

**Title: Waterford Golf Club Constitution**

**THE COMPANIES ACT 2014**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**WATERFORD GOLF CLUB LIMITED**

**(AS AMENDED BY SPECIAL RESOLUTION DATED 28<sup>th</sup> February 2022)**

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**THE COMPANIES ACT 2014 COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**OF**

**WATERFORD GOLF CLUB LIMITED**

1. The name of the company is Waterford Golf Club Limited, hereinafter called "the Club".
2. The objects for which the Club is established are:
  - (a) To promote the game of golf and to establish, maintain and conduct a club for the accommodation of Participating Members and Non-Voting Members of the Club for the playing of golf and to lay out, prepare and maintain any lands for the playing thereon of golf and any other sports that the Board of Directors of the Club may consider to be suitable and any ancillary facilities that the Board of Directors may consider to be necessary.
  - (b) To promote and hold, either alone or jointly with any other club, association, or persons, golf meetings, competitions and matches, and to offer, give, or contribute towards prizes, cups, medals and awards, and to promote, give, organise, subscribe to, assist or support dinners, balls, concerts, tours, excursions and other entertainments and fundraising events for Participating Members and Non-Voting Members of the Club and their guests.
  - (c) To purchase, prepare, make, distribute, supply, hire or let on hire, lease, repair or exchange, sell and deal in, make or provide and maintain all kinds of golf clubs and balls, golf equipment, clothing, and all apparatus used in connection with golf, whether directly or indirectly including by means of partnership, joint venture, out-sourcing, sub-contract, delegation, licence, appointment or other similar arrangement.
  - (d) To provide a licensed bar, café, restaurant or dining facility for use by Participating Members and Non-Voting Members of the Club and their guests.
  - (e) To establish, promote, or assist in establishing or promoting, and subscribe to or become a member of any other club or association whose objects are similar, or in part similar, to the objects to the Club, or the establishment or promotion of which may be beneficial to the Club.
  - (f) To insure the property of the Club against damage or loss by fire or otherwise and to insure against liability for accident or injury happening to or sustained by Participating Members and Non-Voting Members of the Club, guests, spectators, visitors and players or by any person employed by or providing services to the Club, and to effect such other insurances as shall from time to time be considered conducive to the preservation of the Club and the protection of the Participating Members and Non-Voting Members of the Club, and to pay the premiums and other moneys required to maintain such insurances out of the moneys of the Club.
  - (g) To subscribe to any philanthropic or public objects, or to any institution or organisation calculated to benefit persons employed by the Club.
  - (h) To make Rules, Regulations and Bye-laws for the management, good government, administration and regulation of the Club, its property, Participating Members and Non-Voting Members of the Club, employees, visitors, spectators and other persons and from time to time to vary, amend or repeal the same.

- (i) To carry on any other business, which the Board of Directors of the Club may consider to be capable or being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Club.
- (j) To purchase, take on lease or in exchange, hire or otherwise acquire any real and/or personal property, and any rights or privileges which the Board of Directors of the Club may consider to be necessary or convenient for the purpose of its business, or may enhance the value of any other property of the Club, and in particular any land, buildings, easements, plant, stock-in-trade, options, rights and other entitlements.
- (k) To build, construct, alter, maintain, restore, enlarge, demolish, remove or replace, and to work, manage and control any buildings, offices, roads, ways, bridges, water-courses, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Club, and to join, in partnership, joint venture, outsourcing, sub-contract, delegation, licence, appointment or other similar arrangement, with any other person or company in the attainment of any such undertakings.
- (l) To improve, manage, develop, enhance, grant rights or privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Club.
- (m) To vest any real or personal property, rights or interest acquired by or belonging to the Club in any person or company on behalf of or for the benefit of the Club and with or without any express declared trust in favour of the Club.
- (n) To subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of any other company if in doing so the Board of Directors of the Club considers that the acquisition would benefit the Club.
- (o) Subject to obtaining any and all required legal and regulatory authorisations and licences, to receive money on deposit or loan and to lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and to guarantee the performance of any contract or obligation and the payment of money of or by any persons or companies, and to give guarantees and indemnities if, in the opinion of the Board of Directors of the Club, such would benefit the Club.
- (p) To borrow or raise money in such manner as the Board of Directors of the Club shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Club (both present and future) and also by similar mortgage, charge or lien to secure and guarantee the performance by the Club or any other person or company of any obligation undertaken by the Club or any other person or company as the cause may be.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable, financial or transferable instruments.
- (r) To invest and deal with the moneys of the Club not immediately required upon such investments and securities (whether trustee investments and securities or not) and in such manner as may be from time to time determined by the Board of Directors of the Club.
- (s) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise or with any person or company, that may seem conducive to the objects of the Club, or any of them, and to obtain from such government, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Board of Directors of the Club may think it desirable to obtain, and to carry out, exercise and comply therewith.

(t) To pay for any rights or property acquired by the Club, and to remunerate any person or company whether by cash payment or by the allotment of debentures or other securities of the Club credited as paid in full or in part or otherwise.

(u) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Club or for any other purpose which may in the opinion of the Board of Directors of the Club directly or indirectly benefit the Club, and to place or guarantee the placing of, underwrite, subscribe, for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.

(v) To sell, lease, mortgage, grant rights or options over or otherwise dispose of the property, assets or undertaking of the Club or any part thereof for such consideration as the Board of Directors of the Club may think fit, and in particular for shares, stock, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Club.

(w) To distribute among the Participating Members of the Club in specie or otherwise any property of the Club, or any proceeds of sale, disposal or realisation of any property of the Club.

(x) To cultivate, develop and turn to account any land owned by the Club or in which it is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with developers, builders, tenants and others.

(y) To provide for and furnish or secure to any Participating Member of the Club any conveniences, advantages, benefits or special privileges which in the opinion of the Board of Directors of the Club may be expedient, and either gratuitously or otherwise.

