> TEMPLEMORE GOLF CLUB COMPANY LIMITED BY GUARANTEE (ADDENDUM TO CONSTITUTION)

## Table of Contents

1. INTERPRETATION AND DEFINITIONS ..... 3
2. CLUB OVERVIEW AND BACKGROUND ..... 4
3. CORE AIMS, PURPOSE, AND OBJECTS OF THE CLUB ..... 4
4. CLUB AFFILIATION TO GOLF IRELAND ..... 5
5.CLUB PRINCIPLES AND VALUES ..... 6
5. POWERS OF THE CLUB ..... 7
7.MEMBERSHIP OF THE CLUB - APPLICATION AND SUBSCRIPTIONS ..... 8
6. RIGHTS AND OBLIGATIONS OF MEMBERS ..... 8
9.TERMINATION FROM OR CESSATION OF MEMBERSHIP ..... 9
7. OFFICERS AND ELECTION OF OFFICERS ..... 10
8. CLUB STRUCTURE AND ORGANISATION ..... 10
9. GOLF COMMITTEE ..... 11
10. CLUB MANAGEMENT COMMITTEE ..... 12
11. POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE ..... 13
12. VACATION FROM OFFICE OF A MEMBER OF THE MANAGEMENT COMMITTEE ..... 13
13. MANAGEMENT OF COMMITTEE MEETINGS ..... 14
14. MANAGEMENT COMMITTEE MEETING MINUTES ..... 14
18.MANAGEMENT COMMITTEE INSURANCE AND INDEMNITY ..... 14
15. GENERAL MEETINGS ..... 15
20.EGM. ..... 16
21.QUORUM FOR GENERAL MEETINGS ..... 16
22.CHAIR OF GENERAL MEETING ..... 16
16. ADJOURING A GENERAL MEETING ..... 16
17. VOTING AT GENERAL MEETING ..... 17
18. ELECTIONS- NOMINATIONS AND ELECTION PROCESS ..... 18
19. MOTIONS ..... 18
20. AMENDMENTS TO CONSTITUTION ..... 19
28.FINANCIAL AFFAIRS OF THE CLUB ..... 19
21. FINANCIAL REPORTING TO MEMBERS ..... 20
22. EXPENSES ..... 20
23. INSURANCE ..... 20
24. CLUB ASSETS AND PERSONAL PROPERTY ..... 21
33.CLUB POLICIES ..... 21
25. CLUB NOTICES AND SERVICE OF NOTICES ..... 21
26. REGISTRATION OF CLUB ACTS AND INTOXICATING LIQUOR ACTS ..... 22
27. DISSOLUTION OF THE CLUB

## Templemore Golf Club Limited by Guarantee

## Addendum to constitution

## 1. INTERPRETATION AND DEFINITIONS

The powers set out in this Constitution are to be used only for the attainment of the main objects of the Club and any income generated from the exercise of the said powers is to be applied for the objects of the Club only. It shall be a matter for the members to amend this Constitution and/or the Club objects in accordance with Clause 24.

In the interpretation of this Constitution the following words and expressions shall have the meanings so defined and words importing the singular shall include the plural, and vice versa, words importing the masculine include the feminine and words importing persons shall include bodies Corporate.
The Club aspires to adopt the One Club Model.
AGM means an annual general meeting of the Club;
Auditors means the auditors or auditor for the time being of the Club.
Captain means the person [or persons] for the time being holding such office having been elected or appointed under the terms of the Constitution to perform the duties of a Captain of the Club;

Chair means the person for the time being holding such office having been elected or appointed under the terms of the Constitution to perform the duties of Chairperson of the Management Committee of the Club.

Constitution means this document; Days means calendar days; EGM means an extraordinary general meeting of the Club.

Electronic address means any address or number used for the purposes of sending or receiving documents or information by electronic means. Electronic communication shall have the meaning given in the Electronic Commerce Act, 2000. Electronic means is any process or means provided or facilitated by electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means; Electronic signature shall have the meaning given in the Electronic Commerce Act, 2000.

General Meeting means an AGM or EGM as applies in the Constitution.
Honorary Secretary means the person or persons for the time being holding such office having been elected or appointed under the terms of the Constitution to perform the duties of Honorary Secretary of the Club.

Honorary Treasurer means the person or persons for the time being holding such office having been elected or appointed thereto under the terms of the Constitution to perform the duties of Honorary Treasurer of the Club.

Lease means the lease in place between "The Commissioners for Public Works in Ireland" (Lessor) and "Templemore Golf Club Limited by Guarantee" (Lessee).

Management Committee means the Committee elected or appointed in accordance with the Constitution.

Member means persons who have been accepted into membership of the club.

President means the person or persons for the time being holding such office having been elected or appointed thereto under the terms of the Constitution to perform the duties of President of the club.

Standing Orders are a set of orders and rules governing the procedures of meeting.
Subcommittee is a subcommittee elected or appointed in accordance with the Constitution.
Vice-Captain means the Vice Captain for the time being who shall also act as captain in the absence of the Captain in accordance with the Constitution.

