



Old Padeswood Golf Club

CONSTITUTION

Version 4.2 July 2020



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1. Name

- 1.1. The name of the Club shall be Old Padeswood Golf Club, hereafter referred to as “the Club
- 1.2. The name of the business set up as a limited company by guarantee is known as Old Padeswood Members Club and is registered with Companies House.
(<https://beta.companieshouse.gov.uk/company/09828684>).
- 1.3. The Club shall affiliate to the Golf Union of Wales and the Flintshire County Golf Association and Denbighshire & Flintshire Ladies' County Association.

2. Objectives

- 2.1. The Club shall hold the following as its aims and objectives and shall strive to fulfil these aims and objectives at all times:
- 2.2. To fulfil the general objectives and functions of a Golf Club and by undertaking such activities as may be reasonably necessary and/or incidental to such objectives.
- 2.3. To generally promote the game of golf for the benefit of the Members and the wider community
- 2.4. To promote and abide by the Rules of Golf as they are fixed from time to time by the R&A
- 2.5. To provide access to golf for players of all standards in a friendly and welcoming atmosphere that does not discriminate on the grounds of gender, age, race, religion or belief, sexual orientation or disability.
- 2.6. To arrange competitions and matches for Members and Open competitions.
- 2.7. To lease the land including the club house, locker rooms, shop and/or equipment suitable for the purposes and functions of the Club with the objective of the club buying the land and buildings from the Lessor at some time in the future as funds may become available.
- 2.8. To sublet the restaurant and bar side to suitable person(s) so that he/she/they can sell and deal in alcohol, mineral/aerated water and other related products as well as refreshments, foodstuffs in accordance with the provisions of any licensing laws and by obtaining the necessary consents and licenses for this.
- 2.9. To run the shop, or sublet as deemed appropriate, in order to sell golfing equipment, apparel, snacks and drinks for the benefit of members and visitors.



- 2.10. To enable, when possible, access to a PGA Professional for the benefit of members to be able to book lessons and to gain advice as needed on a bookable basis, as well as for Club repair and club fittings

3. Membership

- 3.1. The Membership of the Club shall consist of the following categories:
- 3.2. Full Member, - 7 day membership for all adults over 30 years, male or female.
- 3.3. Intermediate A Member – all adults from 18 years to 25 years and not in full time education.
- 3.4. Intermediate B Member -all adults from 26 years to 30 years and not in full time education.
- 3.5. Student Member – adults from 19 years and over if still in full time education.
- 3.6. Junior Member – all children 15 years and younger
- 3.7. Senior Junior member 16 years to 18 years
- 3.8. Discretionary Member, special membership for certain members as agreed by the Management committee, e.g. those who for health reasons are only able to play infrequently. Terms and conditions apply.
- 3.9. All New Members shall pay an Annual Subscription to join the Club. Currently there is no joining fee. Should one be implemented in the future, this will be in agreement with the Management Board and the relevant committees.
- 3.10. Honorary Members – as agreed by the Management Board and with a majority vote by the Directors.
- 3.11. Membership types may be added or removed by agreement with the Management Board and with a majority vote by the Directors.
- 3.12. The Membership Fee for each category shall be decided by the Management Board and with a majority vote by the Directors.
- 3.13. On joining the Club, Members shall be deemed to accept the terms of this Constitution.
- 3.14. The Management Board and the relevant committees shall agree the process for any person seeking Membership of the Club.
- 3.15. Annual Subscriptions shall be due on 1st April and must be paid by 30th April, unless the member is on a specific deal that defines different dates.
- 3.16. Subscriptions not paid by 30th April may result in Membership ceasing.



- 3.17. The Club shall provide Members with notice of subscriptions due including methods of payment.
- 3.18. Members paying by Direct Debit shall agree to pay monthly for the full year or as agreed with the management board. If a direct debit fails the outstanding amount falls due and may result in the company going to the small claims court for reimbursement.
- 3.19. The Club Procedure for collecting defaulting Direct Debit Payments must be followed. Each Member paying by Direct Debit must be sent the Club's Procedure Document.