(z) To do all such other things as may in the opinion of the Board of Directors of the Club be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that the objects specified in each of the paragraphs of this Clause shall be construed and regarded as independent objects, and accordingly shall not be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

The terms "Participating Member", "Non- Voting Member" and "Board of Directors" shall have the respective meanings ascribed thereto in the Articles of Association of the Club.

The provisions of this Clause shall be subject to the Club obtaining, where necessary, for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

3. The liability of the members is limited.
4. Every Participating Member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while he or she is a member, or within one year afterwards, for the payment of the debts and liabilities of the Club, contracted before he or she ceases to be a Participating Member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding €63.50.

5. The Club adheres to good governance practice and follow Golf Ireland's guidance on good Club governance. We have a range of policies and practices which our membership is requested to comply with and breaches of these will be taken seriously. The Club has adopted Golf Ireland's 9 Governance Principles:

- Principle 1: Good Governance Govern your club well by adopting a robust constitution and set of policies to enable adherence to standards, best practice and legislation.
- Principle 2: Controls ensure appropriate internal financial and management controls are in place.
- Principle 3: Accountability & Transparency be open about the process of decision making, ensure elections are democratic and account to membership regularly.
- Principle 4: Gender Equality Take positive action to increase and encourage the number of women and girls playing, leading and working at the club.
- Principle 5: Safeguarding Adopt and implement the Code of Ethics and Good Practice for Children's Sport and Golf Ireland's Safeguarding Policy.
- Principle 6: Inclusivity develops an inclusive environment and welcome diversity at all levels of the game.
- Principle 7: Compliance Comply with The R&A Rules of Golf and Amateur Status, the affiliation rules of Golf Ireland and the Rules of Handicapping.
- Principle 8: Engagement Commit to active involvement and communication with volunteers and stakeholders
- Principle 9: Integrity be honest, fair and impartial. Acknowledge and manage conflicts of interest and loyalties appropriately.

6. We shall ensure all data and personal information under the control of our Club shall be held and maintained in accordance with our Data Protection Policy (GDPR) and relevant General Data Protection Regulation (GDPR) legislation.

7. Safeguarding Children and Vulnerable Adults

- The Club shall appoint a Children's Officer who shall be the Designated Liaison Officer in accordance with legislation. This person shall receive such training and education as necessary to fulfil the role and be vetted.
- The Children's Officer shall be responsible for formulating our child welfare and safeguarding policy for children and vulnerable adults. The Policy shall set out the policy of our Club including procedures in relation to stand down orders and vetting procedures and any other matters pertaining to child welfare.
- Any person in our Club appointed to hold a position with access to children and/or vulnerable persons must have complied with the Garda/Access N.I. Vetting procedure

8. The Club operates a number of policies which have been approved by the Board of Directors and which are updated and amended from time to time. All members shall comply with such polices which are available on the Club website or on request. Breaches of such policies shall be taken seriously by the Club and may result in disciplinary action including but not limited to cessation of membership or other sanction in accordance with the Clubs disciplinary policy

**THE COMPANIES ACT 2014 COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**  
**NEW ARTICLES OF ASSOCIATION**  
**OF**  
**WATERFORD GOLF CLUB LIMITED**  
**(AS AMENDED BY SPECIAL RESOLUTION DATED 28<sup>th</sup> March 2022)**

**PRELIMINARY AND INTERPRETATION**

1. The Regulations contained in Table C of the First Schedule of the Act, shall not apply to the Club.
2. In these Articles, the following terms shall have the following meanings:

**WORDS**

**MEANINGS**

**“Act”**

the Companies Act; 2014

**“Acts”**

means the Companies Acts 2014 all enactments which are to be read as one with, or construed or read together as one with the Companies Act 2014, and every statutory modification and re-enactment thereof for the time being in force;

**“Articles”**

these Articles, as originally framed, or as varied from time to time by special resolution;

**“Board of Directors”**

the Board of Directors for the time being of the Club referred to and constituted in accordance with Article [41];

**“Clear days”**

in relation to a period of notice, a continuous number of calendar days, excluding the day on which the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect;

**“Club”**

the company limited by guarantee and not having a share capital regulated by these Articles, namely Waterford Golf Club Limited;

**“Directors”**

the Directors and Officers for the time being and from time to time of the Club present at a duly convened and quorate meeting of the Board of Directors;

**“General Manager” and/or “Executive Committee”** the person(s) appointed to perform the duties of General Manager of the Club pursuant to Articles [73,73,74,76]; The Executive Committee shall comprise of the following four (4) members from the Board of Directors: Chairperson, Finance Director (Treasurer), Resources Director and Honorary Secretary.

**“Non-Voting Member”** a Female Associate Member, an Associate Female Family Member, a Country Member, a Pavilion Member, a Junior Member, a Student Member within the meaning of Article [9] and such other persons who may be admitted as Non-Voting Members under Article [9];

**“Office”**

the registered office for the time being and from time to time of the Club;

**“Officers”**

the officers referred to in Article [42];

**“Participating Member”** an Ordinary Member, a Honorary Life Member or Life Member within the meaning of Article [8] and such other persons who may be admitted as Participating Members under Article [8];

**“Register”** the register of members to be kept as required by section 169 of the Act;

**“Seal”** the common seal of the Club;

**“Secretary”** any person appointed to perform the duties of the secretary of the Club including an honorary secretary, assistant secretary or an acting secretary for the time being;

**"The Men's Section"** shall mean an unincorporated association of those male members of the Club (both amateur and professional) from time to time who are operating under a constitution to be adopted pursuant to Article 2.4 hereof, as approved from time to time by the Board of Directors and Golf Ireland, to which the Men's Section is affiliated.

**"The Ladies Section"** shall mean an unincorporated association of those female members of the Club from time to time who are amateur golfers operating under a constitution to be adopted pursuant to Article 2.5 hereof as approved from time to time by the Board of Directors and Golf Ireland, to which the Ladies Section is affiliated.

