

CONSTITUTION AND RULES OF THE SHISKINE GOLF AND TENNIS CLUB

NAME

- 1) The Club shall be called the 'Shiskine Golf and Tennis Club.'
 - a) The club is a non profit-making organisation and all profits or surpluses (if any) shall be applied towards the continuance, maintenance or improvement of all of the facilities of the club. No profit or surplus shall be distributed other than to a similar non profit-making body or in the absence of such a body as directed by Scottish Golf Union.

MEMBERSHIP

- 2) The Club shall have a golf section and a tennis section and membership will be open to all individuals provided they comply with this Constitution. No person shall be refused membership on the grounds of race, colour, creed, religion, sex, sexual preference, impairment or disability. The membership shall comprise:-
 - (a) Ordinary Members being persons of age 18 or over who have been admitted as members on an annual basis of either or both sections of the Club.
 - (b) Honorary Members being such persons as the Committee in their sole discretion consider by reason of special services to the Club or for other reasons should be admitted as Honorary Members.
 - (c) Non-Playing Members being persons who have been admitted to membership of the Club on an annual basis without right to make use of the Golf Course or Tennis Courts.
 - (d) Temporary Members being persons visiting the district who are admitted as members of either or both sections of the Club other than on an annual basis.
 - (e) Junior Members being persons over the age of 11 but under the age of 18 years admitted as members on an annual basis of either or both sections of the Club.
 - (f) Child Members being persons of age 11 or under who are admitted as members on an annual basis of either or both sections of the Club.
- 3) For the purposes of determining age in relation to Clause 2 a person's age will be his or her age on 1 January of the calendar year then current.
- 4) Admission to membership of any class shall rest with the Committee whose decision shall be final and who shall be entitled to refuse membership to any person, provided a reason is given. Unless and until otherwise determined by the Committee there shall be no limit on the numbers of members in each class.
- 5) Any Ordinary or Non-Playing Member who wishes to resign his or her membership must give notice in writing to the Secretary within one month after the issue of the annual subscription notice for the financial year of the Club then current and failure to give such notice will involve the member in the whole obligations of membership, including payment of the subscription for such financial year. The Committee shall however have the power to modify or waive such liability in any case where they consider it fair and reasonable to do so.

- 6) Members shall notify the Secretary/Club Manager in writing of any change of address, and failing such intimation all notices sent to the member's old address will be held as duly delivered.

MANAGEMENT

- 7) (a) The management of the Club shall be vested in a Committee consisting of a Captain, one or more Vice-Captains, and, if no Club Manager has been appointed under sub-clause (b) of this clause, an Honorary Secretary and Honorary Treasurer or, if it is decided to combine the two offices, an Honorary Secretary and Treasurer ("the Office Bearers") and not more than 12 others ("the ordinary members of Committee) of whom so far as possible at least two shall not be permanently resident on the Isle of Arran and at least one shall be a member of the Ladies' Section of the Club. The retiring Captain shall be a member of the Committee ex officio for one year after retiral. Except that one of either the Office Bearers or the ordinary members of Committee may be an Honorary Member of the Club, only Ordinary Members of the Club shall be eligible for appointment as Office Bearers or Ordinary members of Committee.

(b) The Committee shall have power from time to time to appoint (and to determine the appointment of) a Manager of the Club, with such powers and responsibilities and subject to such restrictions and directions, at such remuneration and generally on such terms and conditions as the Committee may from time to time determine. The Manager, as a paid official of the Club, shall not be a member of the Committee and shall not be entitled to attend meetings of the Committee or any meetings of any Sub-Committee unless specially invited to do so.

(c) The Committee may appoint from their own number (i) a Finance Convener, a Greens Convener, a House Convener and a Match and Handicap Convener and such other Conveners with other areas of responsibility as the Committee may from time to time consider necessary and (ii) if the Committee so decide, a sub-Committee, which shall be chaired by the Convener concerned but may include those who are not members of the Committee, to assist any of the Conveners in the exercise of his functions and responsibilities.

- 8) The Office-Bearers shall be elected at the Annual General Meeting and shall hold office until the second Annual General Meeting after the Annual General Meeting at which they were elected, unless circumstances arise where the Committee deem it necessary to extend the length of office: they shall then retire and not be eligible for re-election. The ordinary members of the Committee shall likewise be elected at the Annual General Meeting but shall hold office until the third Annual General Meeting after the Annual General Meeting at which they were elected: they shall then retire and not be eligible for re-election until the next Annual General Meeting after their retiral.
- 9) Nominations for vacancies in the Office-Bearers and the ordinary members of Committee shall be signed by two Ordinary Members of the Club who, in the case of a nomination for Captain, shall have served for at least three years as an ordinary member of Committee or who, in the case of a nomination of an ordinary

member of Committee from the Ladies section of the Club, shall be members of that section. To be effective, nominations must be in the hands of the Club Manager (or, if there is no Club Manager at the time, the secretary of the Club) not less than seven days before the date of the Annual General Meeting. No person may be elected at an Annual General Meeting as an Office-Bearer or as an ordinary member of Committee unless he has been nominated in accordance with requirements of the Clause.

