



**The Moffat Golf Club**

Established in 1884

# CONSTITUTION

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### 1. Name

- 1.1 The name of the Club shall be the The Moffat Golf Club, hereafter referred to as 'the Club'.
- 1.2 The Club shall affiliate to Scottish Golf Ltd any other appropriate regional or local 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:
  - 2.1.1 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;
  - 2.1.2 To generally promote the game of golf for the benefit of members and the local community;
  - 2.1.3 To promote and abide by the Rules of Golf as they are fixed from time to time by the R&A;
  - 2.1.4 To provide access to golf for players of all standards in a friendly and welcoming atmosphere that does not discriminate on the grounds of gender, age, race, religion or belief, sexual orientation or disability;
  - 2.1.5 To arrange competitions and matches for members;
  - 2.1.6 To lease and/or purchase land and/or equipment suitable for the purposes and functions of the Club.

### 3. Membership

- 3.1 The membership of the Club shall consist of the following Classes of membership:
  - 3.1.1 Honorary. Members may confer the distinction of Honorary member at a General Meeting on such persons as they consider worthy of the honour.
  - 3.1.2 Life. Applicants must be current Ordinary members and must have held such membership continuously for at least five years. In any event no person shall be admitted as a Life member if, as a result of such admission, the number of Life members would exceed 10% of the number of Ordinary members at that time.
  - 3.1.3 Ordinary. Applicants must be 25 years of age or over at the time of applying
  - 3.1.4 Intermediate. Applicants must be under 25 years of age at the time of applying. Intermediate members who are 25 years of age on 1<sup>st</sup> January will not qualify for Intermediate membership thereafter and will automatically become Ordinary members upon payment of the relevant subscription.

- 3.1.5 Junior. Applicants must be under 18 years of age at the time of applying. Junior members who are 18 years of age on 1<sup>st</sup> January will not qualify for Junior membership thereafter and will automatically become Intermediate members upon payment of the relevant subscription.
- 3.1.6 Country. Applicants must be at least 21 years of age at the time of applying and must live outside and may not have their place of work within 20 miles of the clubhouse. The decision of the Committee on whether an application meets these criteria will be final.
- 3.1.7 5 Day. Applicants must be at least 21 years of age at the time of applying and must be a full playing member of another Scottish Golf affiliated golf club
- 3.1.8 Non-playing. Applicants must be at least 18 years of age at the time of applying.
- 3.1.9 Overseas. Applicants, at the time of applying and in order to retain their status, must be resident out- with the United Kingdom.
- 3.2 Numbers in each category may be limited from time to time as determined by the Committee and intimated to Members at the Annual General Meeting
- 3.3 The Club may also admit Temporary members. Persons admitted as Temporary Members may be granted such privileges of the Course and Clubhouse as the Committee shall determine. The terms of Temporary membership shall be those fixed by the Committee from time to time. Any payment requested of Temporary Members shall be payable in advance.
- 3.4 All members shall pay an annual subscription to join the Club; the membership fee for each category of membership shall be fixed at a General Meeting.
- 3.5 All members joining the Club shall be deemed to accept the terms of this Constitution and any Bylaws from time to time adopted by the Club, including the requirement to conduct themselves in accordance with any conduct rules/policies and disciplinary procedures.
- 3.6 Membership is open to all and no application shall be refused on grounds of gender, gender reassignment, age, race, religion or belief, sexual orientation, marriage and civil partnership, pregnancy and maternity or disability.
- 3.7 Applicants for all Categories of membership, other than Honorary or Life, must complete a form containing their personal details. Admission shall be in the hands of the Committee.
- 3.8 In the event of the Committee refusing the application for a justifiable reason, the applicant may appeal the decision which will then be referred for a final decision to the Members at the next Annual General Meeting.
- 3.9 Should it be necessary, as provided for in 3.2, to limit the number of Members in any Category, admission to that Category thereafter shall be from a waiting list, which shall be drawn up according to the date of receipt of such applications by the Secretary.
- 3.10 Upon admission, new Members shall either be provided with a printed copy of the Constitution and Bylaws or referred to the Moffat Golf Club website for these. They will be

required to pay the annual subscription within one month of the date of the subscription notice, otherwise admission will become void.

