of elections) shall not invalidate in any way the subsequent election procedure.

- 6.07 The last day on which nominations will be received by the Secretary must be eight clear days (excluding the day of the meeting) before the Annual General Meeting so that (for example) if the Annual General Meeting is to be held on a Sunday, the last date for receipt of nominations shall be the second Friday before the Annual General Meeting.
- 6.08 Any member of the Club may nominate or second any other member of the Club for election as an officer subject to Rules 5.04, and 6.01.
- 6.09 Every nomination shall be in writing signed by the proposer and by a seconder and the nominee shall endorse thereon his signature signifying his willingness to stand for office. Each nominee shall provide with the nomination form, a short CV giving details of that nominee's club involvement, expertise, work and personal background; and a brief statement of any policies or changes for the Club, that that nominee would wish to encourage or pursue, if elected.
- 6.10 In the event of there being insufficient nominations or just sufficient nominations, for the available offices, then those nominated shall be declared elected without a ballot.
- 6.11 In the event of there being insufficient nominations the Board shall appoint a member or members to fill the vacancy or vacancies.
- 6.12 In the event of nominations for office exceeding the vacancies, then an election shall be held of all members of the Club entitled to vote at the Club's Annual General Meeting for that year.
- 6.13 The General Manager, where there is a contested election, shall display the CV form provided by each candidate, at the Annual General Meeting. The General Manager shall cause ballot papers to be prepared for all members entitled to vote and who attend the Annual General Meeting in person. There shall be no proxy votes.
- 6.14 Three scrutineers shall be appointed by the Annual General Meeting, and they shall count the votes and report the result of their count to the Chairman of the Annual General Meeting, who shall declare the result at such Meeting.
- 6.15 In the event of a tie in the voting the Chairman shall consult with the officers who have been validly elected to that point and shall then resolve that tie (but leaving unaffected the remainder of the results of the election which were not tied) by exercising his casting vote at the Annual General Meeting.
- 6.16 Any vacancies in office on the Board arising between Annual General Meetings shall be filled by the Board at its next meeting. Any officer so appointed shall retire (in addition to the two ordinary Board members to retire pursuant to Rule 6.05) at the following Annual General Meeting, but be eligible for re-election.
- 6.17 While it is envisaged that each of the Board Members may be delegated specific responsibilities (such as finance, course development, strategic planning, administration and marketing) and any such Board Member may choose to form a sub-committee to assist in their delegated task, there is no specific requirement imposed by these Rules as to the exact tasks to be delegated by the Board; or indeed whether there shall be any such specific delegations by the Board at all; and responsibility for the carrying out and proper discharge of the Board's functions shall at all

times remain vested in the Board, which shall determine its own most efficient working, as it shall see fit from time to time.

7.00 Powers and Duties of the Board of Management

- 7.01 Overall responsibility for the proper management and control of the affairs of the Club shall be vested in the Board. It shall have power to delegate to any committee or person the day to day management of any specific aspect of the Club's operations. Such delegated powers shall be clearly defined by the Board and in particular limits imposed as appropriate, restricting authority to expend or financially commit Club funds. In particular but not in limitation the Board shall delegate responsibility for organisation of the Club's Golfing Programme and fixtures and for the Club's Social Activities each year, to a Club Committee established under Rule 7.50 below.
- 7.02 The Board may exercise all the powers and do all the acts, matters and things which are not expressly required to be exercised or authorised by the members of the Club in general meeting.
- 7.03 Four officers of the Board shall constitute a quorum.
- 7.04 Any officer of the Board absent from two consecutive meetings of the Board without leave shall be requested to resign from his position and vacate his office. Any such officer who refuses to resign may be removed from office by the Board.
- 7.05 Any officer of the Board or member of any committee having a financial interest in any matter under discussion must before a vote is taken declare such financial interest. The Chairman shall then decide whether he may vote or not and the Chairman's ruling shall be final. Failure to declare the interest may render the member liable to expulsion from the Board or committee. Once any such interest has been fully declared and approved by the Chairman, the member directly (or through the body or company in which they are interested) may contract with the Club on such terms and conditions as the Board may determine.