2.1 The Club is an affiliated member of Golf Ireland the National Governing Body for Golf in Ireland.

2.2 As part of this affiliation the Club confirms:

- a) It shall be bound by the constitution, policies, rules, bye laws, codes, rules and regulations which apply to all members of Golf Ireland and shall comply with the ongoing conditions of affiliation as directed by Golf Ireland from time to time.
- b) It is entitled to be represented at Golf Ireland general meetings as prescribed by Golf Ireland.
- c) Is formed correctly and holds an annual general meeting before a specified date each year at which only members of the relevant club are entitled to vote and non-voting persons, if permitted, are in attendance.
- d) The officers and members of the committee of the Club are elected as required at the annual general meeting from among the voting members to administer the affairs of the Club in accordance with the Golf Ireland Constitution, Regulations and the Terms of Competitions of Golf Ireland.
- e) Has an honorary secretary, and at least 3 of the following roles Captain, Vice-Captain, Treasurer and Competition / Tournament secretary,
- f) Has a minimum of 50 Home Club Members, [ OR is a Club with less than 50 Home Club Members but has been approved by Golf Ireland]
- g) Undertakes to pay the Membership Fee applicable to Affiliate Clubs, and to pay the Affiliation Fee to Golf Ireland as prescribed from time to time
- h) Abides by the Rules of Golf, the Rules of Amateur Status as approved by the R&A, the Rules of Handicapping, as approved by the R&A and USGA, the Constitution, the Regulations and the Terms of Competition of Golf Ireland.
- i) Maintains an accurate register of all members on the Golf Ireland registration platform.

- j) Has access and maintains access to a course or links of a standard which warrants the allocation of an official course rating
- k) It has access to and maintains access to a clubhouse or premises which shall be the official address of the Club
- l) It has a children's safeguarding statement and a designated liaison person/club children officer appointed.
- m) Will obtain the prior written consent of Golf Ireland prior to any move to another course or links.
- n) Will make available to Golf Ireland the facilities of the course and clubhouse of the Club at reasonable intervals as may be agreed.

2.3 Golf Ireland General Meetings - Club attendance and Voting Clause. Waterford Golf Club shall comply with the requirements of Golf Ireland (GI) for club attendance and voting rights at all GI general meetings and of its regions.

### Men's Section

2.4 (a) The Men's Section Men's Section shall:

- (i) Promote the game of golf among its members;
- (ii) Accept and abide by the Constitution and Bye-Laws of Golf Ireland to which the Men's Section is affiliated and the Bye-Laws of the Leinster Regional Executive of Golf Ireland, in whose province the Club is situate;
- (iii) Accept and apply the Standard Scratch Score and Handicapping System as prescribed by the World Handicap System and such rules thereunder as may require to be implemented from time to time by Golf Ireland;
- (iv) Accept and recognise the Royal and Ancient Club of St. Andrews as the sole authority for prescribing and implementing the Rules of Golf and the Rules of Amateur Status.

(b) The Men's Section shall be established by the adoption by those male members of the club who are amateur/professional golfers of a constitution in a form approved by the Board of Directors and acceptable to Golf Ireland. The said constitution shall be adopted by a simple majority of the votes cast at a meeting of the said male members. The procedures relating to the convening and conduct of the said meeting and the voting there at shall be determined by the Board of Directors.

## Ladies Section

2.5 (a) The Ladies Section shall:

- (i) Promote the amateur game of golf among its members;
- (ii) Accept and abide by the Constitution and Bye- Laws of Golf Ireland to which the Ladies Section is affiliated and the Bye-Laws of the Leinster Regional Executive of Golf Ireland, in whose province the Club is situate;
- (iii) Accept and apply the Standard Scratch Score and Handicapping System as prescribed by the World Handicap System and such rules thereunder as may require to be implemented from time to time by Golf Ireland;
- (iv) Accept and recognise the Royal and Ancient Golf Club of St. Andrews as the sole authority for prescribing and implementing the Rules of Golf and the Rules of Amateur Status.

(b) The Ladies Section shall be established by the adoption by those female members of the Company who are amateur Golfers of a constitution in a form approved by the Board of Directors and acceptable to Golf Ireland. The said constitution shall be adopted by a simple majority of the votes cast at a meeting of the said female members. The procedures relating to the convening and conduct of the said meeting and the voting there at shall be determined by the Board of Directors

2.6 The Officers of the Club shall consist of the President, Lady President, Chairperson, Men's Captain, Men's Vice-Captain, Lady Captain, Lady Vice-Captain, Director of Finance, Resources Director and Hon. Secretary, all of whom shall be Participating Members of the Club

2.7 Expressions in these Articles referring to execution of any document shall include any mode of execution whether under seal or under hand.

2.8 Unless specifically defined herein or the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Acts but excluding any statutory modification thereof not in force when these Articles become binding on the Club.

2.9 The headings and captions included in these Articles are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of these Articles.

2.10 References in these Articles to any enactment or any section or provision thereof shall mean such enactment, section or provision as the same may be amended and may be from time to time and for the time being in force.

2.11 In these Articles, unless the context otherwise requires, words importing any gender shall include all genders, and the singular number shall include the plural, and vice versa, and words importing persons shall include firms, bodies corporate, corporations and companies.

2.12 In these Articles, unless the context otherwise requires, references to a Director shall be deemed to include an Officer.

2.13 Expressions in these Articles referring to writing shall be construed, unless the contrary intention appears, as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

## MEMBERSHIP

### 3. Equality and Anti-Discrimination

- a. We strive to ensure that no gender, race, religious, political or other kind of unfair discrimination exists or is allowed to develop in the Club in any form, and that all may participate regardless of their gender, race, civil status, family status, age, disability, sexual orientation, membership of the traveller community, political views or any other such irrelevant factor.
- b. We shall not tolerate harassment or other discriminatory behaviour including bullying, whether physical or verbal of any kind and shall work to ensure that such behaviour is met with appropriate disciplinary action in whatever context it occurs.
- c. We have policies and procedures in place to safeguard against such behaviour and sets out our complaint mechanism for breach of these principles.
- d. We will promote gender equality in our Club and will promote the 30:30:40 Gender principle as advocated by Golf Ireland on our Management Committees and Sub Committees.
- e. The number of Participating Members and Non-Voting Members and of any additional categories of members of the Club provided for under Article [17] shall be determined from time to time by the Board of Directors.