- 3.11 Only members in categories Honorary, Life, Ordinary or Intermediate shall have the right to vote on any motion.

#### 4. Membership Entitlement and Responsibilities

- 4.1 Members shall be entitled to use all clubhouse facilities, subject to any licensing restrictions and/or any By-laws in force from time to time.

- 4.2 Honorary, Life, Ordinary, Intermediate, Junior, Country and 5 Day Members shall have full playing rights subject to the By-laws in force from time to time.

- 4.3 No Member shall be at liberty to make any disbursement, or incur any debt, in the name of, or on behalf of, the Club without the authority of the Committee or of any person or sub-committee so authorised by the Committee.

#### 5. Member's Conduct

- 5.1 If the conduct of any member, either in or out of the clubhouse, on the course, or elsewhere is such that it appears to the Committee to impair the character or good standing of the club, or if any member wilfully disobeys any order of the Committee communicated to such member, or is in breach of any rule or by-law of the club, the Committee may, by a two-thirds majority of the entire Committee, decide to suspend a Member from exercising privileges as a Member.

- 5.2 The suspension shall run for such period as The Committee may decide. Such suspension shall be reported to the next General Meeting, unless previously lifted by The Committee.

- 5.3 Members have the right to appeal against any such decision of the Committee and may, within two calendar months of the Committee's decision, make such appeal in writing to the Committee. The Committee shall cause a meeting to be held within two calendar months of the lodging of the appeal. The member may be present and may address the meeting on the subject of the appeal.

- 5.4 Should the Committee recommend to the next General Meeting that the Member be expelled from the Club, the said Member shall be so expelled if three-fourths of the Voting Members present (which number must be at least twenty) accept the Committee's recommendation.

- 5.5 The Club shall not be liable for repayment of any part of the entry fee or subscription of such Member nor shall the Club or any member of the Committee be liable for any claim in respect of such suspension, nor shall any such Member have any claim on the property of the Club.

#### 6. Subscriptions

- 6.1 Membership subscriptions and fees shall be payable as follows:

- 6.1.1 The full amount is due by 31st January in the year of subscription (Except for Junior and non-playing members whose subscriptions are payable in full by 31st March) or sooner at members option.
- 6.1.2 Members who avail themselves of the facility to pay by monthly instalments in arrears must pay the first instalment by 31st January in the year of subscription plus the administration fee of £25 followed by 8 monthly instalments ending 30th September.
- 6.1.3 Members, other than Junior and non-playing members, who fail to pay by 31st January are considered lapsed and are not entitled to avail themselves of the Club's facilities as set out at 4.3. They may reactivate their membership without formality by payment of the full annual subscription, or such lesser amount as agreed by the COM, plus 10%. In the case of those paying monthly, they will be required to pay the administration fee of £25 plus the outstanding monthly instalments at the time of reactivation, plus 10% or such lesser amount as agreed by COM.
- 6.1.4 Members failing to pay monthly instalments when due will have their membership suspended. The COM may, at its discretion, set a date by which outstanding amounts shall be paid. Members failing to pay outstanding amounts by that date shall cease to be members and forfeit all monies previously paid.
- 6.2 The Committee shall have the authority to make an appropriate reduction in the first subscription of a new Member who is admitted after a substantial part of the playing season has passed.
- 6.3 Members shall be responsible for promptly notifying the Committee of any change in their eligibility for their Category and, if they switch to a different Category, they must pay forthwith any increase in subscription which may be due.
- 6.4 Members absent from the United Kingdom from 1st October in any year to 30th September in the following year shall not be liable for their subscription and shall be able, provided they have informed the Secretary of their intended absence, to resume membership by paying subscription only.
- 6.5 The Committee is authorised to permit members to purchase, in advance, up to a maximum of five years' subscriptions at the rate approved at the preceding Annual General Meeting. This concessionary rate will only apply to the following financial year where advance payment has been made by 31 March in the preceding year.
- 6.6 In the event of death of a member prior to the commencement of any financial year, for which there has been an advance payment, the Committee of Management shall be required to repay such sum.
- 7. Management of the Club
- 7.1 There shall be a Management Committee (The Committee) responsible for the overall management of the Club.