## 2. CLUB OVERVIEW AND BACKGROUND

1. Legal Status - The name and address of the Club is Templemore Golf Club Limited by Guarantee, Manna South, Templemore, Co. Tipperary. Eircode E41 TN66 and its primary focus is the providing facilities to members to play golf.
2.The Club has been in existence since 1971 and its club colours are a red jumper with official Templemore Golf club crest, white tee shirt with official Templemore Golf club crest.
2. The Club holds the Golf Course, Club House, Tennis Courts, Machinery Shed and limited car parking spaces under lease from "The Commissioners for Public Works in Ireland" for a period of 21 years from 14/04/2022.
3. The Club is affiliated to Golf Ireland and is organised as an unincorporated proprietary members Club with a voluntary Management Committee composed of members of the Club who are elected or appointed by the members in accordance with the process set out in this Constitution.
5.The Management Committee acts on behalf of the members and is responsible for the overall business and operations of the Club.
6.The Club also has a number of sub-committees set up in accordance with this Constitution and has a suite of club policies which help govern the Club. Copies of this Constitution and our club policies are available to all members.
4. To assist in the running of the Club the Management Committee may engage employ employees or contractors

## 3. CORE AIMS, PURPOSE, AND OBJECTS OF THE CLUB

The main purpose and objects of the Club are to.
. Promote the amateur game of golf to members.
. Comply with all affiliation requirements of Golf Ireland.
. Ensure the provision and maintenance of facilities on behalf of members.
. Involve members in the activities of the Club.
. Manage and control a well governed Club with appropriate legal, financial, and governance standards.

- Comply with all statutory, legal, financial, or other rules or regulations which apply to clubs including all Health and Safety requirements
. Adopt policies, rules, regulations, procedures, and standards required of members, guests, visitors, and personnel at all levels including but not limited to non- discrimination and equality.
. Promote and uphold the reputation of the Club.
. Encourage an inclusive and democratic culture within the Club.
. Adopt a policy of non-discrimination of any kind in all Club business and activities.
. Receive financial assistance and funding.
. Do all such things as shall be conducive to the attainment of these objects.
. Adopt the R \& A Women in Golf Charter as appropriate to the structure of the club.


## 4. CLUB AFFILIATION TO GOLF IRELAND

1. The Club is an affiliated member of Golf Ireland the National Governing Body for Golf in Ireland.
2. As part of this affiliation the Club confirms:
a) it shall be bound by the constitution, policies, bye laws, codes, rules, and regulations which apply to all members of Golf Ireland and shall comply with the ongoing conditions of affiliation as directed by Golf Ireland from time to time.
b) it is entitled to be represented at Golf Ireland general meetings as prescribed by Golf Ireland.
c) It is formed correctly and holds an annual general meeting before a specified date each year at which only members of the relevant club are entitled to vote and nonvoting persons, if permitted, are in attendance.
d) That the officers and members of the committee of the Club are elected as required at the annual general meeting from among the voting members to administer the affairs of the Club in accordance with the Golf Ireland Constitution, Regulations, and the Terms of Competitions of Golf Ireland.
e) It has an honorary secretary, and at least 3 of the following roles Captain, Vice-Captain, Treasurer and Competition / Handicap secretary,
f) It has a minimum of 50 Full Members.
g) It undertakes to pay the Membership Fee applicable to Affiliate Clubs, and to pay the Affiliation Fee to Golf Ireland as prescribed from time to time
h) It abides by the Rules of Golf, the Rules of Amateur Status as approved by the R\&A, the Rules of Handicapping, as approved by the R\&A and USGA, the Constitution, the Regulations, and the Terms of Competition of Golf Ireland.
i) It maintains an accurate register of all members on the Golf Ireland registration platform.
j) It has access and maintains access to a course or links of a standard which warrants the allocation of an official course rating
k) It has access to and maintains access to a clubhouse or premises which shall be the official address of the Club.
I) It will obtain the prior written consent of Golf Ireland prior to any move to another course or links.
m) It will make available to Golf Ireland the facilities of the course and clubhouse of the Club at reasonable intervals as may be agreed subject to the agreement with the course owner.

## 5.CLUB PRINCIPLES AND VALUES

1.The Management Committee shall adopt a Mission Statement. The vision, mission and values of the Club are set out in the Mission Statement supported by the club policy and procedure documents.
2.The Club has adopted the principle of gender equality across Club activities and in how the Club operates. The Club shall promote gender equality and the 50:50 gender principle with regard to Club Officers and all club committees.
3.The Club has adopted the following Golf Ireland's Governance Principles

## a) Principle 1: Good Governance

Governing the Club well by adopting a robust constitution and set of policies to enable adherence to standards, best practice, and legislation.
b) Principle 2: Controls

Ensuring appropriate internal financial and management controls are in place.
c) Principle 3: Accountability \& Transparency

Being open about the process of decision making, ensuring elections are democratic and accounting to membership regularly.
d) Principle 4: Gender Equality

Taking positive action to increase and encourage the number of women playing, leading, and working at the club.
e) Principle 6: Inclusivity

Developing an inclusive environment and welcoming diversity at all levels of the game.
f) Principle 7: Compliance

Complying with The R\&A Rules of Golf and Amateur Status, the affiliation rules of Golf Ireland and the Rules of Handicapping.
g) Principle 8: Engagement

Committing to active involvement and communication with volunteers and stakeholders
h) Principle 9: Integrity

Being honest, fair, and impartial. Acknowledging and managing conflicts of interest and loyalties appropriately.
4.The Club is committed to anti-discrimination and equality and has policies in place dealing with equality, anti-discrimination, harassment, and bullying. The Club shall not tolerate discriminatory behaviour or harassment of any kind.
5. The club takes the safeguarding of vulnerable adults very seriously and this is addressed as part of the clubs Equality Policy. The management and committees and members are required to adhere to this policy without exception.