4. Any golfer shall be eligible to be elected and admitted as a Participating Member or a Non-Voting Member in accordance with these Articles. The election of all Male Members to the Men's section shall be in the hands of the Men's Committee. The election of all Female Members to the Ladies' section shall be in the hands of the Ladies' Committee. The procedure for the election of members to each of the Men's section and the Ladies' section shall be in compliance with the Club's policy for new membership applications and later ratified by board at the earliest date
5. Every candidate for membership of the Club, shall be proposed by one and seconded by another Participating Member, each of whom shall have been Participating Members for more than two years prior to the date of the proposal, and to each of whom the candidate shall be personally known. The application for membership of every such candidate shall be made in writing, signed by the candidate, and by his or her proposer and seconder, and shall be in the form prescribed by the Board of Directors.
6. (a) The entrance fees and annual subscriptions payable by Participating Members and Non-Voting Members shall be such as the Board of Directors shall from time to time prescribe.  
(b) All annual subscriptions shall become due on the 1<sup>st</sup> day of January in every year. Participating Members and Non-voting Members shall be required to pay in full or commit to pay in full by way of weekly/monthly Standing Order or an agreed payment plan.  
(c) The Board of Directors may at any time suspend the payment of entrance fees in respect of all or any categories of membership.  
(d) The Board of Directors may, in exceptional circumstances from time to time, impose a levy on Participating Members and Non-Voting Members of such amount as shall be approved by the Club in general meeting.

(e) The election of persons to be admitted to membership shall take place at such times as shall be determined by the Board of Directors. Participating Members and Non-voting Members shall be required to pay in full on joining or commit to pay in full by way of weekly/monthly direct debit the subscription applicable to their category of membership prior to the next renewal date.

7. Subject to any regulations made by the Board of Directors under Article [16], there shall be two classes of members of the Club:-

(a) Participating Members, being the categories of member referred to in Article [8]; and

(b) Non-Voting Members, being the categories of member referred to in Article [9].

Participating Members shall be entitled to receive notice of and to attend and vote at all general meetings of the Club. Non-Voting Members shall not be entitled to receive notice of or to attend and vote at general meetings of the Club.

### **Participating Members**

8. (a) An Ordinary Member is any person duly nominated under Article 5 who has been elected by the Board of Directors and admitted to membership in accordance with these Articles and who has paid his or her full entrance fee and annual subscription.

(b) A Life Member is (i) any person who has completed 40 years as an ordinary member before 1st January 2009 and has been admitted by the Board of Directors as a life member or (ii) a person who has been admitted by the Board of Directors as a life member having paid a lump sum subscription applicable to the category of life member, such lump sum to be determined by the Board of Directors. A Life Member shall not be liable for an annual subscription but shall be liable for golfing union levies and any levy, which may be imposed by the Club under Article 6(d).

(c) An Honorary Life Member is a person who is recommended by the Board of Directors as being a person who has rendered exceptional distinguished service to the Club or to the game of golf or whose distinction or influential position or public service would render his or her membership of special value to the Club. An Honorary Life Member may only be admitted to membership by the members in general meeting at an Annual General Meeting of the Club.

(d) The Board of Directors may, by regulations made under Article 16, make provision for additional categories of Participating Member.

### **Non-Voting Members**

9. (1) (a) A Female Associate Member is any lady who (i) was a member of the Club before 1st January 2004, who prior to that date did not elect to convert to become an Ordinary Member and (ii) who is a Female Associate Member at the date of the adoption of these Articles. A Female Associate Member shall be entitled at any time after the adoption of these Articles, by notice in writing to the Board of Directors to elect to convert to become an Ordinary Member subject to the payment of such fee as shall be determined by the Board of Directors. Once a Female Associate Member has converted to become an Ordinary Member she may not convert back to becoming a Female Associate Member.

(b) An Associate Female Family Member is the wife or lady partner of an Ordinary Member who (i) elected to remain as an Associate Female Family Member on or before 1st January 2004 and (ii) who is an Associate Female Family Member at the date of the adoption of these Articles.

(c) A Country Member is a person who is a full member of another registered golf club and who resides more than 50 kilometres from the Club.

(d) A Pavilion Member is a person who is granted permission to use the Clubhouse and other amenities of the Club in the same manner as an Ordinary Member may use them but who shall not be entitled to use the golf course and grounds and other premises of the Club for the playing of golf.

(e) A Junior Member is a person who is 18 years or under on 1st January in the year in which he or she was admitted to membership. A Junior Member having been a Junior Member for a continuous period of 3 years before the age of 18 shall be entitled to a discount of 50% on the entrance fee applicable at the time if and when he or she is elected and admitted as an Ordinary Member under Article [8(a)].

(f) A Student Member is a person who has been a Junior Member for at least three years and who is over 18 years of age and under 25 years of age and engaged in full time education when elected and admitted to membership. A Student Member shall be entitled to a discount of 50% on the entrance fee applicable at the time if and when he or she is elected and admitted as an Ordinary Member under Article [8(a)].

(g) A person may be admitted to the Club for the purpose of using the golf course, grounds and other premises of the Club for the playing of golf subject to the payment of such daily green fees as shall be determined by the Board of Directors.

(h) The Board of Directors may, by regulations made under Article 16, make provision for additional categories of Non-Voting Member.

(2) The spouse or a bona fide life partner of a Participating Member of the Club, unless a Participating Member or a Female Associate Member in his or her own right, shall in such circumstances be deemed for all purposes to be a Pavilion Member.