- 7.2 The Committee shall hold regular meetings for the dispatch of all competent business and these shall take place at intervals not exceeding two months at which the attendance of five Committee members will be required to form a quorum.
- 7.3 The Captain or vice-captain shall preside over all meetings of the Club and the Committee and, in their absence, the Committee members present shall appoint a chairman from their number. The chairman shall have a deliberative vote and, in cases of equality, a casting vote.
- 7.4 The Committee may appoint an assistant secretary and/or a minute secretary should they so decide.
- 7.5 A meeting of the Committee shall be called by the Captain at any time, and the Secretary shall be bound to call such on a written request addressed to him by any five members of the Committee.
- 7.6 All voting Committee members must be members of the Club.
- 7.7 The Committee shall form sub-committees of the Club as deemed appropriate for the efficient running of the Club's functions, e.g. Greens, House. The remit for each sub-committee shall be set by The Committee. Members other than Committee members may be included in sub-committees.
- 7.8 Each sub-committee shall have a convener who will be a member of, and report to, the Committee and shall agree its own rules of operation subject to the terms of this Constitution.
- 7.9 The Committee may delegate authority to each sub-committee as they consider appropriate
- 7.10 The Committee shall at the first properly convened meeting after the Annual General Meeting, elect a vice-Captain and conveners for the sub-committees. The Captain and vice-Captain shall be members of all of the sub-committees, ex-officio.

## 8. Composition and Responsibilities of the Committee

- 8.1 The Committee shall consist of the following office-bearers, plus 9 other members:
  - 8.1.1 Captain
  - 8.1.2 Secretary (who may also act as Treasurer)
  - 8.1.3 Treasurer
- 8.2 The Captain, Secretary and Treasurer shall be elected annually at the Annual General Meeting. A third of the 9 other members shall retire annually by rotation and be eligible for re-election for the ensuing 3 year period. The Vice-Captain shall succeed the Captain, as Captain, subject to proper nomination and the approval by simple majority of members present and voting at the Annual General Meeting.
- 8.3 In the event of there being insufficient nominations at the Annual General Meeting to fill vacancies on The Committee, they shall have the power to fill the said vacancies by appointment. Such appointed Committee members shall have the same status as those elected at an Annual General Meeting.

- 8.4 Should a vacancy occur during the year, it may be filled by co-option to the Committee. However a Committee member, so co-opted, shall stand for re-election at the next Annual General Meeting
- 8.5 The members of the Committee are indemnified against personal penalties served under any safety, health or other such regulations in force from time to time and The Committee may obtain on behalf of the Club any insurance policy which is deemed necessary to cover such personal liabilities for any actions taken by them in good faith on behalf of the Club.
- 8.6 The Committee shall:
- 8.6.1 Have responsibility for the management of all aspects of the Club and may, at its discretion, authorise employees to exercise authority on its behalf in connection with day to day activities;
  - 8.6.2 establish Club policies and oversee the administration of those policies;
  - 8.6.3 oversee the fiscal management of the Club;
  - 8.6.4 be responsible for the creation, amendment and enforcement of bylaws of the Club. These shall be binding on every member until set aside, or amended, by the Committee, or by a General Meeting. Member's proposals for making, amending or setting aside Bylaws must be made through an item duly submitted at a General Meeting;
  - 8.6.5 be responsible for ensuring the Club, its office-bearers and employees have in place adequate and relevant insurance cover at all times;
  - 8.6.6 approve membership applications and welcome new members;
  - 8.6.7 authorise the appointment of staff in accordance with an approved budget;
  - 8.6.8 review and approve recommendations made by the Clubs appointed sub-committees.
- 8.7 The heritable property of the Club shall be vested in the Captain, Secretary and Treasurer for the time being and their successors as Trustees for the Club, and all title deeds or other affairs shall be taken in such manner, and such Trustees shall be empowered to grant all such security deeds requiring to be granted to creditors.
- 8.8 The property, effects and monies of the Club shall belong to the Voting Members during membership equally but the right and interest of every Voting member shall be personal and limited to the Voting Member and shall not be assignable or arrestable or pass to the Voting member's executors or assignees.
- 8.9 The Committee will not have power to purchase, sell, or lease heritable property without specific authority of members at a General Meeting.
- 8.10 The Secretary shall, under the instructions of The Committee:
- 8.10.1 keep a correct record of all the proceedings of the Club at their General Meetings and Committee meetings;