4. Club Management

- 4.1. There shall be an elected Management Board of Directors who are responsible for the overall management of the Club Business. Six Directors on the management board are elected by the members at AGM or EGM and will be registered as directors with Companies House for Old Padeswood Members Club, Each Director will usually serve for 3 years, and can be re-elected by the membership.
- 4.2. A Director can take sabbatical leave if required for personal reasons, if required, e.g. Illness, and that Director is able to nominate a person to stand in whilst on leave until return to office.
- 4.3. The Company Secretary will also be registered with Companies House and will normally be elected each year and can be re-elected.
- 4.4. The President and Lady President will sit on the Management Board and either can be the chairperson or vice as decided between them. The chairperson, will serve for their entire term in office. The length of their term in office will be decided by the relevant men's or ladies' past captains, whether this is two or three years. A change to just one Club President in office shall only be made by the members via notice at the AGM or an EGM.
- 4.5. The Chairperson will have the casting vote if there is no decision by the Directors.
- 4.6. The president and the vice captain's will be nominated by the Men's Past Captains and confirmed at the Men's AGM.
- 4.7. Similarly the Lady President and the Lady Vice Captain will be nominated by the Ladies' Past Captains and confirmed at the Ladies AGM.



- 4.8. The Club Men's and Ladies Captains will serve on the Management Board within their year of office as will both the Vice Captains. .
- 4.9. The Men's and Ladies' Captain will be the information channel, along with the Presidents, through which information is passed to and from the Management Board and the Men's and Ladies' committees as well as the members in general.

5. Sub-Committees

- 5.1. There shall also be sub-committees of the Club, run by the Directors responsible for specific areas as needed. These will be supported by Full Members as needed.
- 5.2. Members can be co-opted on to any of the sub committees as required or as agreed at the AGM or and EGM.
- 5.3. The Directors for the club are the following
- 5.3.1. Club Liaison (incorporating Club Fundraising and Clubhouse liaison)
 - 5.3.2. Finance & Business Compliance
 - 5.3.3. Greens
 - 5.3.4. Health & Safety
 - 5.3.5. Marketing,
 - 5.3.6. Membership and Retail (including Membership and Booking Applications)
- 5.4. Any short term Ad hoc committees can be formed which may be required for any specific purposes.
- 5.5. All sub-committee Members must be Full Members of the Club or staff or experts in the field of discussion and remit of committee
- 5.6. The remit for each sub-committee shall be set by the Management Board.



6. Responsibilities of the Management Board

- 6.1. The Management Board Directors shall meet regularly and no fewer than 8 times per annum. A quorum will consist of 4 Directors. If fewer than 4 directors are available then, the chairperson or vice chairperson may attend the quorum meeting, or other Board Member if the chairperson cannot attend.
- 6.2. The Management Board Directors will be responsible for the standing Rules of the Club. Any amendments to these Rules will require the approval of the Membership at an Annual or Extraordinary General Meeting.
- 6.3. The Management Board Directors shall be responsible for ensuring that the Club, its Office-Bearers and employees have in place, adequate and relevant insurance cover at all times.
- 6.4. The Director with responsibility for Membership and Retail shall submit proposals for membership types and associated subscription fees to the fellow Directors for discussion and approval, also joining fees, if introduced.
- 6.5. Green Fees will be defined by the Director of Membership and Retail with input and agreement from any of the other Directors as needed.
- 6.6. The Management Board will not have the power to purchase, sell or lease heritable property without specific authority of Members at an Annual or General Meeting.
- 6.7. The Management Board Directors will have the authority to commit the Club to expenditure of an ordinary nature up to an amount equal to sixty times the annual subscription of an Ordinary Member in force at the time such expenditure is incurred.