(a) Save in relation to a person referred to in Article 9(1) (g), no person may be elected and admitted to membership unless his or her application and candidature has been approved in compliance with Article 4 and the Club's policy for new membership applications

(b) The name and address of every such candidate and the names of his or her proposer and seconder shall be sent to the Secretary;

10. When a candidate has been elected to membership, Upon payment of his or her entrance fee (if any) and first annual subscription, an elected candidate shall thereupon become admitted to membership of the Club provided nevertheless that if such payment be not made within one calendar month after date of election, the Board of Directors may in its discretion rescind such election.

11. Subject to the express provisions of these Articles, to the Memorandum of Association and to any bye-laws for the time being in force made by the Board of Directors as hereinafter provided, all Participating Members and Non-Voting Members shall be entitled to use in common all the premises and property of the Club applicable to their category of membership and to be

supplied, at such charges as the Board of Directors shall from time to time determine, with such meals, refreshments and things as are provided by the Club for the use of its membership.

- a. Every Participating Member shall be entitled (subject to any bye-laws for the time being in force made by the Board of Directors as hereinafter provided) to all the rights applicable to his or her category of membership and shall be subject to all the duties of a member of the Club, including (subject as hereinafter provided) the right to be elected as an officer or member of the Board of Directors, and to receive notice of and to attend and vote at all general, extraordinary and annual general meetings of the Club, and to claim and participate in any share of the assets of the Club upon its dissolution, winding-up or pursuant to a lawful distribution.
  - b. Every Non-Voting Member shall be entitled (subject to any bye-laws for the time being in force made by the Board of Directors as hereinafter provided) to all the rights applicable to their category of membership and shall be subject to all the duties of a member of the Club. A Non-Voting Member shall not (a) be eligible to be elected as an officer or member of the Board of Directors (b) be entitled to receive notice of and to attend and vote at any general, extraordinary or annual general meeting of the Club and
  - c. Be entitled to claim or participate in any share of the assets of the Club upon its dissolution, winding-up or pursuant to a lawful distribution.
12. The Board of Directors shall have power to permit any person or persons to use gratuitously in common with the members of the Club all the premises and property of the Club on such conditions as the Board of Directors may from time to time determine for any period not exceeding seven days in any one year.
13. Any Participating Member or Non-Voting Member whose annual subscription, or any part thereof, is unpaid on 1st June in any year or failure to have a weekly/monthly Standing Order plan or an approved payment plan in place and paid shall cease to be a member of the Club and shall forfeit all rights in and claim upon the Club and its property relevant to their category of membership, but may be reinstated at the discretion of the Board of Directors on payment of all arrears.
14. If any Participating Member or Non-Voting Member shall wilfully refuse or neglect to comply with the provisions of the Memorandum of Association, these Articles or the bye-laws of the Club, or shall be guilty of any conduct unworthy of a gentleman or lady, as the case may be, or detrimental to or unlikely to endanger the welfare or good name or order of the Club, such member may be expelled by a resolution of the Board of Directors, provided that at least one week before the meeting at which such resolution is to be passed, he or she shall have had notice thereof, and of the intended resolution for his or her expulsion, and that he or she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation, representation or defence as he or she may think fit.
15. A Participating Member or Non-Voting Member expelled under this Article shall forfeit all right in and claim upon the Club and, to the extent that any entitlement exists, its property. A Participating Member or Non-Voting Member so expelled shall have the right to appeal within 21 days of his or her expulsion to an Extraordinary General Meeting of the Club to be convened by the Board of Directors for such purpose and the expulsion shall have effect only if ratified by a

resolution passed by not less than two-thirds of those Participating Members present and entitled to vote upon the resolution. If the expulsion is not ratified by the Participating Members in the above manner the expulsion shall cease to have effect and the member shall be reinstated forthwith. Notice of any such appeal shall be in writing and shall be delivered or sent to the General Manager.

## **REGULATIONS**

16 The Board of Directors may from time to time and at any time by resolution in its absolute discretion make such regulations as it sees fit relating to membership of the Club, and may from time to time and at any time by like resolutions at its like discretion alter such regulations to such extent and in such manner as it sees fit. Without prejudice to the generality of the foregoing, such regulations may provide for additional categories of Participating Member, Non-Voting Member and other classes of membership of the Club, the membership subscriptions payable by a member or a particular class of members (which may vary from member to member or, if there is more than one class, any class of members, by reference to such criteria as the Board of Directors so provides in such regulations), the duration of membership of any members or of any particular class of members provided that no regulation shall be made under the powers conferred by this Article which would amount to an amendment of or an addition to these Articles as could lawfully be made only by special resolution or any other resolution required under the Acts.

## **EVIDENCE OF MEMBERSHIP**

17 The entry of a Participating Member or a Non-Voting Member's name in the Register shall constitute prima facie evidence of membership.

18 The rights and privileges of membership shall be personal and accordingly shall not be transferable.

## **CESSATION OF MEMBERSHIP**

19 A Participating Member or a Non-Voting Member shall cease to be a member:

- a. if he or she ceases to be eligible to be admitted to membership by reason of non-compliance with the requirements of Article [4];
- b. if he or she resigns as a member by notice (not being less than 90 days prior to its effective date or such other date as may be determined by the Directors) in writing sent to the Secretary at the Office;
- c. if he or she shall be in default in the payment of any subscription or other contribution payable to the Club as provided for in Article [6] & 13
- d. on death;
- e. if he or she should be expelled from membership in accordance with the provisions of Article [14].

20 A Participating Member may, at the discretion of the Board of Directors, suspend his or her rights of membership for a period of up to 3 years during which time he or she shall;

- a. pay a nominal fee as determined by the Directors in lieu of annual subscriptions;

- b. not be entitled to receive notice of or to attend any general meetings of the Club; and
  - c. Continue to be subject to these Articles including, for the avoidance of doubt, the liability to discharge any levy imposed under Article [6(d)].
- 21 Every Participating Member and Non-Voting Member shall be bound to further to the best of his or her ability the objects and interests of the Club and shall observe these Articles and all regulations, rules and bye-laws of the Club that may be made pursuant to Articles [16] and [54].

## **GENERAL MEETINGS**

### **Place of holding General Meetings**

- 22 All general meetings of the Club shall be held in the Club premises or within 10 kilometres of the Clock Tower in the City of Waterford. **In exceptional circumstances such as a pandemic, the Board shall reserve the right to hold the AGM/EGM virtually.**

### **Annual General Meetings**

- 23 Subject to paragraph (2), the Club shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Club and that of the next.

(Subject to Article 22) the Annual General Meeting shall be held at such time and at such place as the Board of Directors shall appoint.

### **Other General Meetings**

- 24 All general meetings other than Annual General Meetings shall be called extraordinary general meetings.

### **Extraordinary General Meetings**

- 25 The Board of Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default by such requisition, as provided by **sections 177 and 178** of the Companies Act 2014. If at any time there are not within the State sufficient members of the Board of Directors capable of acting to form a quorum, any member of the Board of Directors or any 15 Participating Members of the Club may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Directors.

### **Notice of General Meetings**

- 26 Subject to section **175 of the Companies Act 2014**, an Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice by electronic notification (email) or in writing if requested by the member and any other meeting of the Club (other than an annual general meeting or a meeting for the passing of a

special resolution) shall be called by 14 days' notice by electronic notification (email) or in writing if requested by the member. The notice shall be exclusive of the day for which it is served or deemed to be served and of the day on which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of the business and shall be given, in the manner hereinafter mentioned, to such persons as are, under these Articles, entitled to receive such notices from the Club.

#### **Omission to give notice**

- 27 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a person entitled to receive notice shall not invalidate the proceedings at that meeting

### **PROCEEDINGS AT GENERAL MEETINGS**

#### **Special Business**

- 28 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Board of Directors and auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors.

#### **Quorum**

- 29 No business shall be transacted at any general meeting unless a quorum of Participating Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, 20 Participating Members present in person shall be a quorum. Members and proxies participating via electronic means to be counted as part of the quorum of the meeting.

#### **When, if quorum not present meeting is to be dissolved and when to be adjourned**

- 30 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Participating Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Participating Members present shall be a quorum.

#### **Chairperson of the meeting**

- 31 The Chairperson, and failing him the President, and failing him the Captain, shall preside as Chairperson at every general meeting of the Club. If the Chairperson, President or Captain is absent or being present decline to preside, the Directors present shall elect one of their number to be Chairperson of the meeting.

### **Election of Chairperson if President Etc. not present or willing to act.**

- 32 If at any meeting none of the persons mentioned in Article [31] is present within 15 minutes after the time appointed for holding the meeting, the Participating Members present shall choose one of their number to be Chairperson of the meeting.

### **Adjournments**

- 33 The Chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

### **How questions are to be decided**

- 34 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the Chairperson; or

(b) by at least three Participating Members present in person; or

(c) by any Participating Member or Participating Members present in person and representing not less than one tenth of the total voting rights of all Participating Members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### **THE DEMAND FOR A POLL MAY BE WITHDRAWN**

#### **Poll when taken**

- 35 Except as provided in **Article [37]**, if a poll is duly demanded it shall be taken in such a manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

#### **Casting Vote**

- 36 Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

### **When poll taken**

- 37 A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson directs, and any business other than that on which a poll is demanded may be preceded with pending the taking of the poll.

## **VOTES OF MEMBERS**

### **Right to vote**

- 38 Every Participating Member present in person shall have one vote at general meetings of the Club. No other person including, for the avoidance of doubt, a Non-Voting Member shall be entitled to attend or vote at general meetings of the Club.

### **Restriction on right to vote**

- 39 No Participating Member shall be entitled to vote or to attend at any general meeting unless all entrance fees, annual subscriptions and levies then due and payable by him or her to the Club have been paid prior to the meeting.

### **Objection to Vote**

- 40 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

## **BOARD OF DIRECTORS**

- 41 The Board of Directors shall consist of the Officers referred to in Article (42), and 2 other Participating Members of the Club elected in the manner provided for in Article (44).

### **Directors may delegate:**

- (a) Subject to the Articles, the Board may delegate any of the powers which are conferred on it under the Articles:
- I. to such person or committee;
  - II. by such means (including by power of attorney);
  - III. to such an extent;
  - IV. in relation to such matters or territories;
  - V. and on such terms and conditions; as it thinks fit.

All acts and proceedings delegated under this article shall be reported to the Board in due course. If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated. The Board may revoke any delegation in whole or part, or alter its terms and conditions.

- (b) Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Board.
  - (c) The Board may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them
- 42 The Officers of the Club shall consist of the Chairperson, President, Lady President, Men's Captain, Men's Vice-Captain, Lady Captain, Lady Vice-Captain, Director of Finance, Resources Director and Hon. Secretary, all of whom shall be Participating Members of the Club. The positions on the Committee [whether appointed or elected] shall consist of at least 30% women, 30% men and 40% either gender. 30:30:40 Gender Balance means 30% male representation, 30% female representation and 40% representation from either gender.
- 43 The Chairperson, Director of Finance, Resources Director and Honorary Secretary on appointment shall hold office for a period of two years with the option to serve a third year, if they so choose. They shall retire from office, and from the Board of Directors, having held office for two / three consecutive years, or may be removed by ballot at an AGM. They shall be eligible for re-election to the Board of Directors or for any Board position immediately following their resignations. They shall not be eligible for election to that office, or to the Board of Directors, for a further three years. Service as an officer or as a member of the Board of Directors prior to 31 December 2014 will not be relevant for this purpose. The President, Lady President, Men's Captain, Men's Vice- Captain, Lady Captain and Lady Vice-Captain shall retire from office at every Annual General Meeting of the Club but shall be eligible for re-election at the same or any other general meeting of the Club. If the positions of Chairperson, Financial Director Resources Director or Honorary Secretary are not filled at an AGM, the Board of Directors are authorized to make any required appointments at the first meeting of the incoming Board, which will be chaired by the Men's or Ladies' President. The Board are authorized to co-opt any person(s) onto the Board for a one-year period only, where such person(s) have agreed to serve in one of the following positions; Acting Chairman, Acting Finance Director, Acting Resources Director or Acting Honorary Secretary. Following their one-year term of office, any Acting Chairman, Acting Finance Director, Acting Resources Director or Acting Honorary Secretary will be entitled to seek to have their interim appointment confirmed by the Members at the following year's AGM for a further two-year period.
- 44 The election of Directors and Officers shall take place in the following manner:
  - (a) Any two Participating Members of the Club shall be at liberty to nominate any other Participating Member who has been a Participating Member of the Club for the two years proceeding the year of election, to serve as a Director or Officer of the Club.
  - (b) The names of the candidates for election to the Board of Directors and as the Officers of the Club shall be submitted to the Secretary in writing seven days before the Annual General Meeting showing the name of the candidate, the proposer, seconder and the consent of the candidate.
  - (c) Balloting lists shall be prepared containing the names of the candidates in alphabetical order and each Participating Member present, having an entitlement to vote, shall be entitled to vote for any number of candidates, provided that this number does not exceed the number of vacancies to be filled.