THE BOARD shall have the following powers:-

- 7.06 To co-opt any member of the Club as a member of a committee for any purpose it may deem necessary and change the personnel of committees (other than elected members of the Club Committee) at any time. In particular but not in limitation the Board shall have power to fill any casual vacancy occurring on the Club Committee established under Rule 7.50; including appointing further members of that Committee where insufficient members are elected at the Annual General Meeting in any year.
- 7.07 To engage, control and dismiss the General Manager.
- 7.08 To establish local rules relating to the operation of the Course, Clubhouse, grounds, matches, sporting and social activities.
- 7.09 To buy or sell or lease any real or personal property or any rights or privileges at such price and upon such terms and conditions as it thinks fit and to give and execute such mortgages, deeds, instruments and securities as are considered necessary. No commitment for the purchase or sale or lease for any term exceeding three years of Club land may be made without approval of a resolution passed at a General Meeting of Members.
- 7.10 To purchase, acquire, construct, alter or maintain such buildings, fences, machinery and other works as are required by the Club.
- 7.11 To enter into all negotiations, contracts and agreements in the name of and on behalf of the Club as necessary for its efficient operation.

- 7.12 To borrow or raise money upon mortgages, debentures or other securities, charging the whole or any part of the assets of the Club, or to borrow money from bankers or any other source with or without security.
- 7.13 To invest Club funds in land or buildings in such manner as it shall think fit PROVIDING that the Club in general meeting shall have firstly passed a resolution authorising such action.
- 7.14 To invest Club funds on deposit, first mortgage, in shares, debentures or other investments provided the Board at all times ensures that any investments made by it satisfy the prudent person test specified in s.13B Trustee Amendment Act 1988.
- 7.15 To provide a Common Seal for the Club which shall remain in the custody of the Secretary. It shall be affixed to documents only in pursuance of a resolution of the Board and in the presence of two officers of the Board or one officer of the Board and the General Manager of the Club.
- 7.16 To regulate and control the number of members within the classes and types of membership and under such conditions as it may deem expedient.
- 7.17 To fix annual subscriptions and entrance fees for all types and classes of membership providing that such increase in any one type or class does not exceed 5% in any one subscription year. Any proposed fee increase above 5% shall require to be laid before the next Annual General Meeting of the Club in terms of Rule 10.02.
- 7.18 To maintain a waiting list of prospective members where the Club membership has reached full playing strength; and to fix from time to time the priority of transfer from such waiting list to playing membership.
- 7.19 To remit or rebate any part of or make such other adjustments to all fees payable by any member as it may consider advisable or expedient.
- 7.20 To fix green fees and admission charges to the public playing on the Club's course and/or attending or partaking in any function or activity as it shall see fit.
- 7.21 To appoint a General Manager, at such remuneration and under such conditions and terms as it shall think fit. The General Manager shall be the Secretary of the Club and shall exercise such powers and perform such duties as shall be determined by the Board, as set out in a written job specification. The duties of the General Manager in particular but not in limitation shall include:-
- 7.21.1 Keeping full and correct minutes of all meetings of the Club and of the Board.
- 7.21.2 Preparing and submitting or forwarding to the proper person all returns required by these rules or by law.
- 7.21.3 Keeping a register showing the names and addresses of all members of the Club and the dates when they commenced and ceased membership.
- 7.21.4 Notifying Board members of meetings and members of all general and special meetings.
- 7.21.5 Supervising all staff of the Club including engaging and dismissing them; PROVIDED THAT before engaging any staff member, the General Manager shall submit a short list of no more than three candidates to the Board and receive its comments thereon before making the final selection.

Similarly, before dismissing any staff member, the General Manager must first report the full circumstances giving rise to the contemplated dismissal to the Board; and receive its approval to proceed.