7. Annual and Extraordinary General Meetings

- 7.1. An Extraordinary General Meeting, (EGM), may be called by the Management Board, or by twenty voting Members of the Club. This must be submitted to the club Secretary in writing or via email.
- 7.2. The meeting must take place within 28 days of being called for by members and at least fourteen calendar days' notice must be given to the Voting Membership. The routine method of contact shall be electronic via email.



- 7.3. Honorary members apart from the Captains, Vice-Captains and Presidents cannot cast votes although they can attend all annual and general meetings and can give their opinions.
- 7.4. A quorum for any General Meeting shall be thirty (30) Members.
- 7.5. Any decisions shall be reached by a two thirds majority of the Voting Members present.
- 7.6. The AGM of the Club will be held within 3 months of the financial year end, where possible and shall have as its' main business:
 - 7.6.1. Approval of the Minutes of the previous Annual or Extraordinary General Meeting
 - 7.6.2. To receive the Annual Management Board Report
 - 7.6.3. Approval of the Annual Accounts
 - 7.6.4. Approval of any proposed Constitutional changes
 - 7.6.5. The election of Office-Bearers and Ordinary Management or sub-committee Members
 - 7.6.6. Deal with any other relevant business
- 7.7. An Agenda, a copy of the Management Board Directors Report and a copy of the annual Accounts shall be made available to Members and emailed to all members no less than 14 days before the AGM.
- 7.8. Additional items may be included in the agenda provided that the proposals are signed by at least 2 voting members and submitted to the Management Board by 14 days before the date of the AGM.
- 7.9. Nominations for Management Board members, (when a 3 year term is ending, or a director resigns, or for sub-committee members, must be made in writing, signed by the proposer and seconder, and lodged with the Club Secretary by 14 days before the date of the AGM. In the event of the required number of such nominations not being received by this date, nominations will be accepted at the Annual General Meeting. All Management Board Directors need to be registered with Companies House.
- 7.10. In the event that no person is elected to a post, or in the event of resignation or retiral from position, the Management Board will have the authority, by simple majority, to co-opt a Member. Until this is done, another Director, the President or Ladies' President, or either of the Captains or Vice-Captains will undertake the duties. To continue in position the co-opted Member will require to be elected in the normal way at the next AGM or EGM.



8. Finance

- 8.1. The Financial Year will run from 1st April to 31 March the following year.
- 8.2. The Finance Director or Company Secretary will be responsible for securing the preparation of Annual Accounts for the Club and presenting these to the Membership at the AGM. The summarised accounts will be sent to the members two weeks prior to the AGM. via email.
- 8.3. The Mens and Ladies' Committees will submit their own accounts. These will be audited by the Finance Director or other accountant as agreed by the individual committee
- 8.4. Old Padeswood Members Club Accounts may be certified by the Club's independent Accountant and approved by the Membership at the AGM. This is not a legal requirement for a small business.
- 8.5. All cheques and mandates on Old Padeswood Members Club Accounts shall be signed by the Club Secretary and co-signed by one of the directors.,
- 8.6. Any amount over £5000 will need the approval of the majority of the directors and any amount over £10,000 will need the approval of 75% of the members.
- 8.7. The Directors of the Members Club will be jointly and severally liable for the financial liabilities of the Club to a gross value of £1

9. Dissolution or winding up of the Club

- 9.1. The Club is non-profit making and all surpluses will be used to maintain and/or improve the Club facilities or to carry out the objectives of the Club.
- 9.2. No profit or surplus shall be distributed other than to another non-profit making body on the winding up or dissolution of the Club.
- 9.3. If upon winding up or dissolution of the Club there remains, after the satisfaction of all debts and liabilities, any property whatsoever this will be transferred either to any association to which the Club is affiliated or, to some other organisation or organisations



having similar objectives to the Club. This organisation will be determined by the Members of the Club by resolution passed at a General Meeting.