- (d) If two or more candidates obtain an equal number of votes another ballot shall be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes the Chairperson shall elect by lot from such candidates the candidate or candidates who is or are thereby elected.
- (e) The Chairperson of the meeting shall appoint an Officer and two Participating Members present as scrutineers in respect of the voting.
- (f) The General Manager and/or Executive Committee of the Club shall be appointed by the Board of Directors, subject to and in accordance with Articles [73 to 76].

45 All casual vacancies arising among the Board of Directors or the Officers and any shortfall arising under Article 47 shall be filled by the Board of Directors. Any Director or Officer so appointed shall retire at the following Annual General Meeting, but shall be eligible as a candidate for election as a Director or Officer at such Annual General Meeting. Any Director or Officer appointed to fill a casual vacancy or in respect of any shortfall under Article 47 as aforesaid shall retain his or her office so long only as the vacating Director or Officer would have retained the same if no vacancy or shortfall had occurred.

46 The Board shall reserve the right to co-opt another person onto the Board over and above the current specified level of 11 directors. *(Passed motion 2019 WGC AGM)*

47 Terms of office for each role on the Board of Directors.

<b>Role</b>	<b>Maximum Ordinary term length.</b>	<b>Maximum number of Terms.</b>	<b>Maximum number of years in same position.</b>	<b>Maximum years can serve.</b>
President(s)	1 year			
Captains(s)	1 year			
Chair and other officers (new with no prior service)	3 years	2	6	6
Ordinary members	2 or 3 year terms	2 years x 3 terms Or 3 years x 2 terms	6	6
A member stepping up as Chair.	Up to 3 years. Examples. Served 1 year – 5 years balance. Served 2 years – 4 years balance. Served 3 years – 3 years balance. Served 4 years – 2 years balance.	Remaining balance of above Chair terms with a cap of 6 years total service.	Maximum 6 years both positions combined.  <i>Note: Step down of 3 years required for all positions once 6 year max has been reached.</i>	

## BORROWING POWERS

- 48 The Board of Directors may exercise all the powers of the Club to borrow money and to mortgage or charge its undertakings and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Club; provided that the amount for the time being remaining undischarged of money borrowed or secured by the Board of Directors as aforesaid shall not exceed at any time, without the previous sanction of the Club in general meeting, the sum of 50% of the previous year's gross income of the Club.
- 49 (a) The business of the Club shall be managed by the Board of Directors who may pay all expenses incurred in promoting and registering the Club and may exercise all such powers of the Club as are not, by the Acts or by **Article 49(b)** or otherwise by these Articles, required to be exercised by the Club in general meeting, subject nevertheless, to the provisions of the Acts and to these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Club in general meeting; but no direction given by the Club in general meeting shall invalidate any prior act of the Board of Directors which would have been valid if that direction had not been given.
- (b) Any capital expenditure of the Club in respect of any one item or object in any financial year of the Club (including in particular but without prejudice to the generality of this provision expenditure on alterations or improvements) in excess of 10% of the gross income of the Club in the previous financial year, shall not be incurred by the Board of Directors unless the contract or arrangement pursuant to which the expenditure is to be incurred is first approved by an ordinary resolution of the Club in general meeting.
- 50 The Board of Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board of Directors, to be the attorney or attorneys of the Club for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Directors under these Articles) and for such period and subject to such conditions as they may think fit and any such power of attorney may contain such provisions for the protection of persons dealing with any such attorney as the Board of Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in such attorney.
- 51 All cheques, promissory notes, drafts, bills of exchange and other negotiable and financial instruments and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such a manner (whether by means of manual signature or by means of printing, lithography or any other mode or modes, mechanical, electronic or otherwise, or representing or reproducing names in a visible form) as the Board of Directors shall from time to time by resolution determine.
- 52 The Board of Directors shall cause minutes to be made in books, folders and electronic storage provided for the purpose –
- (a) of all appointments of all Officers and Directors made by the Board of Directors;
  - (b) of the names of the Officers and Directors present at each meeting of the Board of Directors; and

(c) of all resolutions and proceedings at all the meetings of the Club and of the Board of Directors and of committees of the Board of Directors.

### **Disposals of Club Property**

53 (a) Except in any one of the circumstances referred to in **Article 53(b)**, the Board of Directors shall not, demise, underlet, exchange, sell or otherwise dispose of all or any part of the lands, buildings, tenements, or hereditaments of the Club unless the contract pursuant to which such demise, underletting, exchange, sale or other disposal is to be effected is first approved by an ordinary resolution of the Club in general meeting.

(b) The demise, underletting, exchange, sale or other disposal of lands, buildings, tenements or hereditaments of the Club having a market value not greater than [10%] of the gross income of the Club in the previous financial year shall not require an approval under **Article [53 (a)]**.