- 7.21.6 Carry out the instructions from time to time given by the Board or any duly appointed sub-committee.
- 7.21.7 Keeping full and correct accounts of the income and expenditure of the Club and of its financial operations.
- 7.22 To cause full and complete records of all Club activities (financial and otherwise) be kept.
- 7.23 To open such bank accounts as the Board may require. All payments of Club funds (other than regular automatic payments for wages and for rent) shall be by cheque signed by the General Manager and one officer of the Board or by two officers so authorised.
- 7.24 To collect all subscriptions and entrance fees due by members of the Club.
- 7.25 To cancel any membership for non-payment of entrance fees or subscription provided the member shall be given four weeks notice in writing of the Board's intention to cancel the membership.
- 7.26 To prevent any member whose subscription is overdue from playing on the Course, or making use of Club facilities or being a member of any Committee.
- 7.27 The Board shall report in writing to members at the Annual General Meeting each year, by ensuring a Chairman's Report and prepared financial statements for that financial year (including copies of the audited income and expenditure statement and balance sheet, and together with the proposed annual budget for the ensuing year incorporating recommended subs and entrance fees for that year) are all posted to each member seven days before the Annual General Meeting. Accompanying such notice, a list of the nominations received under Rule 6 for positions on the Board and for the two Club Captains, shall also be sent.

7.50 Club Committee

Pursuant to Rule 7.01 above, there shall be a Club Committee. Members of such Committee shall be nominated and elected at the Annual General Meeting of the Club each year and hold office for one year at a time, but be eligible for re-election. Nominations shall be called for by the General Manager prior to the Annual General Meeting each year, in the same manner and at the same time as nominations for Board Members are sought. Nominations for the Club Committee (as for Board and Captains' nominations) must also be received more than eight clear days before the Annual General Meeting (excluding the date of the meeting) and shall be taken in two parts-male nominees and female nominees. Club members at the Annual General Meeting having the right to vote shall then be asked to vote for an equal number of each group of nominees up to three of each. Rules 6.06, 6.07, 6.09, 6.10, 6.11, 6.12, 6.13, 6.14 and 6.15 shall apply to the election and membership of such Club Committee in the same way as they apply to election of Board Members. Any casual vacancy on the Club Committee occurring during the course of a year shall be filled by the Board in accordance with Rule 6.16. Such Club Committee, once elected:-

- 7.50.1 Shall be chaired by the Men's Club Captain or by the Ladies Club Captain as they shall decide between them; and in the event of their being unable to agree, shall be determined by

the Chairman of the Board appointing one of those two persons as Chairman of the Club Committee.

- 7.50.2 Shall generally comprise an even number of Club Members, half of whom shall be men and half of whom shall be women and shall comprise the two Club Captains; the Chairman of the Club (ex officio); and a maximum of 6 other Club members of whom any number may also be Board Members. The Club Captains to appoint from the Committee one Men's and one Women's Vice Captain who will act as Chairpersons of the Match Committees.
- 7.50.3 The Club Committee shall be a sub-committee of the Board and shall be responsible to the Board for complying with any directions or policy laid down by the Board in respect of its sphere of activity. Subject to such directions and policies laid down by the Board, the Club Committee shall be responsible for the arrangement of the Club's entire golfing programme each year and for the arrangement of the Club's entire social programme each year. The Club Committee in drawing up such programmes shall take account of any arrangements entered into or proposed by the Board for the hosting of major tournaments at the Club and/or for promotion of any major, social and/or fund-raising events in the Club's calendar for that year. The Committee, in preparing both the golf programme and the social programme shall ensure separate programmes are devised for women members and for men members of the Club, as well as a combined programme catering for all Club members.