- 8.10.2 where possible, obtain and keep a correct record of sub-committee meetings;
  - 8.10.3 call General Meetings and Committee meetings;
  - 8.10.4 keep a record of the names and addresses of Members;
  - 8.10.5 take charge of all Club records, except the Treasurer's accounts;
  - 8.10.6 assist sub- committee conveners, as appropriate, in discharging their duties;
  - 8.10.7 and perform such other duties as the Committee may direct.
- 8.11 The Treasurer shall, under the instructions of the Committee:
- 8.11.1 be responsible for the collection of all monies due to the Club;
  - 8.11.2 be responsible for the payment of all monies due by the Club;
  - 8.11.3 keep accounts of all financial transactions of the Club;
  - 8.11.4 present a full and complete statement of all the financial transactions of the Club.
  - 8.11.5 ensure that the sum of £50,000 is reserved for the purposes of funding any potential costs in the event that the Club is required to wind up.
- 8.12 The Committee may at any time require the Treasurer to present to them an account of financial transactions and of the state of the funds of the Club.
- 8.13 Election to any position on the Committee cannot be limited by or discriminated on the ground of gender, gender reassignment, age, race, religion or belief, sexual orientation, marriage or civil partnership, pregnancy or maternity or disability.
9. General Meetings
- 9.1 Voting members only may vote at a General Meeting. No vote by proxy will be allowed.
- 9.2 Twenty voting members shall form a quorum at a General Meeting.
- 9.3 A General Meeting may be called:
- 9.3.1 at any time by the Committee, or
  - 9.3.2 within 21 days of receipt by the Secretary of a written request signed by at least 10 voting Members of the Club. Any such request must be submitted to the Secretary by written motion, setting out the rationale and basis for the General Meeting being called.
- 9.4 Motions, to be presented at a General Meeting, initiated by Voting Members, must be delivered to the Secretary at least 7 days in advance of the General Meeting and must be in writing and signed by 10 Voting Members.



- 9.5 Upon receipt by the secretary of such motions, a notice thereof will be posted on the General Notice Board. Notice of any motions initiated by the Committee shall be given (by circular and/or press notice) to voting members at least 7 days prior to such meetings.
- 9.6 Amendments to a motion to be presented at a General Meeting, notice of which has been given in accordance with 9.5, must be in the hands of the Secretary at least 48 hours before the time of the meeting at which the motion is to be discussed. Notice of such amendment or amendments shall be posted on the General Notice Board and circulated to all Voting Members during the 24 hours immediately prior to the meeting. A copy of this requirement shall be incorporated in any notice calling a General Meeting at which any motion is to be presented.
- 9.7 No business shall be transacted at a General Meeting other than that of which notice has been given in the motion calling that General Meeting.
- 9.8 Any decisions, other than amending the Constitution, shall be reached by a simple majority of the members present and who possess the right to vote.
- 9.9 All Club members shall have the right to vote by post or e-mail if they are unable to be present in person.
- 9.10 Any member exercising their right under the previous clause shall do so by letter or e-mail addressed to the Secretary, stating the member's postal address and membership number and stating clearly their vote in respect of the nominations and motions set out in the Notice calling the General Meeting or Annual General Meeting. Those to reach the Secretary not later than 24 hours before the date of the General Meeting or Annual General Meeting in question.
- 9.11 The completed voting slips, letters and e-mails shall be returned to the Secretary by the end of business on the day before the General Meeting in a sealed envelope clearly marked 'votes'. These votes will be counted along with those cast at the General Meeting.
- 9.12 In calculating a quorum of a General Meeting, no count can be taken of those Members who have exercised their voting right by post.
- 9.13 In the event that a physical meeting cannot be convened, e.g. during a health emergency, then a Virtual, or Hybrid, meeting may be conducted. In that event at least 90% of voting members should be able to take part. All voting members must have received, or have access, to all of the materials in regards to the motion to be considered at least 5 days before the Meeting.
- 9.14 The Trustees will use the appropriate methodology, technology etc currently available to conduct a Virtual, or Hybrid, meeting with the aim of reasonably maximising engagement of voting members.
10. The Annual General Meeting
- 10.1 The Annual General Meeting should follow all of the conditions for General Meetings but with the additional requirements detailed in this section.
- 10.2 The Annual General Meeting shall be held as soon as possible after the close of the Financial Year, but not later than 31st December, on a date to be fixed by the Committee, and duly

intimated to Voting Members by a circular from the Secretary and/or by press notice at least 14 days in advance of the meeting.