## 6. POWERS OF THE CLUB

1. The following are the main powers of the Club which powers shall be used by the Management Committee on behalf of the Club (subject to 6.2 and 6.3 below) for the attainment of the main objects of the Club and any income applied to fulfil these main objects.
a) To receive from any person or body monies for the purposes of furthering the main objects of the Club.
b) To invest the money of the Club not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
c) To engage any firm, contractor or person for any services which may be required to be rendered to or on behalf of the Club and pay for such engagement.
d) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Club think necessary or convenient for the attainment or advancement of its main objects and to construct or maintain or alter any buildings or erections necessary or convenient for the work of the Club and in accordance with Lease.
e) To sell, let, mortgage, dispose of, or turn to account, all or any of the property or assets of the Club as may be thought expedient with a view to the promotion of its main objects and in accordance with Lease.
f) For the purpose aforesaid to buy, acquire, hold, deal with, manage, direct the management of, sell, exchange, mortgage, charge, dispose of, grant, register or otherwise turn to account any right or interest in, over or upon any property of any kind whatsoever and in particular any intellectual property rights, copyrights, designs, trademarks, patents, licenses, franchises, concessions and the like (or rights in respect thereof) conferring a right of use or any secret or other information and/or any film, video, television, internet or broadcasting rights which may seem capable of being used for any of the purposes of the Club and to use, exercise, develop, grant licenses in respect of or otherwise turn to account any rights and information so acquired, and also to undertake any kind of trade, business or activity for the purpose of promoting, advancing or protecting the interests of persons or bodies engaged in golf and in accordance with Lease.
g) To borrow or raise money for the purposes of the Club on such terms and on such security as may be thought fit
h) To do or make any other acts and things which in the opinion of the Club may be conducive or incidental to the main objects of the Club including operating the Club facilities and course.
i) To employ staff and contractors if required and remunerate same.
2. The extent of these powers are subject to the financial approvals and controls set out in the Clubs Financial Controls and Administration Policy.
3. The extent of these powers are also subject to any member approval which may be required as set out in the Clubs Matters Reserved for Members policy

## 7.MEMBERSHIP OF THE CLUB - APPLICATION AND SUBSCRIPTIONS

1.The Club has the following categories of membership;
a) Ordinary
b) Honorary
c) Country
d) Distance
e) Student (includes $3^{\text {rd }}$ level not in full employment)
f) Junior / Juvenile (under 18)
2.The maximum number of Members is set by the Management Committee as required
3. Members of the Club are individuals admitted to membership in accordance with the membership application process.
4. No person shall be considered a member of the Club until their annual subscription (and membership fee if applicable) has been paid and they have fully completed the membership application process. Stage payments may be permitted as determined by the Management Committee. Where stage payments have been approved a person shall be deemed a member on receipt of the first payment.
5.Membership categories, fees and annual subscriptions shall be determined by the Management Committee annually and advised to the membership at AGM. Special membership rates may be set by The Management Committee. All special membership fees must be approved by the management committee and reported at AGM.
6.Annual Subscriptions are due and payable on or before 31st January each year.
7.The Club shall operate an escalation process for the late payment and/or non-payment of annual subscriptions as determined by the Management Committee as follows.
a) Members whose annual subscriptions are outstanding as at 31st January shall be ineligible to vote at any meeting of the Club until such liabilities have been discharged.
b) Members may incur a late fee if annual subscriptions are not paid by $30^{\text {th }}$ April each year as determined by the Management Committee.
c) Any Member whose annual subscription is still outstanding on the 31st May each year may automatically be removed from membership.
d) Membership may continue if the member has received approval to make payments under an agreed payment plan and has honoured the payment commitments.

## 8. RIGHTS AND OBLIGATIONS OF MEMBERS

Members of Club have the following rights and obligations;
a) To participate in Club activities and competitions relevant to their category of membership.
b) To pay membership fees/annual subscriptions relevant to their category of membership.
c) Members over 18 years of age can attend, participate, and vote at the Club general meeting.
d) To be bound and comply fully with the constitution, rules, policies, codes, and regulations of the Club
e) To be bound by and comply fully with the decisions of the Club which are final unless such decisions are matters which are subject to any right to appeal
f) To be bound by and comply fully with the statutes, constitution, byelaws, rules, regulations and codes of Golf Ireland and the R \& A.
g) To resolve disputes in a timely manner in accordance with the Clubs complaints and disciplinary policies and not to take legal action without first exhausting the internal complaints and disciplinary process
h) The rights and privileges of a member shall not be transferable and shall cease on termination by death or under any of the termination circumstances set out in this constitution
i) Members may invite visitors/guests to the Club. Visitors shall also be subject to all the rules and policies in the club.

## 9.TERMINATION FROM OR CESSATION OF MEMBERSHIP

1. A member may at any time withdraw from membership by giving notice but shall remain liable for their membership/subscription fees for the then current year. Every such notice, unless otherwise expressed, shall be deemed to take effect immediately following the receipt thereof and the member shall thereupon cease to be a member.
2. A member shall automatically cease to be a member if:
a) a member fails to pay any membership/subscription fees for which the member becomes liable whilst a member within the period laid down for any such payment.
b) a member becomes automatically disqualified from membership for any reason as set out in any Club policy or this Constitution.
c) the cessation of membership is one on which the Management Committee has authority to decide in accordance with a Club policy or this Constitution.
d) the outcome of a disciplinary hearing has determined that membership should cease.
e) a member is the subject of an investigation and/or has been requested to step aside and/or stand down or has been suspended (temporarily or otherwise) as a result of an investigation and/or complaint (by any person including the Club, Statutory Authority or as a result of any disciplinary case pending) which relates to any matter pertaining to the welfare or wellbeing of a child or vulnerable adult notwithstanding that the matter may not yet have been adjudicated upon.
f) a member is convicted of an indictable offence other than an offence under the Road Traffic Acts
3.The procedures to suspend/remove a member from the Club, shall be conducted in accordance with the Clubs Disciplinary Policy unless the removal is one of the automatic cessation criteria set out above.
3. A member may also be suspended from membership for a period of time and thereafter reinstated once the matter has been resolved to the Club's satisfaction. Such suspension may arise either as stipulated in the decision of a disciplinary committee or as agreed by the Management