8.00 General Meetings, Voting Rights and Procedures

- 8.01 At any General Meeting of members twenty voting members must be present to form a quorum.
- 8.02 Notice covering any General Meeting of members must be posted to all members at least seven days prior to such meeting, and must specify the business to be transacted at that meeting. Such notice must also be posted in the Clubhouse for a similar period. The accidental omission to give notice of a meeting to any member or members shall not invalidate the proceedings of any meeting.
- 8.03 The Annual General Meeting of members must be called once in each year.
- 8.03.1 It shall be held annually after the close of the Club's financial year on 31 December and then not later than 31 March next following and it cannot be adjourned for a period longer than two months. The Club having held on Annual General Meeting under its previous Rules in December 1995; and having proposed a Special General Meeting to adopt these Rules and elect all officers and Committee members in terms hereof in March 1996, the first Annual General Meeting under these Rules shall be held in January-March 1997.
- 8.03.2 The Officers of the Club and the members of the Club Committee will be elected at the Annual General Meeting in accordance with the procedures set down in Rule 6 and in Rule 7.50.
- 8.03.3 The meeting shall transact only that business as specifically set down in the notice convening the meeting.
- 8.03.4 Not less than seven days prior to such meeting the following reports shall be posted to members; and will then be presented for adoption at the meeting, namely:

- Chairman's Report on behalf of Board
- Income and Expenditure Statement
- Balance Sheet
- Auditor's Report
- Budget for ensuing year

8.03.5 The Annual General Meeting will appoint an Auditor who shall audit and certify to members in respect of the accounts for the ensuing year.

8.04 A Special General Meeting of members may be called at the direction of the Board at any time.

8.05 Any group of 30 or more fully paid and voting members of the Club may requisition a Special General Meeting of Members at any time by presenting to the General Manager a requisition in writing signed by such members.

8.05.1 On receipt of such directive or requisition, the General Manager must call a Special General Meeting of all members for a date no later than 21 days from the day on which the directive or valid requisition was received.

8.05.2 A copy of the directive or valid requisition must be posted on the Club notice board within 24 hours of receipt by the General Manager.

8.06 The Chairman, at any General Meeting of members, shall have a casting vote as well as his original vote.

8.07 At any General Meeting of members every Honorary Life, Financial Life, Founder, Full Playing and Long Service member will each have one vote expressed by a show of hands or in writing. Any person holding any other category of membership shall have full attendance and speaking rights at all General Meetings; but shall have no vote thereat.

8.08 The Chairman of any meeting of members in respect of any resolution before the meeting shall in the first place call for a show of hands, and if there is any doubt as to the result he must call for a ballot. Alternatively, any ten members present with voting rights may (before or on the declaration of the result of the show of hands) ask for a ballot. 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 lost, 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 the number or proportion of the votes recorded in favour of or against the resolution. The demand for a ballot may be withdrawn.

8.09 There shall be no proxy votes or appointment of proxy representatives at any General Meeting of the Club.

8.10 No member shall be entitled to vote at any General Meeting unless such member at the time of voting has paid the entrance fee due and the annual subscription payable by that member is not overdue.

8.11 Decisions at any General Meeting of members shall be by a majority, excepting only in respect of a rule change as provided for under Rule 15.00.

9.00 Membership

9.01 The membership of the Club shall consist of several categories but shall be not less than 50 members in total (see Rule 17.00). These categories shall be as listed in clause 9.02.

9.02 Categories of Membership

9.02.1 Life Members

- (a) The Club in General Meeting may appoint Life Members and may determine upon what conditions and terms a Member may become a Life Member.
- (b) Unless otherwise resolved the Life Membership shall confer all the same rights and privileges as enjoyed by a Full Playing Member.
- (c) Unless otherwise resolved the Life Membership shall be effective immediately upon the passing of the resolution and the aforesaid member shall not be required to pay any further annual subscription after completion of the Club year in which the appointment becomes effective PROVIDED unless otherwise specified in the Resolution the Life Member shall remain liable for a sum each year to cover the liability borne by the Club to any outside Golf Association or similar organisation, in respect of that life membership.
- (d) Life Membership shall only be granted to persons who have given outstanding service to the Club. It is recognised that the level of outstanding service required to qualify for Life Membership will generally be such that the Club will not have more than five Life Members at any given time - but this subclause shall not prevent the Board in truly deserving cases, from appointing further Life Members in excess of five, where it considers the circumstances genuinely merit this.
- (e) Any representation relating to the appointment of a Life Member must be submitted to the Board.
- (f) Any notice of motion relating to the appointment of a Life Member shall be submitted by the Board only.

