

Mid-Herts Golf Club

Rules of the Club

After amendments at
The AGM 2010

Effective 26th April 2010

1. Name

The name of the Club is the Mid-Herts Golf Club [hereinafter called 'the Club'] and is a Members Club affiliated to the English Golf Union and the English Women's Golf Association.

2. Objects

The Club's object is to promote the game of golf by adopting the Rules of Golf approved by the Royal and Ancient Golf Club and to maintain a golf club for the accommodation of the Members by providing facilities for golf and social amenities, together with all privileges, advantages and conveniences consistent with a members' golf club. The Club is a non-profit making organisation. All profit and surpluses will be used to maintain or improve the Club's facilities. No profit or surplus will be distributed other than to another non-profit making body or to members on winding up or dissolution of the Club.

3. Management of the Club

(a) Management of the Club will be vested in two separate bodies, namely a Board of Management responsible for the management and control of the course, property, funds, finances, Membership and administration of the Club and a Captain's Committee responsible for all golfing and social activities of the Club.

(b) Each of the Board of Management and the Captain's Committee shall meet for the despatch of its business and regulate its meetings, including the filling of vacancies and co-option of additional Members until the next Annual General Meeting, as it thinks fit. Four Members shall be a quorum for the Board of Management and five in the case of the Captain's Committee.

4. Board of Management

(a) Without prejudice to the generality of the preceding paragraph, the Board of Management shall have the following specific powers:

(i) to appoint a General Manager and determine his or her duties which will include accepting the post of Secretary to Mid-Herts Golf Club Limited (the "Company") and to fix his or her remuneration and other terms and conditions of service by legal contract

(ii) to engage, control and dismiss all paid employees of the Club

(iii) to impose restrictions as to times and days on which golf may be played and other restrictions and conditions to apply either generally or for such categories of Members or visitors as the Board of Management may decide, not extending to the arrangements for playing Members competitions or matches

(iv) to direct the Company in the management of its assets but in all matters subject to Rule 11

(v) to draw up such Bye-Laws as they consider necessary for the management, conduct and well being of the Club, to publish the current Bye-Laws in the Annual Club Diary and to alter or rescind the same by notice placed on the general notice board at the Club or by such other means by which the change can be notified to Members. Any such change shall have effect until set aside by Members in General Meeting

(vi) to exercise all such executive and administrative powers as may be necessary for properly carrying out the objects of the Club and which are not by these Rules expressed to be done or exercised by the Captain's Committee, the Ladies Committee or by the Club in General Meeting

(vii) to implement the recommendations of the Captain's Committee and the Ladies Committee in respect of the candidates for Membership.

(b) The Board of Management shall consist of four voting Members elected by Members in General Meeting together with the Captain, a nominee of the Ladies section and the Honorary Treasurer, all with equal voting rights. They shall appoint a chairman from one of the four elected Members. The elected Members shall serve for a period of four years but notwithstanding this at least one of the elected Members shall retire annually but shall be eligible for re-election, the Member so to retire being the longest in office. As between Members who have been in office the same length of time, the retiring Member shall be chosen by lot.

5. Captain's Committee

(a) The Captain's Committee shall be responsible for:

- (i) the arrangements of golf competitions and matches of the Club
- (ii) the handicapping of all male Members
- (iii) the promotion and encouragement of the Junior section of the Club
- (iv) the conduct of Members in the Clubhouse and on the course
- (v) the social events and activities of the Club
- (vi) considering all applications for Membership of the Club made in accordance with the rules and shall forward the applications of those they propose to accept to the Board of Management for implementation.

(b) The Captain's Committee shall consist of the Captain, who shall be Chairman, the Vice Captain, the Immediate Past Captain, a nominee of the Ladies Section, six elected voting Members and the Honorary Treasurer. The elected Members shall serve for a period of three years but notwithstanding this at least two of the elected Members shall retire annually but shall be eligible for re-election, the Members so to retire being the longest in office. As between Members who have been in office the same length of time, the retiring Members shall be chosen by lot.

6. Office Bearers

(a) A President and Vice President shall be elected by the Members in General Meeting and shall serve for a period of three years. They will be Full Members of the Club of at least ten years' standing. They shall be charged with the overall and long term welfare of the Club and the maintenance of its Rules in the pursuit of its objectives but shall have no role in the day to day management of the Club. In the event of a vacancy occurring (i) in the office of President, the Vice President shall assume his/her duties and authorities, or (ii) in the office of Vice President, the President shall assume his/her duties and authorities, in each case in addition to his/her own until the vacancy is filled at the next General Meeting of the Club.

(b) The Captain and Vice Captain each of whom shall be a Full Member and have served on the Captain's Committee or Board of Management shall be appointed and elected, respectively, annually at the Annual General Meeting to hold office until the following Annual General Meeting. The Vice Captain once elected shall be Captain for the year following his/her year as Vice Captain.

(c) The Honorary Treasurer, who shall be a Member (and if a Non-Voting Member shall previously have been a Voting Member) and shall be elected at the Annual General Meeting for a period of three years, after which he/she shall retire but will be eligible for re-election.

(d) The Independent Examiner, who shall either be a suitably qualified external person or firm or shall be or shall have been a Voting Member, and shall be elected at the Annual General Meeting for the following year, after which he/she shall retire but will be available for re-election. The Independent Examiner shall be responsible for examining the annual accounts of the Club and issuing the statement referred to in Rule 10(a).

7. Membership

Membership is divided into the following categories:

Category	Entitlement to vote	Playing Times (see note (a))	Entitlement to sponsor new Members (see also rule 8)
Full	Yes	7 days a week	Yes
Associate Gentlemen only (closed to new applicants)	Yes	7 days a week except Sunday a.m.	Yes
Five Day	Yes	Weekdays only	Yes
Junior See note (b)	No	As determined by the Captain's Committee	Another junior provided that the other sponsor is a Voting Member
Cadet See note (c)	No	As determined by the Captain's Committee	Yes provided that the other sponsor is a Voting Member
Retired See note (d)	Yes	As determined by the Captain's Committee	Yes
Country See note (e)	No	As determined by the Captain's Committee	No
Non-Playing See note (f)	No	None	No
Honorary See Note (g)	Yes	As determined by Captain's Committee	Yes

Notes

(a) Refer to the Bye-Laws for special playing conditions for Tuesday and Sunday Mornings.

(b) Members under 18 years of age at subscription renewal date.

(c) Members over 18 and under 25 years of age at subscription renewal date.

(d) A Retired Member is entitled to a reduction in annual subscription having reached the age of 70 and having been a member for 10 years. This category has been closed to new entrants since January 2000.

(e) Available to established Members whose place of residence is not within 40 miles of the Clubhouse.

(f) A Member who is entitled to use the Clubhouse facilities but has no privileges on the course.

(g) At the discretion of the Captain's Committee and with the agreement of the Board of Management, Honorary Membership may be accorded to members who have given long and distinguished or exceptional service to the Club.

8. Election of Members, Fees & Subscriptions

(a) Applicants for Membership shall be proposed by such Members and on such terms as the Captain's Committee shall from time to time determine. The Captain's Committee may also determine to hold Open Days or other activities at which applications for membership are sought. All proposal forms shall be posted for fourteen days on the main notice board before the application is considered.

(b) Membership of the Club is open to all the community irrespective of their age, gender, ability, race, religious or political beliefs, ethnic origin, colour, social status, or sexual orientation, without discrimination, except as a necessary consequence of the requirements of the game of golf. All applications will be considered by the Captain's Committee in accordance with Rule 5 (a)(vi)

(c) Entrance Fees and Annual Subscriptions for all classes of Membership shall be fixed by the Board of Management except that no increase which results in the potential total annual subscriptions for the year (based on the membership at the time the decision is taken by the Board) exceeding the total annual subscriptions for the previous year (based on the same membership) by more than 10 % may be instituted except by the ordinary resolution of Members in General Meeting. The Board shall have discretion to increase fees and subscriptions not paid within two months of the subscription renewal date by up to 10% and to determine that those members who fail to pay within three months of the subscription renewal date shall cease to be members of the Club.

(d) A Member having paid his/her subscription shall thereby be held to submit to the Rules, Bye Laws and Regulations of the Club.

(e) The Captain's Committee shall have the power to remove or suspend from the List of Members anyone who has committed any act prejudicial to the well being and good order of the Club.

(f) When any Member is expelled, suspended or resigns from the Club, there will be no entitlement to any refund of subscription or fees other than any outstanding loan from that Member.

9.1 General Meetings of the Club

(a) An Annual General Meeting of the Club shall be held each year at such time (not being more than 15 months after the holding of the preceding Annual General Meeting and not more than four months after the date of the annual accounts) and at such place as the Board of Management may decide. Notice of the date of the Annual General Meeting shall be placed on the Notice Board thirty-five days before its date. At least 21 days' notice shall be given by the General Manager to each Member, such notice to contain a copy of the Annual Report and Accounts, the Independent Examiner's report thereon, a form of proxy for use at the meeting (if required), any ordinary resolutions to be placed before the meeting and the names of all candidates nominated for President, Vice President, Vice Captain, Honorary Treasurer, Independent Examiner and all other candidates nominated for the Captain's Committee, and to fill vacancies on the Board of Management together with the names of their respective proposers and seconders.

(b) Nominations for Office Bearers, the Board of Management and the Captain's Committee shall require a proposer and one seconder. Nominations for the Board of Management shall also be supported by a curriculum vitae of the nominee. No Member may be elected to both the Board of Management and the Captain's Committee. A Member may propose or second only one candidate for election to the Board of Management and one Member for the Captain's Committee at each Annual General Meeting.

(c) The business of the Annual General Meeting, for which fifty Members entitled to vote, present in person or by proxy, shall form a quorum, shall be limited to:-

- (i) the confirmation of the minutes of the previous Annual General Meeting and any other General Meetings since the last Annual General Meeting which shall be circulated to all Members with the Notice of the Meeting
- (ii) matters arising out of these minutes
- (iii) the submission of the Annual Report, Accounts and Three Year Rolling Plan.
- (iv) when necessary the election of President and/or Vice President
- (v) the election of a Vice Captain for the ensuing year
- (vi) when necessary the election of an Honorary Treasurer
- (vii) the election of candidates to fill vacancies on the Board of Management
- (viii) the election of candidates to fill vacancies on the Captain's Committee
- (ix) the election of Independent Examiner/s for the following year
- (x) any motions, or ordinary resolutions to amend the Rules of the Club for which the notice has been given
- (xi) to receive comments from the Members

(d)

- (i) All resolutions shall be ordinary resolutions and shall be determined by a simple majority of those present (in person or by proxy) and entitled to vote except resolution(s) to alter Rule 11
- (ii) Any change or amendment to Rule 11 shall require a Special Resolution which shall require a majority of 75% of the members present (in person or by proxy) and entitled to vote at the meeting. Any meeting called to consider a Special Resolution shall require a quorum of not less than 75% of the voting Membership of the Club present in person or by proxy and the notice required for such meeting shall be sixty days.
- (iii) The Board of Management may make proper arrangements for proxy voting and/or voting by email or similar electronic communication at any general meeting in accordance with this Rule. Each form of proxy may appoint the Chairman or any other voting member as his or her proxy and shall be delivered to the General Manager's office at least 48 hours before the time of the general meeting. The voting member appointed as proxy (or the Chairman if appointed as proxy) shall vote as directed in the form of the proxy but, if there is no such direction, may vote as he or she thinks fit. A member who has delivered a form of proxy shall be entitled to vote if he or she decides to attend the meeting in which case the proxy form shall be of no effect.

(e) Any voting Member may bring forward a motion or motions relating to the management of the Club subject to the motion being seconded by one other voting Member and giving the General Manager 28 clear days notice in writing. The General Manager shall place a copy of the motion[s] on the notice board at least 21 days before the meeting.

(f) The Board of Management may, on giving 28 days notice, call an Extraordinary General Meeting and shall be bound to do so not more than 28 days after receiving a requisition signed by at least 50 voting Members stating the object for which they require the meeting to be called; or if required for any reason by the President and Vice President acting together. The quorum for such a meeting shall be 50 members present in person or by proxy and entitled to vote.

(g) if the purpose of the Extraordinary General Meeting is to consider a Special Resolution, Rule 9(f) shall still apply, but the provisions of Rule 9(d)(ii) shall apply as to the length of notice and quorum required.

(h) All Members are entitled to attend General Meetings and notice of such meetings will be sent to all Members.

(i) The Chairman of all General Meetings of the Club shall be the President or in his/her absence the Vice President or, in their absence, any Voting Member elected by the meeting. The Chairman shall have a casting vote in the event of equality of votes on any ordinary resolution.

9.2 Proceedings at General Meetings

(a) If the requisite quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same time, place and day in the next week and those members present at such adjourned meeting shall constitute the quorum.

(b) The Chairman may, with the consent of a meeting, adjourn the meeting for any reason for not more than seven days.

(c) In the case of adjournment under either paragraph(a) or (b) it shall not be necessary to give notice of the adjourned meeting, but no business may be conducted at the adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

(d) A resolution put to the meeting shall be decided on a show of hands, unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. A poll may be demanded;

(i) by the Chairman

(ii) by at least ten members having the right to vote at the meeting

and a demand by a person as proxy for a member shall be the same as a demand by the member.

(e) A poll shall be taken in such manner as the Chairman directs. The results of a poll shall over-rule any result of a show of hands on the resolution in question.

(f) A declaration by the Chairman that a resolution has been carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of that fact.

(g) Any proposed amendment to an ordinary resolution shall only be considered at the Meeting if it has been submitted in writing to the General Manager, signed by at least two Voting Members, at least 14 clear days before the meeting. The General Manager shall place a copy of the proposed amendment on the Notice Board as soon as practicable after receiving it. A proposed Special Resolution shall not be capable of amendment

10. Financial Matters

(a) The Board of Management shall have overall responsibility for the finances of the Club. The Honorary Treasurer shall be responsible for keeping proper records of the Club's financial transactions. The Chairman of the Board of Management shall be responsible for presenting the Annual Report and Three Year Plan and the Honorary Treasurer shall be responsible for presenting the annual accounts to the Annual General Meeting. The annual accounts shall contain a report by the Independent Examiner that no matter has come to their attention which gives them reasonable cause to believe that in any material respect the Board of Management's responsibilities (i) to keep accounting records and (ii) to prepare annual accounts which accord with the accounting records and comply with applicable accounting standards and these Rules, have not been met; or to which in their opinion, attention should be drawn in order to enable a proper understanding of the annual accounts to be reached.

(b) The Board of Management shall have powers to borrow money for normal Club purposes from the Club's banker or any recognised commercial lender on such terms and conditions as they see fit, except that any borrowing for expenditure in excess of 12.5% of the subscription income for the previous financial year, shall require the prior approval of Members in General Meeting.

11. Land

(a) The freehold title to all land owned by the Club is vested in the Company which is a registered trustee company limited by shares and governed by its Memorandum and Articles of Association. The Board of Management shall have responsibility for maintaining financial and fiduciary relationship between the Club and the Company, but shall not direct the Company to sell, transfer, lease or otherwise dispose of any land or buildings comprising the assets of the Company, except with the prior approval of a Special Resolution of the Club in General Meeting.

(b) In the event of a Special Resolution requiring the dissolution of the Club being carried, the Board of Management and the Directors of the Company shall proceed to realise the property and assets of the Club and after discharging all liabilities, shall divide the net proceeds of realisation under the joint supervision of the Independent Examiner of the Club and the Directors of the Company amongst Members as at the date of the General Meeting, rateably in proportion to the aggregate amount each such Member has paid in annual subscriptions over the past ten years immediately preceding that date and after such division the Club shall be dissolved and the Company wound up.

12. Ladies Section

Subject to the foregoing Rules of the Club and any relevant Bye Laws imposed by the Board of Management, the Ladies section shall appoint their own Captain, office bearers and Committee Members as are required and under such rules as the Lady Members shall determine, to regulate their handicaps, matches, meetings, competitions and any other matters solely concerning the Ladies Section.

13. Indemnity

The Club shall indemnify out of its assets any and all liabilities, actions, proceedings, claims, costs, demands, damages and expenses (including legal fees) incurred by or threatened against any Office Bearer, Member of the Board of Management or Captain's Committee or employee of the Club as a result of discharging the duties of their office, except for any liability incurred through misconduct of fraud on their part.

14. Supply of Intoxicating Liquor

Alcoholic liquor may be served to Members on the Club premises only during permitted hours. Details will be displayed in the bar. Subject to any restrictions which may from time to time be imposed by the Board of Management, the following persons shall be entitled to admission to the Club premises and to purchase intoxicating liquor, viz:-

- (a) Golfers on payment of the appropriate Green Fee
- (b) Those taking table meals in the Club premises
- (c) Those attending any function at the Club premises in whatever capacity,
- (d) Caddies and Club Employees, and.
- (e) Guests of the Club

No person under the age of 18 years may purchase or be supplied with intoxicating liquor.