- 10) The Committee shall have power at any time and from time to time to appoint not more than three persons as additional members of Committee and to appoint any person to fill a casual vacancy occurring in the Office-Bearers and/or in the ordinary members of Committee but any person appointed in terms of this Clause shall hold Office only until the next Annual General Meeting when he shall be eligible for re-election subject, in the case of persons appointed as additional members of Committee, to the limit on the maximum number of ordinary members of Committee specified in Clause 7. Any person appointed and re-elected in terms of the Clause shall for the purpose of determining his retirement in terms of Clause 8 be treated as having been elected at the Annual General Meeting at which he is so re-elected.
- 11) The Committee shall have all power necessary for the full and efficient conduct of the affairs of the Club and particularly shall have power to make bye-laws, regulations, and orders which shall be binding upon every member until revoked or amended by the Committee or until set aside by a General Meeting of the Club.
- 12) The Committee shall have power to suspend or expel any member of any class if in their sole discretion such course is necessary or advisable.
- 13) At all meetings of the Committee, the Captain, whom failing, the Vice-Captain, or where there is more than one Vice-Captain, the Vice-Captain nominated by the Captain shall be Chairman, or failing both of these, the meeting shall elect a Chairman.
- 14) The Committee shall have power to appoint for such purposes and with such powers as they may think fit any Convener of Sub-Committee from their own numbers and/or from other Ordinary Members of the Club.
- 15) The Committee shall at intervals to be decided at the discretion of the Captain, whom failing the Vice-Captain(s), hold meetings for the dispatch of all competent business. Such meetings may be adjourned and otherwise regulated in such a manner as the Committee may from time to time determine. Questions arising at a meeting shall be determined by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. The quorum necessary for the transaction of the business of the Committee shall be three unless and until otherwise fixed by the Committee.
- 16) (a) The Committee shall be responsible for ensuring that the financial affairs of the Club are at all times soundly and properly managed and that proper books of accounts are kept in respect of its financial transactions and affairs.

(b) The financial year of the Club shall end on the 31st December in each year or such other date as may from time to time be determined by the Committee. The Committee shall procure that at the end of each financial year accounts showing the income and expenditure of the Club for such year and the state of its affairs and the end of such year are prepared and audited by a professional accountant.

(c) /these accounts shall be exhibited with the Auditor's report in the Clubhouse not later than 30th June immediately preceding the Annual General Meeting. Such exhibition shall be regarded for all purposes as communication to the Members of the Club and it shall not be necessary otherwise to communicate such accounts to the Members of the Club.

- 17) The Annual General Meeting of the Club shall be held in the Clubhouse on a date in the month of August to be fixed by the Committee, when the Office Bearers and Ordinary Members of the Committee shall be elected, the audited accounts submitted and all other general business transacted including the appointment of the Auditor for the ensuing year. Ten ordinary members of the Club present at such a meeting shall be a quorum.
- 18) The Committee shall have power to call Special General Meetings of the Club and shall be bound to call a meeting on receiving a written requisition signed by at least 15 Ordinary Members and stating the business, but in the event of the Committee receiving such a requisition and being of the opinion that the proposed business for the Special General Meeting is frivolous or unnecessary, or not of sufficient urgency to warrant a Special General Meeting they may decline to call a Special General Meeting and defer consideration of the proposed business to the next Annual General Meeting. The date and place of such meetings shall be decided by the Committee. Ten Ordinary Members of the Club present shall constitute a quorum for a Special General Meeting.
- 19) The Annual General Meeting and all Special General Meetings of the Club shall be called by notice signed by the Club Manager (or, if there is no Club Manager at the time, the Secretary of the Club) /and exhibited at the Clubhouse for 7 consecutive days before the date of such meeting, or by written notice of at least 7 days to each member as the Committee may deem appropriate.
- 20) At any General Meeting of the Club a resolution put to the vote of the 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 the Chairman or by at least three Ordinary Members of the Club. Unless a poll be so demanded a 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 book containing the minutes of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
- 21) The Captain, whom failing, the Vice-Captain nominated by the Captain shall be Chairman at all General Meetings of the Club or failing both of these the Meeting shall elect a Chairman. In the case of an equality of votes, whether on a show of

hands or on a poll at a General Meeting of the Club the Chairman of the meeting at which the show of hands or the poll takes place shall be entitled to a second or casting vote.