9.02.2 Long Service Members

- (a) The Board shall on the application of any Member who has attained the age of 65 years and who has been a Member of the Club continuously (without break of more than one continuous period of not more than 12 months) during the preceding twenty years, change the status of such Member to that of Long Service.
- (b) Long Service Members shall apply to the full playing category of membership only.
- (c) Long Service Members shall pay subscriptions at the rate fixed by the Board and not exceeding 90% of the full playing members annual subscription.

9.02.3 Full Playing Members

- (a) Full Playing Members shall be 23 years or over and shall have been admitted to the Club in accordance with the rules as Full Playing Members.
- (b) Full Playing Membership confers on such members the full privileges of the Club with the right to play golf

at any time not specifically set aside for other categories of members by the Board.

9.02.4 Weekday Members

- (a) Weekday Members shall be members 23 years or over who have been admitted to the Club in accordance with the criteria fixed or set by the Board from time to time as Weekday Members.
- (b) Weekday membership confers on such members the full privileges of the Club restricted only to playing rights from Monday to Friday inclusive (excluding public holidays) at times not specifically set aside for other categories of members by the Board.

9.02.5 Non-Playing Members

Non-Playing Members are entitled to Club privileges other than playing on the course and taking part in Club management; or holding any office as part of the Club.

9.02.6 Restricted Members (pay to play)

- (a) Restricted members may play 7-days outside club competition times, allows the member a NZ Golf handicap to play in club Scrambles.
- (b) This category does not allow the member to play in club trophy events or Club Championships.
- (c) The member is required to pay a course charge for each game at a fee set by the Board.

9.02.7 Junior Members

- (a) Any person over 12 and under 23 years of age may be admitted as a Junior Member. As a condition of granting Junior Membership, the Board may require a full playing member of the Club to give a written undertaking to be responsible for payment of all fees, subscriptions and expenses incurred, and for the good behaviour of the Junior member.
- (b) Juniors are permitted to play golf at the times specifically set aside for them by the Board and/or the General Manager and under conditions determined by it from time to time.
- (c) Juniors shall have access to the Club House in accordance with the decisions of the Board from time to time.
- (d) Upon a person who has been a Junior Member attaining the age of 23 years, they shall pay the entrance fee for full membership due, less such rebate as shall be fixed by the Board in such proportions and at such times and over such period (which may be one or more years) as the Board shall decide. Subject to payment of such entrance fee (if any) a Junior Member shall automatically progress to full playing member on attaining the age of 23 years.

9.02.8 Honorary Members

The Board may in special circumstances, admit a person as an Honorary member of the Club for such period and upon such conditions as the Board may determine at the Board's discretion Honorary membership may similarly be removed again. PROVIDED unless otherwise specified in the Resolution the Honorary Member shall remain liable for a sum each year to cover the liability borne by the Club to any outside Golf Association or similar organisation, in respect of that honorary membership.

9.02.9 Summer Members

- (a) Summer Members shall be those persons 23 years or over who have been admitted to the Club in accordance with the local rules as determined by the Board from time to time.
- (b) Summer Membership will commence on the 1st day of November each year and cease on the 31st day of March of the succeeding year.
- (c) During the months of Summer Membership playing times for Summer Members are as for Full Playing Members. Summer Members, however, have no right to take part in Club competitions.

9.02.10 Founder Members

These are members who paid a lump sum subscription in 1957 at the time the Club was originally founded and were admitted to Club membership for life. The category of Founder Members is now closed. Persons previously admitted as Founder Members have all the rights and privileges of Full Playing Members, but shall not be liable for any Entrance Fee or Annual Subscription. Playing Founder Members will, however, be liable for Association and Building Levies.