Committee if the Management Committee is the body with authority to determine the matter in accordance with the Club policies.
5. A member shall not be permitted use of the clubhouse and course facilities or compete in or take part in any activity or competition under the auspices of the Club while suspended and/or removed from membership.
6. A former member shall remain liable for all membership fees/subscription fees (if any) and contributions due or imposed on them up to the date on which they shall cease to be a member and for any sums due by them to the Club and shall forfeit all claims to a return of any money paid by them on their admission as a member.
7. Any member whose membership has been suspended or terminated has a right to appeal to Club appeal subcommittee, Munster Branch or Golf Ireland as is appropriate.

## 10. OFFICERS AND ELECTION OF OFFICERS

The officers of the Club who are elected at the AGM each year are:

> President who will alternate between Men and Women each year,
> Men's and Women Captains, Men's and Women Vice Captains, Men's and Women Honorary Handicap Secretaries, Men's and Women Honorary Competition Secretaries, PRO (Public Relations Officer
> Honorary Secretary,
> Honorary Treasurer, Up to four other Members of The Management Committee (one of whom will be elected Chair by the Management Committee)

## 11. CLUB STRUCTURE AND ORGANISATION

The club structure shall consist of a Golf committee whose role is manage all golfing related matters of the club and a Management Committee, whose role is to manage the business affairs of the club.
1.The Golf Committee can operate as one committee (30\% Male, 30\% Female and 40\% either) or may break into a Men's and Women's Golf Section who will be responsible for the following sub committees in their respective sections.
i)Competition and timesheet management
ii) Handicaps
iii) Inter club teams and competitions
iv) Appeals Sub committee
v) New member assimilation
vi) Seniors Golf committee

Where there are separate Men's and Women's Golf Committees, they may form one Golf committee on the approval of both committees by a majority vote at respective committee meetings.

## 2. Management Committee will be responsible for Club Administration and the following sub committees

i) Course management committee (responsible for upkeep, maintenance)
ii) Governance, Finance and Development
iii) Clubhouse oversight \& Social
iv) Audit (The audit committee will be independent of Finance and will report to the Management committee as required)
3. The Management Committee may set up such other sub committees / working groups as the committee deem appropriate from time to time.

## 4. Employees / Contractors

The club may engage employees / contractors as required.

## 12. GOLF COMMITTEE

1. Composition of Golf Committee shall be
i) Men's and Women's Captains
ii) Men's and Women Vice Captains
iii) Club President
iv)Men and Women Competition Secretaries
v)Men and Women Handicap Secretaries
vi)PRO
2. The Men and Women shall vote at the start of the year to decide if they want to act as one committee or two separate committees.
3. Golf Committees shall establish a set of Standing Orders in writing indicating how it shall conduct its business.
4. Committee will appoint a minute taker at the start of each meeting to act as secretary and minutes shall be kept including the names of members attending, the business discussed, decisions made and any outstanding actions.
5. All records and minutes must be safely stored and controlled in accordance with Clubs Data Protection Policy and Document Retention Policy and in compliance with legal requirements and financial requirements. Such records shall be made available to incoming Golf Committees and the Club Management Committee if required.

## 13. CLUB MANAGEMENT COMMITTEE

## The directors of Templemore Golf Club Limited by Guarantee shall be the Honorary Secretary and the Honorary Treasurer of the club and they will be members of The Management Committee.

1. Composition of Management Committee

The Management Committee shall be made up of a minimum of 8 people and up to 12 people who are elected at the AGM. An experienced committee is important for the club and past Captains and Officers will be encouraged to put themselves forward to provide for election.

Those elected at the AGM are.
i) Men's Captain
ii) Women's Captain
iii) Men's Vice-Captain
iv) Women's Vice-Captain
v) Honorary Secretary
vi) Honorary Treasurer
vii) Chair (Chair will be elected by the Management committee at their first meeting)
b) The Management committee may also directly co- opt / appoint the Course Manager and the Clubhouse Manager onto the Management Committee.
c) Positions on the Committee whether elected or appointed shall consist of $50 \%$ women and $50 \%$ men where possible and must have a minimum $30 \%$ Male, $30 \%$ Female and $40 \%$ from either gender. e) Management Committee members shall sign a Code of Conduct and the specific duties and expectations for each of the roles in (1) above are set out in role descriptions included with the Code of Conduct.
f) The Management committee may also directly co- opt / appoint up to an additional 2 persons who may or may not be club members which they consider necessary to fill any skill set roles which may be required.
2. The Terms of Office for each member of the Management Committee shall be as follows:

| i) | Chair | Maximum five consecutive Years |
| :--- | :--- | :--- |
| ii) | Secretary | Maximum five consecutive Years |
| iii) | Captains | 1 Year |
| iv) | Vice-Captains | 1 Year |
| v) | Treasurer | Maximum five consecutive Years |
| vi) | Other Members | 6 Years |

3. Members shall serve no more than 6 (six) consecutive years or a combination of 6 (six) years on the Management Committee and shall be deemed ineligible to serve on the Management Committee unless they have stepped down for a complete 3 (three) year period whereupon they shall become eligible again.
4. Any member of the Management Committee missing three (3) consecutive meetings of the committee without reasonable explanation shall be deemed to be no longer a member of such committee, and the remaining of the management committee shall at their discretion have the power to fill the vacancy by co-oping a replacement from the membership body.