- 22) The Ordinary and Honorary Members of the Club shall alone be entitled to attend and vote at any General Meeting of the Club and at such meeting every ordinary and Honorary Members shall have one vote. Votes may only be cast personally and not by proxy on a poll as well as on a show of hands.
- 23) No member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the club have been paid.

SUBSCRIPTIONS

- 24) The Entrance fees (if any) and the subscriptions for the various classes of members of the Golf Section and the Tennis Section shall be such sums as the Committee shall from time to time determine.
- 25) Annual Subscriptions shall become due at the date of issue of the annual subscription notice or at the date of admission in the case of a new member. Any member failing to pay his annual subscription before the end of the month immediately following the month in which the relative subscription notice has been issued shall be held to be in arrears and shall not be entitled to exercise any of the privileges of membership. If such subscriptions be still unpaid at the end of the second month immediately following the month in which the relative annual subscription notice has been issued, the member in arrears shall cease to be a Member but shall remain liable for such subscription. The Committee may reinstate any such Member on satisfactory cause being shown and on payment of all arrears, but the Committee may waive payment of a further entrance fee by any reinstated Member.
- 26) The subscriptions payable by Temporary Members shall be paid before they commence play in either section of the Club.
- 27) The Committee shall have full power to alter, increase or decrease the charges and conditions of Temporary Membership from time to time.

GENERAL

- 28) The right of every Member to the property of the Club whether immovable or moveable shall be personal, shall not be assignable or arrestable, and shall cease with Membership as also shall responsibility for the liabilities of the Club.
- 29) The Committee shall have power to borrow from time to time on behalf of the Club upon the security of the Club's property or without such security as to them shall seem proper.
- 30) (a) In the event of the Committee at any time considering that the Club cannot properly be carried on owing to financial or other difficulties, they shall cause to be convened a Special General Meeting of the Club, of which at least 7 days notice in writing shall be given to each Ordinary Member by letter posted to his or her last known address.

(b) In the event of the Club being in financial difficulties the notices convening such meeting shall be accompanied by a statement of the finances of the Club, or, as the case may be, a statement of the other reasons rendering the meeting necessary; and in the event, the said notices shall specify the resolution to be proposed and/or the business to be transacted at the Meeting.

(c) In the event of a resolution being proposed for the winding-up of the Club it shall be competent for the Special General Meeting, instead of resolving on a winding-up to resolve that the club shall be continued and to assess the whole of the Ordinary Members of the Club as at the date when the notices convening the Meeting were posted (and notwithstanding any subsequent resignation or tender of resignation) for payment of such sum equally as may be considered necessary to liquidate the obligations of the Club and to provide for future contingencies, and in that event any Member failing to make payment of his share within one month after the date of the posting of a notice to the Member's last known address demanding the same shall cease to be a member but he or she shall remain liable for payment of said share.

(d) In the event of a resolution to wind-up the Club being passed by a majority of those personally present at such Meeting of the Ordinary Members of the Club as at the date when the notices convening the meeting were posted (and notwithstanding any subsequent resignation or tender of resignation) shall jointly and severally be liable for the liabilities of the Club in so far as the same may not be liquidated out of the assets of the Club; and all sums due by Ordinary Members shall be payable within one month of the posting of a written demand to each Ordinary Member at his or her last known address. If on completion of a winding-up the assets exceed the liabilities the surplus shall be distributed to a similar non-profit-making body or in the absence of such a body as directed by Scottish Golf Union.

(e) All sums payable by Ordinary Members under the foregoing provisions shall be payable to the Treasurer and may be sued for at his instance as representing the Club or, in the event of a winding-up by the liquidator or other person or persons charged with the winding-up.

31) No excisable liquors shall be sold or consumed in or about the Club premises except by the prior approval of the Committee.

32) (a) No alteration shall be made in Clause 31 of the Constitution and no proposal (not being a resolution to wind-up the Club where the provisions of clause 30 shall apply) which the Committee consider to be of vital or constitutional importance for the club shall take effect unless (i) at an Annual General Meeting or at a Special General Meeting called for the purpose resolution has been passed by a two thirds majority of those voting that such alteration or proposal should be referred for decision by a postal vote of the Ordinary and Honorary Members of the Club and (ii) on such postal vote such resolution or proposal is approved by a two-thirds majority of the Ordinary and Honorary Members who are entitled to vote at General Meetings of the Club and who vote on such postal vote. A postal

vote shall be taken and the result thereof announced at such time and in such manner as the Committee shall decide.

(b) Except as otherwise provided in this Clause no alteration shall be made in this Constitution except at the Annual General Meeting or at a Special General Meeting called for the purpose and no such alteration shall take effect unless it is approved by a two-thirds majority of Ordinary Members voting and entitled to vote at such a meeting.

33) A copy of the Constitution and of the Bye-Laws and an alphabetical list of all the Members, with their addresses, shall be exhibited in the clubhouse for reference.