9.02.11 Corporate Membership

Companies and other similar bodies may be accepted for membership by the Board on terms and conditions set by the Board from time to time. As a condition of Corporate Membership, the company or body may be required to name particular players who work for that company. Those named players will then be accorded the playing rights of Full Playing Members and will be accorded the right to have playing guests on a defined number of occasions per year without charge PROVIDED Corporate Members and their nominated players shall not take part in Club competitions; shall not take part in Club Management; and shall not hold any elected office in the Club.

9.03 Election of Members

- 9.03.1 Every candidate for membership shall be proposed and seconded by members of at least one year's current full playing membership or if the candidate is unknown to members then the candidate must provide two written testimonials supporting their candidature.

- 9.03.2 The name of the candidate shall be posted on the notice board of the Club for a period of at least 14 days prior to election, following receipt of the membership application by the Secretary. Such notice shall include the names of both proposer and seconder.
- 9.03.3 The Board shall elect members from the Waiting List to fill vacancies and its decisions shall be final.
- 9.03.4 No elected member shall be deemed to be a member of the Club until the entrance fee and subscription shall have been paid.
- 9.03.5 Should any elected member fail to pay the entrance fee and subscription, together with any other monies due upon becoming a member, within two months of election, the member's election may be declared void by the Board, and except in extenuating circumstances any monies paid as a deposit shall not be refunded.

10.00 Entry Fees and Annual Subscriptions

- 10.01 The entrance fees to the Club for the various categories of membership shall be fixed by the Board from time to time and shall then be ratified by the next Annual General Meeting of the Club before coming into force.
- 10.02 Annual subscriptions for the various categories of membership shall be fixed in advance by resolution of the Board once for each financial year. The Annual Subscription shall be fixed as soon as it is set by the Board PROVIDED the Board shall lay its full budget (including proposed subscriptions) before the Club Annual General Meeting each year and the Meeting shall have power subject to the provisions of Rule 7.17 to modify the budget and/or the Board's subscription levels. Unless and until the Board's subscription levels are modified by the Club in Annual General Meeting, they shall be due and payable by all members, however. Insofar as the Annual General Meeting shall vary the Board's subscription levels then the amount of any reduction by the Meeting shall be refunded to members who have already paid by that date; and the amount of any increase shall be due by members as a debt to the Club; but any member who has already paid his or her subscription at the level set by the Board shall remain a member in their membership category for the balance of that financial year notwithstanding non-payment of any final sum imposed by the Annual General Meeting over and above that set by the Board.
- 10.03 Annual subscriptions shall be due and payable on the anniversary date of first becoming a member or on 1 January each year for those members who have joined the club prior to 2006.
- 10.04 The club may void a member's handicap at any time where the annual subscription is more than one month overdue. No member may take part in any competitions whilst a subscription is overdue.
- 10.05 If a member's subscription or part thereof shall remain unpaid more than one month after the due date, the General Manager shall advise the Board immediately. The member shall be notified that payment is overdue and that membership rights have been suspended until payment is made. Should settlement not made within one further month then membership may be cancelled.
- 10.06 On application to the General Manager, subscriptions may be paid by instalment. New members are required to pay a deposit of not less than

25% of the annual subscription and the balance within six months. Existing members can be offered instalment terms of up to eight months in any one year.

10.07 Refunds of annual subscriptions shall be made only at the direction of the Board and then only in special circumstances.

11.00 Resignations

11.01 Any member of the Club wishing to resign must notify the General Manager in writing no later than the expiry date of their membership. Failure to do so renders the member liable for the new year's subscription.

11.02 Resignation shall take effect from the expiry date of the member's then current membership year in which the resignation is accepted; and under the conditions (if any) otherwise decided by the Board.

11.03 Resignation shall not absolve a member from payment of any outstanding subscription or other charges which have accrued to the date of resignation.

12.00 Change of Status

12.01 Any member may from time to time apply to change status to that of any other class of membership provided that application be in writing to the Secretary.