## 14. POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

1.The Management Committee shall manage the business of the Club, update the members on its activities and carry out its duties and exercise its powers to achieve the objectives and strategy in accordance with this Constitution and all such policies, rules and procedures approved and in compliance with all Golf Ireland requirements.
2. The Management Committee will prescribe days and times when MENS and WOMENS sections shall have preferred use of course, when course is reserved for team events, fundraiser events, golf Ireland events or can be booked for golf societies.
3.The Management Committee may adopt, approve and/or amend any policies, regulations, codes of conduct, protocols, membership criteria and procedures as required from time to time for the proper control and management of the Club, its members [and employees/contractors if applicable] which shall be binding on all members and [ employees/contractors]. These are subject always to being compliant with the provisions set out in this Constitution and are subject to any approval which may be required by members under the Clubs Matters Reserved for the Members Policy.
4. The Management Committee shall have power to co-opt a member to be a member of the Management Committee to fill any vacancy occurring during the year. Any member so co-opted shall cease to be a member of the Management Committee at the next Annual General Meeting and must then submit to the usual election/appointment process to return to membership of the Management Committee if they wish.
5.The Management Committee may delegate any of its powers to the Club Sub Committees and shall approve the composition and terms of reference of all Sub Committees including the Chair for each Committee in accordance with this Constitution. Each subcommittee will report back to the Management Committee.
Sub Committees with responsibility for financial matters (e.g., competition fees) must keep detailed accounts and report on such financial matters to the Honorary Treasurer.
6.The Club has a Schedule of Reserved Matters for Members which sets out all the decisions which must be approved by the members at a general meeting and cannot be approved by the Management Committee acting on its own.
7.The Club shall keep proper records of all its business, membership and financial affairs including minutes of all meetings in digitised format or hard copy and in accordance with the Clubs Data Protection Policy.

## 15. VACATION FROM OFFICE OF A MEMBER OF THE MANAGEMENT COMMITTEE

1. Membership of the Management Committee shall be vacated if he or she:
a) resigns in writing to the Honorary Secretary.
b) has reached the end of their natural term of elected office.
c) being a co-opted or appointed member, has reached the end of their term of office in accordance with the term of appointment.
d) becomes an employee of the Club, a paid consultant or adviser to the Club or provides for profit any other services to the Club.
e) can no longer be reasonably regarded as possessing adequate decision-making capacity by reason of his or her health.
f) is convicted of an indictable offence unless the Management Committee otherwise determine, and the determination of the Management Committee is ratified at the next held general meeting of the Club;
g) is removed by a decision of the management committee following a recommendation of the disciplinary committee appointed in accordance with the relevant policy which applies, and such decision is either, not appealed, or is upheld on appeal.
h) fails to comply with any provision of their Code of Conduct as a Management Committee member including failure to attend the requisite number of management committee meetings.
i) is adjudicated insolvent or bankrupt or makes any arrangement or compromise with his or her creditors or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction.

## 16. MANAGEMENT OF COMMITTEE MEETINGS

1.The Management Committee shall meet as and when required but at least a minimum of ten times per year.
2.The quorum for Management Committee meetings to be valid shall be $50 \%$ of Committee membership.
3.The Management Committee shall establish a set of Standing Orders, in writing, indicating how it shall conduct its business.
4. Questions arising at any meeting of the Management Committee, except where otherwise provided for in this Constitution, shall be determined by a majority of votes of the Management Committee members present, and in case of an equality of votes the Chair of the meeting shall have a casting vote.

## 17. MANAGEMENT COMMITTEE MEETING MINUTES

1. Minutes shall be kept of all Management Committee and of its sub-committee meetings including the names of the members attending, the business discussed, and any decisions made.
2. The Club shall ensure all its records, (including financial records) and minutes are safely stored and controlled in accordance with the Clubs Data Protection Policy and Document Retention Policy and in compliance with legal and financial requirements. Such records shall be made available to incoming Management Committees.

## 18.MANAGEMENT COMMITTEE INSURANCE AND INDEMNITY

1.The Management Committee shall purchase and maintain insurance in respect of members of the Management Committee, its Sub-Committees and Club Trustees
2. Where insurance has been put in place every member of the Management Committee, any subcommittee or any Directors shall be indemnified out of the assets of the club against all losses or
liabilities which that person may sustain or incur in or about the execution of the duties of office or otherwise in relation thereto. It will include any liability incurred by such persons in defending any proceedings whether civil or criminal, in which judgement is given in such persons favour or the proceedings are otherwise disposed of without finding or admission of any material breach of duty on his or her part, or in which such person is acquitted and no such person shall be liable for any loss, damage or misfortune which may happen to or be incurred by the club in the execution of the office or in relation thereto.
3. Any legal or professional fees as well as costs, charges, losses, expenses, or liabilities incurred by or for an individual member and paid by the Management Committee shall become repayable, where he/she is not entitled to be indemnified or where circumstances later arise that disentitles him/her to the indemnity

## 19. GENERAL MEETINGS

## Notice and Business of Club General Meetings (AGM and EGM)

1. General meetings shall be held on such date and at such time and place as may be determined by the Management Committee