10. Other Committees

10.1. Men's and Ladies' Committees

- 10.2. In addition, there will be a Men's Committee and a Ladies' Committee which will manage the day to day running of their members' requirements which do not come under the auspices of the club business management.
- 10.3. These requirements include competition entry rules and formats, fees, prizes and trophies, discipline, etc. Each committee will be chaired by the Captain and will have the Vice-Captain, relevant President, the past captain, a secretary, handicap secretary, treasurer and other members as needed and defined by the relevant committee.
- 10.4. The Ladies Committee will manage and run all the Mixed competitions, including Mixed Majors along with the Ladies' competitions.
- 10.5. The Men's and Ladies' Committees will have their own AGM and their own regular meetings.
- 10.6. Monies from the competition fees and Opens, apart from a nominal green fee for visitors, (amount depending on additional fee , if any, charged for visitors), and will be managed by the relevant committee in order to pay for prizes, trophies and other expenditure agreed by the relevant committee.
- 10.7. Cheques from the Men's or Ladies' accounts will need two signatures from members on the relevant committee.
- 10.8. The relevant men's or ladies' committee will deal with discipline for any member as well as any member with complaints regarding the behaviour of a member. The relevant committee will investigate whether any rules or bye-laws have been infringed by a member, or whether any member has endangered the interests of the Club or has



conducted him or herself in a disorderly manner, or has wilfully disobeyed a lawful instruction of the club, communicated in writing to him or her.

- 10.9. The Men's and Ladies' Captains are elected by the relevant Men's and Ladies' Past Captains.
- 10.10. The Elected Captains will serve one year as Vice Captains prior to their year in office as Captain. The relevant Past Captain's Committee shall decide the term in office for a President, which shall be for 2 years minimum and maximum 3 years. The President will normally have served as a Captain.
- 10.11. The Men's and Ladies' Presidents, Captain and the vice-Captains are automatically a member of the Management Board Committee.
- 10.12. The Ladies' and Men's Committees agree to abide by the constitution rules for the club. The Men's, Ladies as well as the Past Captain's Committees shall have the ability to recommend to the Management Board any course of action to the Management Board. Any recommendations will require a full review of the recommendation by the board and a simple majority vote by the Directors. The Captain's and/or Presidents will report decisions back to the relevant committees.

11. Constitution Rules

- 11.1. All Committees will abide by the constitution rules.
- 11.2. The Constitution will only be altered by consent of a simple majority of Members present at the Annual or an extraordinary General Meeting. Voting by Proxy prior to the meeting will be allowed if a member is unable to attend the meeting. The person must put his/her vote in writing and placed in a plain sealed envelope and given to the relevant secretary prior to any AGM/EGM along with his/her apologies. The Sealed envelope will be opened at the meeting at the time of the vote and counted along with the meeting votes.



- 11.3. Any changes voted on by the members shall come into force immediately following the decision or on a date agreed at the time of the vote.
- 11.4. The Constitution, Club Rules and Bye-Laws in force from time to time shall be binding on the Club, Members of Management Board and all categories of Membership.
- 11.5. The admission of Members shall be vested in the Management Board who shall have the power to reject any application.
- 11.6. New Full members joining at times other than 1st April will pay the fees at the pro rata rate for the remaining part of the year unless other deals are in place and then fees are due in line with that deal. Other categories will pay the full rate unless any deduction is agreed by the Management Board.

12. Play and Handicaps

- 12.1. Play shall be in accordance with the rules of the Royal and Ancient Golf Club of St Andrews, Club Rules, and any such other local rules as may be considered necessary by the Men's and Ladies' Handicap and Match Committees and intimated on the main notice board/Competition format and/or scorecard.
- 12.2. The Club will manage all handicaps in accordance with CONGU handicapping regulations and GUW rules and policies and/or the World Handicapping Regulations when these are introduced.
- 12.3. The club will encourage Junior Members and will abide with Wales Golf Safeguarding Children Policies.