12.02 The Board shall have the right to accept or reject such applications.

12.03 A member changing status may not be entitled to a refund of any entrance fees or annual subscriptions paid.

12.04 A member shall be liable for any difference in entrance fees or annual subscriptions between the amount paid and the amount due under the new class of membership where the amount due in respect of the new class exceeds the amount due for the initial membership category; PROVIDED this requirement may be waived by the Board in the case of Junior Members turning 23 years and qualifying for Full Playing Membership during the course of any Club financial year.

12.05 Any member who at some time has been a Full Playing Member for a continuous period of two years will upon applying for reinstatement as a Full Playing Member receive priority at the discretion of the Board.

13.00 Expulsion

13.01 Should any member wilfully infringe these rules or any Club local rules or be guilty of any unsportsmanlike conduct or act in a manner detrimental to the interest of the Club, the Board shall have power to:

(a) Suspend such member for a period not exceeding 12 calendar months during which period the member shall not take part in any of the Club's activities; and/or

(b) Call upon such member to resign membership, and should a written resignation not be received within seven days of the Board's decision then the membership shall be cancelled forthwith.

13.02 The Board shall be sole judge and its decision shall be final.

13.03 Prior to exercising the aforesaid power of expulsion or resignation the Board shall give the offending member a reasonable opportunity to appear before the Board to give an explanation and to answer questions.

13.04 Any decision to suspend or expel a member must have a clear majority of two thirds of those present and voting.

14.01 Disputes

Any dispute between the Club, its officers or paid servants and its 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 by the Board to arbitration in accordance with the Arbitration Act 1908. Any such reference to arbitration shall be a reference to a single disinterested arbitrator to be appointed by the Board and the decision of such arbitrator shall be final and binding upon the parties to the dispute in respect of all questions of fact.

14.02 Complaints

All complaints in respect of Club employees shall be made in writing to the General Manager; and in no instance shall a servant of the Club be reprimanded directly by a Club Member.

15.00 Amendment to Club Rules

These Club rules may be added to, altered, or rescinded, by resolution at a General Meeting of members, and the majority must be a clear majority of two-thirds of the members present and voting.

16.00 Club By-Laws

16.01 The Board has power to establish local rules. Where these relate to the playing of golf and/or the course and designation of out of bounds and other similar issues, Local Rules may only be established by the Board on the recommendation of a resolution of the Club Committee.

16.02 Such local rules must conform to the rules of the Club, both in fact and intent.

16.03 Any change in the Club local rules must be posted on the Club Notice Board within 24 hours of being established.

17.00 Validity of Board Actions

All actions done by any meeting of the Board or any sub-committee of the Board or any member of the Board or their delegates, or by the General Manager, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any such Board, Board Member, sub-committee, delegate, officer or servant of the Club, or that they or any of them were not qualified or that any procedure laid down by these Rules was not followed, shall nevertheless in all circumstances be subject to ratification by the Board as if in all respects these Rules had been fully complied with in relation to the act or matter in question; and where any such defect of appointment is apparent, the remaining members of the Board shall be free to ratify all actions taken prior to the date when the defect in appointment has been discovered. The Board shall thereupon correct any defect in appointment of an officer or staff member forthwith, before any further actions (other than ratification) are taken by it.

18.00 Winding up of the Club

18.01 Should the Membership of the Club fall below 50 members for a period of three months then the Club shall be wound up.

18.02 If upon the winding up 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 the objects for which the Club is constituted, the recipients to be determined by a majority of members present in person at a General Meeting to be held according to the rules of the Club at or before the winding up or dissolution, or to such recipients as a Judge of the High Court of New Zealand may direct.

19.00 Club Year

The financial year of the Club shall commence on 1 January in each year and end on 31 December of that year.

20.00 Rules of Play

20.01 Rules of play shall be those of the Royal and Ancient Golf Club of St. Andrews, and the local rules of the Muriwai Golf Club Incorporated.

20.02 Local rules will be established by resolution of the Board in accordance with Rule 16 above.

20.03 Local rules will be displayed on the Club's Notice Board at all times.

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