2 All general meetings shall be either Annual General Meetings (AGM) or Extraordinary General Meetings (EGM). All general meetings shall be held in the Republic of Ireland. Meetings may be held electronically and all references in this Constitution to attendance includes attendance via any electronic platform.
3. An AGM shall be held once in every year, at such time (within a period of not more than fifteen calendar months after the holding of the last preceding AGM) and place as may be determined by the Management Committee.
4. A notice calling a general meeting shall be sent by email to every member via their email address, as notified by the member to the Club, and will also be posted on the club website. The Club may also use other communication channels such as WhatsApp to send notice to members. The accidental omission or the non-receipt of such notice by any person who is eligible to attend shall not invalidate its proceedings. No other person shall be entitled to receive notice of general meetings.
5.Every notice calling a general meeting shall specify the place and the day and hour of the meeting. The notice shall also include the agenda and business to be transacted at the meeting. Financial statements and auditors report will be available on request 7 days prior to the meeting.
6.The business of the AGM shall include, in particular:
a) consideration of the clubs' financial statements and associated reports
b) a review of the Clubs affairs including any Management Committee updates or reports.
c) the election and re-election of Club Officers and members of the Management Committee when applicable.
d) any matter which requires the approval of the membership in general meeting.
e) any other business properly brought before the meeting in accordance with the process set out by the Club.
7. Any General Meeting, AGM, or EGM, shall be called by fourteen days' (14) notice, as outlined in Clause 4 above at the least, exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given.
8. Minutes of all general meetings shall be kept and filed, in accordance with the Document Retention Policy, for the purpose of recording: -
a) attendance at general meetings
b) results of all elections/appointments.
c) all approvals and proceedings at all general meetings

## 20.EGM

1.The Management Committee may convene an EGM on the written requisition, with cause stated, of Members holding, at the date of the deposit of the requisition, not less than 10 percent of the total voting rights of all the Members who have the right to vote at general meetings. Such a meeting shall be held within thirty days of requisition.
2. The Management Committee may also convene an EGM if a majority of the Management Committee agree it is necessary.
3. Such a meeting shall be held within thirty days of requisition.
4. No proxies or substitutes shall be allowed to vote at General Meetings. The Management Committee may allow non-voting observers to attend if deemed appropriate or necessary.

## 21.QUORUM FOR GENERAL MEETINGS

1. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. The quorum shall be 20 members entitled to attend and vote at a general meeting.
2. If within half an hour from the time appointed for the general meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

## 22.CHAIR OF GENERAL MEETING

1.The Chair of the Management Committee shall preside as Chair at any general meeting, in the absence of the Chair the Management Committee members present shall choose one of their number to preside as Chair at the meeting. In the event of a tie, the Chair of the meeting shall be chosen by lot.

## 23. ADJOURING A GENERAL MEETING

1.The Chair may with the consent of the members in attendance at any general meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be
necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

## 24. VOTING AT GENERAL MEETING

1. Only those members who are approved as having fulfilled the membership criteria as set out in clause 7 are entitled to cast a vote at general meetings.
2. Matters for approval which arise at any general meeting, shall be determined by a simple majority of votes of the members present, except for changes to the Constitution which will require the approval of $60 \%$ of the members present.
3. In the case of an equality of votes the Chair of the meeting shall have a casting vote as well as any original vote they hold.
4. Elections of Club Officers and members of the Management Committee shall be by secret ballot if there is a contest to fill the positions and this election will be decided by PR (Proportional Representation). Each member present will vote for the candidates in order of preference. If a candidate exceeds the quota their surplus will be distributed. Lowest candidates will be eliminated and their votes distributed until all positions are filled. In the event of a tie, it will be decided by lot with the name drawn deemed elected. In the event of no contest a show of hands shall be sufficient to elect officers and committee.
5. All other voting at a general meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by (a) the Chair or (b) not less than three Members present and entitled to vote
6. On a vote by secret ballot 3 scrutineers may be appointed by the Chair.
7. A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand withdrawn) a declaration by the Chair that a resolution has been carried, whether unanimously or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded for or against such resolution.
8. Voting by ballot may be conducted by electronic platform at the meeting at the discretion of the Management Committee as required and advised to the members in advance.
9. Other than for a vote for elections of members to the Management Committee, in the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.
10. No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and any vote not disallowed shall be valid. Any such objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.
11. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not invalidate the resolution unless it be pointed out at the same meeting, or at an adjournment thereof, and not in that case unless it shall in the opinion of the Chair be of sufficient magnitude to invalidate the resolution.
12. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chair may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chair may appoint scrutineers and may adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.
13. A poll demanded shall be taken either immediately or at such time and place as the Chair of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.

## 25. ELECTIONS- NOMINATIONS AND ELECTION PROCESS

1. Members shall be informed when positions become vacant for election to Club Officers and Club committees. Nominations for election shall be forwarded to the Secretary in accordance with the timelines and manner set out in the notice from the Club. Persons nominated must have agreed to nomination in writing.
2.The candidates in each election shall be listed on the ballot papers in alphabetical order.
2. If only one candidate is nominated for a position, the candidate shall be declared elected.
3. In the event of there being more than one candidate for any position a vote shall be taken and the candidate receiving an absolute majority of valid counted votes, after an elimination process, if necessary, shall be declared elected. The meaning of an absolute majority vote in this context is the greater in number of votes. For the avoidance of doubt the candidate who has secured at least one extra vote of the valid votes cast ahead of any other candidate will be deemed elected.
4. Once all votes have been cast the votes shall be counted/reviewed and scrutinised by representatives appointed by the Chair. Any spoiled votes shall not be counted. It shall be a matter for the scrutineers to determine what a spoiled vote is.
5. When the votes have been counted and verified the result shall be advised at the AGM.

## 26. MOTIONS

1. Any member seeking to raise a matter at a General Meeting should write to the Club Secretary 7 days in advance of the meeting with a copy of the proposed motion.
2. The motion shall be submitted to the Governance Committee for review to ensure it has been submitted by an affiliated member in accordance with the motion process set out by the Club.
3. The Governance Committee shall be entitled to review the proposed motion and request the secretary to include the matter with the papers for the General Meeting. The Governance Committee shall also be entitled to advise the proposer that the matter is not an appropriate matter for consideration at a General Meeting provided the reasons for its exclusion are clearly set out in writing to the proposer and the General Meeting is advised that the matter cannot be discussed for the reasons stated.

## 27. AMENDMENTS TO CONSTITUTION

1. The Governance Committee shall consider any necessary changes to the Constitution as part of their role on an annual basis.
2. Proposed alterations to the Constitution may also be submitted by members for consideration to the Governance Committee no later than 56 days in any year for consideration before the next general meeting.
3. All proposed alterations shall be debated and considered by the Governance Committee in the first instance. The Governance Committee may contact the proposer of the changes to discuss/amend/adapt or withdraw the amendments prior to being considered at a general meeting. The Governance Committee shall send its final proposed changes of the Constitution to the Management Committee for its final review. The Committee may itself also make amendments to the suggested changes to ensure changes are in keeping with the constitution, club strategy and policies and good corporate governance practice. Once the Committee has finalised its review all proposed alterations and amendments shall be presented to the members for their consideration at a general meeting in a marked format, so all changes are clearly identified.
4. When the general meeting has considered and voted on the changes, the Chair shall announce when any changes shall take effect.

## 28.FINANCIAL AFFAIRS OF THE CLUB

## Financial records and accounting

1. The Management Committee shall ensure adequate accounting records are kept relating to:
2. all sums of money received and expended and the matters in respect of which the receipt and expenditure takes place.
3. all sales and purchases of goods.
4. all transactions whereby services are provided or purchased; and
5. the assets and liabilities.
6. Adequate accounting records shall be such accounting records as are necessary to facilitate the preparation of financial statements that give a true and fair view of the state of the Club's affairs and to explain its transactions.
7. Accounting records shall be kept on file at such place as the Management Committee think fit, and shall at all reasonable times be open to the inspection of the Management Committee and provided to Auditors, Accountants, Legal Advisors, and the Revenue Commissioners as required
8. The Clubs financial controls, procedures, signatories, accounts, cards (bank cards such as credit or debit cards), and approvals shall be incorporated into a Club Financial Controls and Administration Policy as approved by the Management Committee from time to time.
9. The Clubs Schedule of Reserved Matters for Members sets out all the decisions and powers relating to club borrowings, loans, finances, accounts, interest rates, grants, funding, or any other matter pertaining to club financial matters which must be approved by the members at a general meeting.

## 29. FINANCIAL REPORTING TO MEMBERS

## 1. Reporting Accountant

a) At its first meeting after the AGM, the Management Committee will appoint a Reporting Accountant.
b) The Reporting Accountant will be a member of any of the accountancy bodies listed in Section 930 (2) of the Companies Act 2014 or a person suitable qualified by experience.
c) The Reporting Accountant will report to the members on the annual financial statements of the Club. The report should confirm that the financial statements have been prepared from the financial books and records of the club and that the Finance \& Expense policy of the club has been complied with.
d) The Reporting Accountant will be given access to all books, records and computer systems relating to the financial transactions of the club.

## 2 Audit

a) Where the club is making an application for external funding support that requires the provision of audited financial statements, then the Management Committee will appoint an auditor to report on the relevant set of financial statements to support the funding application.
b) The management committee reserves the right to appoint an auditor to report on the club's financial statements or on any specific income or expenditure, where the committee, having consulted with the Trustees, deem that this is warranted.
c) Any auditor to be appointed will be a member of any of the accountancy bodies listed in Section 930 (2) of the Companies Act 2014 and will be approved by that body to carry out audits.

## 30. EXPENSES

1. The Club will reimburse reasonable expenses incurred by members in the course of their duties on behalf of the club (e.g. Committee members, Team managers) in accordance with the Club Protocols. Such Protocols will be reviewed, amended as required and approved by the Management Committee from time to time

## 31. INSURANCE

1. The Club shall ensure it has taken out appropriate insurance and levels of cover as is required and shall ensure professional advice is taken in relation to the appropriate levels and type of insurance required and the renewal requirements on an annual basis.

## 32. CLUB ASSETS AND PERSONAL PROPERTY

## 1. Club Assets

All assets owned by the Club are detailed, managed, monitored, insured, and controlled in accordance with the Asset Management Policy.

## 2. Personal Property

Neither the Club, The Club Management Committee, Directors, Club Committees or Lessor shall be responsible for any personal belongings of members or visitors brought to, kept at, or left on the premises (either in the Clubhouse, Machinery shed, or outside areas such as car park or Golf Course). Such personal belongings shall be at the sole risk of the owners thereof, and neither the Lessor, the Golf Club, Directors nor any Committee thereof shall be responsible for any loss or damage thereto howsoever arising: but this rule shall not prejudice any claims by the Golf Club or Lessor of the property against Insurance Companies in case of fire, or when otherwise covered by Insurance. In addition, the members of the Golf club shall comply with any relevant conditions imposed by the Lessor of the facilities.