- 10.3 The Annual General Meeting may only be attended by voting members, and shall have as its main business:
  - 10.3.1 The presentation of the Committee Report for the past year.
  - 10.3.2 The election of any office-bearers and/or Ordinary Committee members
  - 10.3.3 Determination of membership grades, criteria and fees.
  - 10.3.4 Approval of the minutes of the last Annual General Meeting and any other General Meetings held during that year
  - 10.3.5 Approval of the audited accounts for the last financial year and appoint any auditors
  - 10.3.6 Consider and approve any changes to the Constitution
  - 10.3.7 Deal with any other relevant business.
- 10.4 An agenda giving notice of the Annual General Meeting must be circulated along with a copy of the audited accounts, details of candidates for office bearer posts and voting slips to all Club members at least 14 calendar days in advance.
- 10.5 Office bearers:
  - 10.5.1 Nominations for office-bearers must be posted at least 21 calendar days in advance of the Annual General Meeting.
  - 10.5.2 Each nomination shall require one proposer who shall be a voting member of the Club.
  - 10.5.3 In the event of there being no nomination for a post within the stipulated time then nominations may be accepted at the Annual General Meeting.
  - 10.5.4 In the event that no person is voted in to a post or in the event of resignation or retiral from a position, the Captain or Vice-Captain will undertake the duties until such time as the post is filled.
- 10.6 The Committee may propose the annual election of an Honorary President and one or more Honorary Vice-Presidents. Such Honorary Presidents and Vice-Presidents shall be eligible for re-election.
- 10.7 An auditor shall be nominated by the Committee and appointed each year by Members. In the case of an auditor not being available for appointment at the Annual General Meeting, or in the case of a vacancy occurring during the financial year, an auditor for that year shall be appointed by the Committee. The auditor shall not be eligible to be a Committee member.

11. Finance

- 11.1 The financial year shall run from 1<sup>st</sup> October to 30<sup>th</sup> September.
- 11.2 The Treasurer shall be responsible for securing the preparation of Annual Accounts of the Club and laying these before the Annual General Meeting.
- 11.3 The accounts shall be certified by the Club's independent Auditor as approved at the Annual General Meeting.
- 11.4 The Committee shall be empowered to borrow such sums of money as they consider necessary for the efficient management of the Club.
- 11.5 All members of the Club shall be jointly and severally liable for the financial liabilities of the Club.

12. Dissolution or Winding Up of the Club

- 12.1 The Club is non-profit-making and all profits and surpluses will be used to maintain and or improve the Club facilities or to carry out the objectives of the Club.
- 12.2 If upon winding up or dissolution of the Club there remains after the satisfaction of all debts and liabilities any property whatsoever this shall be transferred either to any association to which the Club is affiliated or, to some other organisation or organisations having objects similar to the Club. This organisation shall be determined by the members of the Club by resolution passed at a General Meeting.

13. The Constitution.

- 13.1 The Constitution shall only be altered by consent of two thirds of voting members present at a General Meeting.
- 13.2 The Constitution and Bylaws in force from time to time shall be binding on the Club office-bearers and members.

14. Extreme Circumstances

- 14.1 In extreme circumstances The Trustees can make an immediate decision necessary to protect members liability, even where the Constitution requires that decision be agreed at a General Meeting by voting members. Such decision must be communicated immediately to all members and then be ratified at a General Meeting to be held as soon as practically possible.

15. Complaints

All complaints must be made in writing to the Secretary and signed by the persons complaining; and none shall be attended to unless this rule is complied with. The Secretary shall submit all such complaints to the Committee, who shall take the matter into their consideration, and they shall have the power to give such deliverance or order thereon as they consider necessary.

This Constitution has been approved in accordance with 13.1 above, and accepted as the Constitution for The Moffat Golf Club, signed: