

CONSTITUTION AND RULES OF THE REDWOOD PARK GOLF CLUB INCORPORATED

As adopted at a Special General Meeting held on the 4th day of October 1994.
Amended August 1996. Amended AGM 1999. Amended AGM 2000. Amended
AGM 2010. Amended AGM 2013.

1. NAME

The Club shall be called "Redwood Park Golf Club Incorporated" (herein after referred to as "the Club").

2. INTERPRETATIONS

2.01 The "Club" means the Redwood Park Golf Club Incorporated.

2.02 The "Office" means the registered office of the Club.

2.03 "Financial Year" means the year commencing on the first day of August and ending the last day of July.

2.04 "Subscription Year" means the first day of January ending the last day of December.

2.05 The "Board" means the Board of Management of the Club.

2.06 Words importing persons include Corporations, words denoting the masculine gender shall be deemed to include the feminine gender and words importing the singular number include the plural number and vice versa.

2.07 These "Rules" means the rules or any other rules or by-laws of the club for the time being in force.

2.08 "Regulations" means such rulings or by-laws as the Board shall make from time to time to facilitate the operation of the Club.

2.09 "The Act" means the "Incorporated Societies Act 1908" and its amendments and any statutory provisions for the time being in force in modification of or substitution of the same.

2.10 "Playing Season" is deemed to be the time between Opening Day and Closing Day in any Calendar year, both days to be included.

2.11 A member and his classification is as defined in Rule 16.

2.12 "Club Colours" means Green Blazer, Red Jersey, a Short Sleeved Shirt which may incorporate the Colours of Green, Red, Black, White and Grey in a design approved by the Management Committee, with Black or Grey Trousers.

2.13 "Secretary" means Secretary-Manager, Manager or such person responsible for Secretarial Duties as appointed by the Board.

2.14 "Chairman" means "Chairperson".

3. OBJECTS

3.01 To provide a high standard of facilities and amenities for the playing of the game of amateur golf and any other amateur sport or activity which when specifically

authorised by the Board of Management may be carried on in conjunction therewith.

- 3.02 To provide an organisation to efficiently control and manage the aforesaid facilities and amenities and to encourage the growth of the game of golf at all levels.

REGISTERED OFFICE

4.01 The "Registered Office" of the Club shall be at the Club House, 13 Knox Road, Swanson, Waitakere City or any other place determined by the Board of Management.

4.02 The Common Seal of the Club shall be kept in the custody of the Secretary, or such other person authorised by the Board, and shall be affixed to documents at the direction of the Board and attested by the Secretary and any one other of the Board Members

5. BOARD OF MANAGEMENT

5.01 The Management of the Club shall be directed by a Board of Management which shall consist of:

The Club Captain, Who shall be the leader of the Club for Golf purposes.

The Club President who shall be the leader of the Club for Social purposes.

The Ladies Member.

Three Members.

One Finance Director,

5.02 All of these members shall be called "Board Members".

6. OFFICERS OF THE CLUB

The Officers of the Club shall be:

6.01 The " Club Captain" and The "Club President" who shall be elected Annually at the Annual General Meeting and must have been a Full Playing Member for at least four years and to have served at least two years on a Redwood Park Golf Club Committee.

6.02 The "Ladies Member" who shall be the elected nominee from the Ladies Annual General Meeting and must have been a Full Playing Member for at least three years and to have served at least one year on a Redwood Park Golf Club Committee, and Ratified at the Annual General Meeting.

6.03 “Three Members” who shall be elected at the Annual General Meeting shall serve a two year period and must have been a Full Playing Member for at least three years and to have served on a Redwood Park Golf Club Committee for at least one year. In the event that these Three Members are elected at the same Annual General Meeting, one member (drawn by lot at the next Board Meeting) shall serve only one year, where the other two members will serve two years. Any Member that serves on the Board may stand for re-election.

6.04 Finance Director: To be appointed by the Board.

7 PATRON AND VICE PATRON'S

7.01 A "Patron" and “Vice Patron" or "Vice Patrons” shall be elected annually at the Annual General Meeting.

8. ELECTION OF OFFICERS.

8.01 Members eligible for election must be: Life Members, Full playing Members or Midweek Members.

8.02 Any member may be proposed and seconded for more than one position but may only hold one position

8.03 All candidates for election must be nominated and seconded by financial members of the Club and the names of such candidates together with the names of their proposers and seconders must be in the hands of the Secretary on the correct nomination form not more than 42 days nor less than 21 days before the time fixed for the Annual General Meeting.

8.04 The consent of the member to nomination shall be endorsed on the nomination form.

8.05 Immediately after the period of 21 days mentioned in 8.03 above has commenced, all nominations for the various positions in the Club shall be posted in the Clubhouse.

8.06 When the number of nominations does not exceed the number required, the persons so nominated shall be declared to be nominated to the respective positions at the Annual General Meeting of the Club.

8.07 If more members are nominated for any position than are necessary to fill such position, then a ballot shall be held.

8.08 In the event of insufficient nominations being received for any position, then nominations for those positions shall be called for from those eligible and present at the Annual General Meeting. In the event of only sufficient nominations being received to fill the vacancies then the person so nominated and giving their consent to such nominations shall be declared elected. If more nominations are received than positions available, then such vacancies shall be filled by ballot of members present and eligible. In the event of there still being insufficient nominations, the Board shall appoint a member or members, to fill the vacancy or vacancies.

- 8.09 Any member of the Board can be removed from office by a resolution passed by at least two thirds majority of members present at a special general meeting of the Club called for such purpose, providing written notice having been given to all voting members not less than fourteen days before the date of such meeting, or by unanimous agreement by all other members of the Board of Management in the case of a member being convicted of a criminal act, a act detrimental to the good of the Club, or being absent from the Board for a period of three months without leave of absence from the Board.
- 8.10 In the event of a Board Member vacating his seat, the nominee with the next highest count of votes at the last A.G.M. shall fill that seat. In the case where that nominee declined the position (or there was no further nominee) then the Board shall appoint a member to fill that position.
- 8.11 Should elections require voting by ballot then voting papers shall be available from the office during normal working hours from fourteen days prior to the time fixed for the Annual General Meeting. Any votes so cast prior to the Meeting shall be placed in a sealed box, opened and counted by the scrutineers on the night of the Annual General Meeting. The names of all persons voting, either before or at the Annual General Meeting shall be recorded so that no person shall have more than one vote.
- 8.12 A retiring member of the Board of Management shall have the right to stand for re-election.

9 COMMITTEES

- 9.01 A Captains Committee shall be elected at the A.G.M.: Consisting of a Vice Captain, Junior Director and eight committee members for the Golf Committee which shall run the Men's golf events. The Captain with the Vice Captain shall appoint those elected to positions on the Match Committee, Golf Committee and such other Committees as shall be decided upon.
- 9.02 A President's Committee shall be elected at the A.G.M.: Consisting of four members to assist the President in the duties relating to Clubhouse and Social matters.
- 9.03 Any member may serve on both the Captain's and President's Committees.
- 9.04 Committee Members may be elected from all categories of membership, on the same terms and conditions as 8.03, 8.04, 8.05, 8.06, 8.07 and 8.08.

10 DUTIES AND POWERS OF THE BOARD OF MANAGEMENT

- 10.01 The management and control of the affairs of the Club shall be vested in the Board of Management which shall have and may execute all powers and do all acts and things which may be exercised and done by the Club and which are not expressly directed or required to be exercised or done by the Club in General Meeting, or as otherwise provided by these Rules and may make regulations and by-laws accordingly with regard to the utilisation of the facilities of the Club and for the Club's activities.

- 10.02 The Board shall have the power to co-opt and appoint any member of the Club or other person to a sub-committee for any specified purpose it may deem necessary and co-opt other members to the Board in case of resignations from the Board.
- 10.03 (a) In particular and without derogating from its general powers, the Board shall have the power to hire, employ, engage, appoint and dismiss Secretaries, Managers, (Secretary-Manager) Employees and Agents and to pay to them and to other persons in return for services rendered to the club, salaries, wages, honorariums, gratuities, fees as may be advantageous for the purposes of the Club upon such terms as may from time to time be determined.
- 10.03 (b) No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
- 10.03 (c) Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.
- 10.03 (d) The Board of Management members duly elected pursuant to the rules may be reimbursed for Board meetings at a rate per meeting as determined by the Board from time to time but in total for any year not exceeding an annual subscription (excluding levies) for the term of their office.
- 10.04 The Lady members of the Club may elect a committee of Ladies to manage the affairs pertaining to ladies golf only, subject to the control of the Board
- 10.05 That members over the age of 55 may elect a Committee of Veterans to manage the affairs pertaining to Veterans Golf only, subject to the control of the Board of Management.
- 10.06 To establish by-laws relating to the operation of the Course, Clubhouse, Grounds, Sporting and Social activities and the conduct of Members.
- 10.07 All Rules and Regulations of the Club shall be posted or kept in the office or in the Clubhouse and shall be binding on all members.
- 10.08 In furtherance and not in limitations of and without prejudice to the general powers of the Board conferred or implied by these rules or otherwise howsoever, it is expressly declared that the Board shall be entrusted with and may make exercise and perform the following powers and duties:-
- 10.09 To carry out all contracts entered into by the Club.
- 10.10 To purchase, acquire, construct, alter or maintain such buildings, fences, machinery and other works as are required by the Club. No commitment involving expenditure of a Capital Nature in excess of \$75,000 for any one item may be made without approval of a resolution made at a General Meeting.
- 10.11 To buy or sell any real or personal property or any rights or privileges at such price and upon such terms and conditions as it thinks fit and to give and execute such mortgages, deeds, instruments and securities as are considered necessary.

- 10.12 No commitment for the purchase or sale of land may be made without approval of a resolution passed at a General Meeting of Members.
- 10.13 The Board may delegate any of its powers to Committees consisting of such member/s of the Club and any other persons whether member of the Club or not, as the Board thinks fit. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board. No Committee shall commit the Board to any expenditure without the prior consent of the Board, which shall be expressly provided with all reports of each meeting of a Committee appointed pursuant to this clause and be placed before the next meeting of the Board.
- 10.14 Alterations to the Course of a major nature must be subject to approval by a General Meeting of Members. Alterations to the Course of a major nature, are deemed to be a change of the playing order of the holes or construction of new holes. This does not include reconstruction of existing tees, fairways and greens.
- 10.15 To withdraw membership privileges for a period not exceeding twelve months, on any member for any wilful breach of the Rules and Regulations of the Club.
- 10.16 To curtail the use of any of the facilities of the Club when it is deemed necessary for its preservation or in the interest of the Club.
- 10.17 All funds belonging to the Club shall be lodged to the credit of an account or accounts in the Clubs name at such banks as the Board shall from time to time decide upon. Moneys may be withdrawn from such accounts for the benefit of the Club and Members under the signature of the Secretary and Finance Director or any other two Board Members as are authorised by resolution of the Board with the exception of the Ladies and Veterans Section accounts which may be operated for running their section by two of their Committee members nominated by a resolution of their Committee.
- 10.18 To close the list of members, or any class thereof, at and for such time or times and subject to such conditions as it may deem expedient or otherwise to regulate the number of members of any class.
- 10.19 To construe or interpret these Rules for all purposes such construction or interpretation to be final and binding unless rescinded by a General Meeting of the Club.
- 10.20 To appoint representatives or delegates or become a member of any other association or club whose objects are similar to the objects of the Club, or the establishment or promotion of which may be beneficial to the Club.
- 10.21 To promote the Club in all aspects positively.

11 CHAIRMAN OF MEETINGS

- 11.01 The Board Members shall elect a Chairman from the Board of Management at the first meeting held which shall be within two weeks of the Annual General Meeting.

11.02 At any General Meeting of the Board the Board Chairman or in his absence the President or a nominated member shall take the chair; at any Captain's Committee meeting the Captain or in his absence the Vice Captain shall chair the meeting; at any President's Committee Meeting the President or his delegated member shall chair the meeting. At any sub-committee, an elected member shall chair the meeting, but when the Captain, Vice Captain, or Chairman are members they shall chair the meetings, or their delegated Members. No Chairperson shall have a casting vote.

12 NUMBER OF MEETINGS

12.01 The Board shall meet at such time and at such places as it shall determine and failing agreement shall meet monthly in the Clubhouse. Notice of any Board Meeting shall be given to all Board Members.

13 MEETINGS

13.01 The Quorum for any meeting of the Board shall be four.

13.02 The Quorum for any Annual or Special General Meeting shall be thirty.

13.03 At any committee or sub-committee meeting the quorum shall be at least two thirds of the Committee.

13.04 The Annual General Meeting of the Club shall be held subject as hereinafter appears not later than the 30th November in each financial year on a date to be fixed by the Board and for the following purposes;-

13.05 To receive and, if thought fit, so adopt the report of the Board and the balance sheet and statement of accounts for the past year.

13.06 To elect a Patron and Vice Patron's.

13.07 To elect Officers of the Club in terms of this constitution

13.08 To elect Committee Members in terms of this Constitution.

13.09 The "Auditor" shall be appointed at the Annual General Meeting on such terms as stipulated by the Incorporated Societies Act.

13.10 To transact such other business as shall be brought forward and shall have been sent to all members by post fourteen days prior to the date fixed for the Annual General Meeting. Any member wishing to bring any motion before the Annual General Meeting must give notice in writing to the secretary not later than thirty one days before the meeting. No such notice shall come before the meeting under this time frame unless the Board shall see fit to dispense with this rule in any particular case.

13.11 A Special General Meeting may be called at any time by direction of the Board or shall be called by the Secretary upon request in writing of at least five percent of the financial adult members (eligible to vote) being not less than twenty in number. The notice calling the meeting and setting forth the nature of the business to be dealt with shall be sent by post to all members at least seven days prior to the date fixed for the holding thereof. In the case of a meeting convened on the request of members such meeting is to be held within twenty one days

from the time to receive such request. No Special Meeting shall deal with business other than specified on the notice calling same.

13.12 Any member of the Board or a Committee absenting themselves for three consecutive meetings without leave of absence shall vacate their position.

14 VOTING AT MEETINGS

14.01 At all General Meetings all adult financial members present, excepting those in Social and Summer membership categories, present shall be entitled to one vote and in the case of equality, the motion shall be deemed lost.

14.02 The mode of voting on all matters shall be by voices, or, if the Chairman or any five members entitled to vote shall request, by a show of hands, or ballot. If a poll or ballot is demanded it shall be taken in such a manner as the Chairman shall decide.

14.03 Save where otherwise provided in these rules any motion submitted to a meeting shall be deemed to be carried if approved of by the majority of members present and entitled to vote, whether such approval is signified by voice, a show of hands or by ballot.

14.04 Subject to the right of members to require a show of hands or a ballot is herein before provided the declaration of the Chairman that a resolution has by voice been carried or lost together with an entry in the minute book shall be conclusive of the fact.

14.05 Notwithstanding anything herein before contained no member shall be entitled to vote either as a Board Member or at a General Meeting on any matter in which he has pecuniary interest otherwise than a member of the Club unless he shall have first declared that interest.

14.06 A member is un-financial whose subscription is in arrears and shall not be eligible to vote either as a member of the Board or as an ordinary member of the Club until such arrears are paid.

15 MINUTES OF MEETING

15.01 Minutes shall be kept of all resolutions and proceedings at General, Special, Board and Committee Meetings. All such minutes shall be ratified at the following meeting. Copies of all Committee meetings must be presented at the following Board Meeting.

16 MEMBERSHIP

The members of the Club shall consist of ;-

16.01 "LIFE MEMBERS" Any member who, on the recommendation of the Board, is created a Life Member at any General Meeting where upon such member shall from the time of his election be a Life Member of the Club and shall enjoy the rights and privileges of a full Adult Member but shall not be liable to pay any annual subscription. A two thirds majority of those voting shall be necessary to validate such election. There shall not be more than six Life Members (active) at any one time.

- 16.02 "FULL MEMBER" shall be a person eligible for membership who has applied for membership on the written application form to the Board and shall become a member upon acceptance by the Board which at its discretion may refuse to admit any applicant to membership of the Club without assigning any reason for such a refusal.
- 16.03 "MID WEEK MEMBERSHIP" shall have all the rights of a Full Member except playing on the course at weekends or public holidays other than special occasions as authorised by the Board.
- 16.04 "JUNIOR A" Shall be Boys or Girls who are attending primary, intermediate or secondary schools
- 16.05 "JUNIOR B" shall be persons who have left school but have not attained twenty years of age by the 1st. January. Upon attaining the age of twenty juniors must apply to become adult members and pay the adult rate of subscription.
- 16.06 "STUDENT" shall be full time tertiary education students up to and including twenty years of age. A Student who has been a member for three years or more may, on application to, and approval by the Board, enjoy the rights and privileges of full membership up to twenty three years of age while continuing to pay "Junior B" membership subscription.
- 16.07 Exception to Junior and Student rates are those Junior members who were members of the Club prior to the Annual General Meeting of 1993 who come under the privileges of the old ("The Redwood Park Country Club Inc.") membership.
- 16.08 "CORPORATE MEMBERSHIP" Shall be for Companies accepted for membership by the Board on terms and conditions set by the Board but shall not have any voting rights.
- 16.09 "SOCIAL MEMBERSHIP" Shall be for members who may have full use of the Clubhouse facilities but may not play golf without paying full green fees. Social members have no voting rights.
- 16.10"On Application, members who have been Full-Playing or Mid-Week for a continual period of 20 years, may apply for a discount of 25% of the years subscription rate in the category that they play in"

17 SUBSCRIPTION

- 17.01 The amount of subscription shall be fixed by the Board and shall be paid at such times and in such manner as the board shall determine.
- 17.02 If any member fails to pay his subscription after the due date for such subscription the Secretary must notify said member of such failure of payment, one month from notification the Secretary must present such person's name at the next Board meeting. The Board shall have the power to erase the defaulter from the list of members and said defaulter shall cease to be a member of the Club, but the Board shall have the power to reinstate any such member if he justifies the delay to its satisfaction. Un-financial members will not be entitled to participate

in any meeting of the Club, to compete in any competitions or participate in any of the privileges of the Club.

17.03 The entrance fee (when applicable) must accompany all applications for membership.

18 RESIGNATIONS

18.01 Written resignations from financial members will be accepted by the Board, but resignations from unfinancial members will be approved only when outstanding payments due to the Club have been discharged.

19 EXPULSION/SUSPENSION OF A MEMBER

19.01 Should any member wilfully infringe these rules or any Club by-laws or be guilty of any unsportsman like conduct or act in a manner detrimental to the interest of the Club, the Board shall have power to:

(a) Suspend such member for a period not exceeding 12 calendar months during which period the member shall not take part in any of the Club's activities.

(b) Call upon such member to resign membership, and should a written resignation not be received within seven days of the Board's decision then the membership shall be cancelled forthwith.

19.02 The Board shall be sole judge and its decision shall be final.

19.03 Prior to exercising the aforesaid power of expulsion or resignation the Board shall give the offending member a reasonable opportunity to appear before the Board to give an explanation and to answer questions.

19.04 Any decision to suspend or expel a member must have a clear majority of two thirds of those present and voting.

20 COMPLAINTS

20.01 All complaints must be in writing to the Club Secretary who shall submit them to the Board. In no circumstances shall a servant of the Club be reprimanded except by direction of the Board.

21 ALTERATION OF RULES

21.01 These Rules may be altered, added or rescinded by a two thirds majority at any Annual General or Special General Meeting of the Club. Notice of any such proposed alteration, addition or rescission which is to be considered must be forwarded by the Secretary to each member at least fourteen days before the date of the meeting at which time each proposed alteration, addition or rescission is to be considered. Any member desiring to propose any alteration, addition or rescission to these Rules by Special or Annual General Meeting shall give notice in writing to the Secretary at least twenty eight days before such meeting.

21.02 No addition to or alteration of the non-profit aims, personal benefit clause or the winding-up clause shall be approved without the approval on Inland Revenue.

21.03 The provisions and effect of this clause shall not be removed from this document

and shall be included and implied into any document replacing this document.

22 WINDING UP

22.01 The Club shall be wound up if at a General Meeting members pass a resolution requiring the Club to be wound up and if such resolution is confirmed at a subsequent general meeting called for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed.

22.02 If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the organisations but shall be given or transferred to the Local Authority in whose jurisdiction the land lies, with the proviso that it be kept open space for recreation and sporting uses similar to that operated by the club when it was wound up or given or transferred to some other organisation or body having objects similar to the objects of the first organisation, or purpose within New Zealand.

23 INDEMNITY

23.01 The Board and secretary of the Club shall be indemnified by the Club against all losses and expenses incurred in or about the discharge of their duties except such as arise from theft, fraud or collusion for personal gain.

24 MATTERS NOT PROVIDED FOR

24.01 Any matter affecting the Club and its members not provided for in these rules shall be dealt with by the Board as it may deem advisable in the best interest of the Club and any decision arrived at shall be considered final and binding on the members of the Club unless revoked at a subsequent General Meeting.

25 NOTICES

25.01 Each member shall be deemed to reside at the address given on his entry form unless the Secretary be notified otherwise in writing.

25.02 Any notice may be served upon a member either personally or by sending it through the post in a prepaid letter addressed to such member at his last notified address and shall be deemed received by him on the day following the posting of the letter.

25.03 No Meeting, resolution or other proceeding shall be invalidated by the accidental omission to give notice to any member or members, provided that the number of members affected by such omission does not exceed ten percent of the total membership.

These Rules rescind all previous Rules.

STANDING ORDERS FOR THE CONDUCT OF GENERAL MEETINGS OF THE CLUB

1. Members will assemble at the time and place appointed. The Chairperson shall preside at all meetings, or in his absence the Deputy Chairperson. In the absence of both these Officers the meeting shall appoint a member to be the Chairman.
2. The Secretary will take necessary steps to see that none but financial members and Life Members of the Club are present.
3. Full minutes of all proceedings of the meeting shall be kept by the Secretary or their appointee.

Business of Meeting:

4. The business shall be advertised and the order in which items of business are taken shall be as determined by the Chairperson or by resolution of the members present. If within fifteen minutes after the time appointed for the meeting a quorum is not present, the Chairperson may set a new time and date for another meeting and notify all members eligible for such meeting of the time and date.

Notices of Motion:

5. Motions must be fairly written and signed by the members proposing and seconding such motions. A motion moved and seconded shall be withdrawn only by leave of the meeting.
6. The terms of a motion may be altered by the proposer with the approval of the seconder, and such amended motion shall be fairly written and delivered to the Chairperson.

Superseding Motion:

7. A Motion may be superseded-
By the adjournment of a meeting, either on the motion of a member "That this meeting do now adjourn", or on notice being taken, and it appearing, that a quorum is not present.
By a motion being carried "That the meeting proceed to the next business"
By an amendment.

Conduct of Debate

8. Every member shall obey the orders and rulings of the Chairperson. If any member refuses to obey any such order or ruling, such member may thereupon, by resolution of the meeting, be held guilty of contempt, and such member may be suspended at the discretion of the meeting.

Time Limit of Speeches:

9. The proposer of a motion shall be allowed ten minutes in which to address the meeting, and his seconder five minutes. All other members shall have five minutes. The proposer shall be entitled to a reply of five minutes.