## 33.CLUB POLICIES

1.The Club operates a suite of policies which are available to members, and which are amended by the Management Committee from time to time. All members shall comply with such policies which are available on the Club website or on request. Breaches of such policies shall be taken seriously by the Club and may result in disciplinary action including but not limited to cessation of membership or other sanction in accordance with the Clubs disciplinary policy.

2 The Club is committed to providing a safe and healthy environment for members and personnel and has a Health and Safety Statement and policy in place which is included with its other policy documents.
3.The Club complies with data protection legislation and ensures all data and personal information under its control is held and maintained in accordance with the Club Data Protection Policy

## 34. CLUB NOTICES AND SERVICE OF NOTICES

1 Except as otherwise provided for in this Constitution, all notices, communications, documents, or information may be given, served, or delivered to the Club in writing on paper or in electronic form in the manner as may have been specified by the Management Committee from time to time for the giving, service or delivery of notices, communications, documents, or information in electronic form.

2 The Management Committee may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such notice, communication, document, or information given, served, or delivered to the Club in electronic form.

3 A notice or document to be given, served, or delivered in pursuance of this constitution may be given to, served on or delivered to any member by the Club:
a) by handing same to the member or their authorised agent; or
b) by leaving the same at the members registered address; or
c) by sending the same by post in a pre-paid cover addressed to the member at their registered address; or
d) by sending the same by means of electronic mail or other means of electronic communication approved notice, communication, document, or the information in electronic form to such electronic address as may from time to time be provided by the member; or
e) by making it available on a website (provided the Club sends to the member, to the address notified to the Club by the member the fact that the notice, communication, document, or information has been placed on the website)
4. The giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the member or their authorised agent, or left at their registered address (as the case may be), or after the expiration of twenty-four hours after the cover containing it was posted, or if sent in electronic form to an electronic address, at the expiration of twelve hours after despatch; or if made available on a website, at the time that the notification that it was placed on the website is deemed to be given, served or delivered in accordance with this Constitution.
5. If the Club receives a delivery failure notification following the sending of a notice, communication, document or other information in electronic form to an electronic address, the Club shall give, serve or deliver the notice, communication, document or information on paper or in electronic form (but not by electronic means) to the member either personally or by post or other delivery service addressed to the member at their registered address or (as applicable) by leaving it at that address.
6. A notification to a member of the publication of a notice, communication, document, or information on a website as permitted by this constitution shall state:
a) the fact of the publication of the notice, communication, document, or information on a website.
b) the address of the website and, where necessary, the place on that website where the notice, communication, document, or information may be accessed and how it may be accessed; and
c) in the case of a notice of a general meeting of members that it concerns a notice of a general meeting (AGM or EGM) and includes the place, date and time of the meeting and details of any other procedures as to voting or other matters. It shall also be published on that website, for at least a period of not less than 21 days and throughout the period beginning with the giving of that notification and ending with the conclusion of the relevant meeting.
7. Where a member has for any reason requested not to receive notice via electronic mail or other means of electronic communications such revocation shall not take effect until 7 days after written notice of the revocation is received by the Club.
8. The signature (whether electronic signature, an advanced electronic signature or otherwise) to any notice to be given by the Club may be written (in electronic form or otherwise) or printed.

## 33. REGISTRATION OF CLUB ACTS AND INTOXICATING LIQUOR ACTS

1. No excisable liquor shall be sold or supplied in the Club premises to any person under the age of 18 years.
2. No member of the Club, Management Committee, Trustee, Officer, Manager, or servant employed in the Club shall have any personal interest in the sale of excisable liquor in the Clubhouse or in the profits arising from such sale.
3. A visitor shall not be supplied with excisable liquor in the Clubhouse unless on the invitation and in the Club of a Member and such Member shall, with the admission of such visitor to the Clubhouse or immediately on his being supplied with such liquor, enter his name, and the name and address of the visitor in a book which shall be kept for that purpose and which shall show the date of such visit.
4. Where members of a group visit the club for the purpose of taking part in any activities or event at the Club, or organising, or taking part in the organisation of, or arrangements for, any such activity or event, intoxicating liquor may be supplied to them at the request and in the presence of an official of the Club on the occasion of the visit. An official of the Club shall enter the name of the group concerned, and the number of persons in it a book kept for that purpose.
5. The Club may prohibit the admission of any visitor or guest to the Club premises and no Member shall bring any person whose admission is prohibited into the Club premises.
6. In addition to the Constitution and Clause set out above, the clauses and regulations embodied in the Registration of Clubs Acts 1904-2008 and the Acts amending and extending the same shall be deemed rules of the Club.

## 36. DISSOLUTION OF THE CLUB

1. In the event of the Club being unable to continue in its current location for whatever reason, the assets of the club having been fully realised, will in the first instance be used to obtain a new location for the Club or as an incentive to another club to accept the members of Templemore GC into that club.
2. In the event of the dissolution of the Club, such decision having been taken at a General Meeting of the Club called for that specific purpose, and at which not less than $75 \%$ of Members present and entitled to vote cast their votes in favour of such action, such Committee charged with the task shall include the Trustees of the Club, who shall then have full deliberative and voting rights, as members of that Committee only.
3. In the event of the dissolution of the Club, the assets having been fully realised, these shall be divided among the members as follows
a) Each member is allotted a notional share for each year of membership up to a maximum of 10 years.
b) The realised assets will be allocated in accordance with each member shareholding.