### **Making of Bye-laws**

54 The Board of Directors shall have power from time to time to make, alter and repeal all such bye-laws as they may consider to be necessary or expedient or convenient for the proper conduct, administration and management of the Club, and in particular, but without prejudice to the generality of the foregoing, they may by such bye-laws regulate:

(a) the admission of temporary, restricted and non-playing members of the Club, and the rights and privileges of such persons;

(b) the terms and conditions upon which honorary guests, children of Participating Members and Non-Voting Members and visitors may be permitted to use the premises and property of the Club;

(c) The times of opening and closing the course and grounds, club house and premises of the Club, or any part thereof;

(d) The rules to be observed and prizes or stakes to be played for by Participating Members and Non-Voting Members playing any games on the premises of the Club;

(e) The prohibition of particular games on the premises of the Club entirely or at any particular time or times;

(f) The conduct of Participating Members and Non-Voting Members of the Club in relation to one another, and to the Club's employees, visitors and other persons having access to the Club's premises and property;

**(g)** The setting aside of the whole or any part or parts of the Club's premises for the gentlemen or lady Participating Members and Non-Voting Members, or any other class or classes of members, at any particular time or times or for any particular purpose or purposes;

**(h)** The imposition of fines for breach of any bye-law or these Articles;

**(i)** The procedure at general meetings and meetings of the Board of Directors; and

**(j)** generally, all such matters as are commonly the subject matter of club rules.

- 55 The Board of Directors shall adopt such means as they consider to be sufficient to bring to the notice of Participating Members and Non-Voting Members of the Club all such bye-laws, alterations and repeals, and all such bye-laws, so long as they shall be in force, shall be binding upon all Participating Members, Non-Voting Members of the Club and such other persons to whom they are addressed. Provided nevertheless that no bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum of Association and these Articles, and that any bye-law may be set aside by a special resolution of the Club in general meeting.

### **DISQUALIFICATION OF DIRECTORS AND OFFICERS**

- 56 The office of a Director or Officer shall be vacated automatically if the Director or Officer: -
- (a) is adjudged bankrupt in the State or an event analogous thereto occurs in any other jurisdiction or makes any arrangement or composition with his or her creditors generally; or
  - (b) becomes prohibited from being a director or officer by reason of any order made under the Acts; or
  - (c) becomes of unsound mind; or
  - (d) resigns his or her office by notice in writing to the Club; or
  - (e) is convicted of an indictable offence unless the Board of Directors otherwise determine; or
  - (f) is for more than 6 months absent without permission of the Board of Directors from meetings of the Board of Directors held during that period;
  - (g) is directly or indirectly interested in any contract or arrangement with the Club within the meaning of **Article [57]** and fails to declare the nature of his or her interest in the manner required by **Article [57]**; or
  - (h) if the Court makes a declaration in respect of the Director or Officer under Section 150 of the Companies Act 1990.

### **VOTING ON CONTRACTS**

- 57 A Director or Officer who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Club shall declare the nature of his or her interest at the meeting of the Board of Directors at which the question of entering into the contract or arrangement is first taken into consideration, if his or her interest then exists, or in any other case at the first meeting of the Board of Directors after he or she becomes so interested. A general notice given by a Director or Officer to the effect that:
- (a) he or she is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm; or

(b) he or she is to be regarded as interested in any transaction which may be made after the date of the notice with a specified person who is connected with him or her (within the meaning of section 231 of the Companies Act 2014);

(c) shall be sufficient declaration of interest under this Article, and after such general notice is given it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Board of Directors or the Director or Officer giving the notice takes reasonable steps to secure that it is brought up and read at the next meeting of the Board of Directors after it is given. The provisions of Article [56(g)] shall apply to any failure to comply with this Article.

- 58 A Director or Officer may not vote in respect of any contract, appointment or arrangement in which he or she is interested and he or she shall not be counted in the quorum present at the meeting.
- 59 The Club may from time to time by ordinary resolution increase or reduce the number of Directors.
- 60 The Club may by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act remove any Director or Officer before the expiration of his or her period of office, notwithstanding anything elsewhere contained in these Articles.
- 61 The Club may by ordinary resolution appoint another person in place of a Director or Officer removed from office under Article [60]. Without prejudice to the power of the Board of Directors under Articles [45 & 46] the Club may by ordinary resolution appoint any qualifying Participating Member to be a Director or Officer, either to fill a casual vacancy or as an additional Director or Officer.

### **PROCEEDINGS OF MEETINGS OF THE BOARD OF DIRECTORS**

- 62 The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairperson shall have a second or casting vote. A Director or Officer may, and the Secretary on the requisition of a Director or Officer shall, at any time summon a meeting of the Board of Directors. If the Board of Directors so resolves it shall not be necessary to give notice of a meeting of the Board of Directors to any Director or Officer who being resident in the State is for the time being absent from the State.
- 63 The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board of Directors and unless fixed so shall be five.
- 64 The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed pursuant to these Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors or of summoning a general meeting of the Club but for no other purpose.

- 65 The Chairperson of the Board of Directors shall preside at a board meeting of the Club and failing him/her the President(s), and failing him/her the Captain(s). If the Chairperson, President(s) or Captain(s) is/are absent or being present decline to preside at any meeting and the Chairperson is not present within 15 minutes after the time appointed for holding the same, the Directors present shall elect one of their number to be Chairperson of the meeting.
- 66 The Board of Directors may appoint committees of which the Chairperson (who shall have sole authority to requisition a committee meeting) shall be an elected member of the Board of Directors. Any committee so formed shall report to the Board of Directors and shall have no power to exercise any of the powers vested in the Board of Directors or any other executive authority unless such powers have been expressly delegated to the committee by the Board of Directors in accordance with Article 41 ((a) (b)) and recorded in the Minutes of the meeting of the Board of Directors at which it was resolved to establish the committee, in which case the committee shall conform to the requirements imposed on the committee in relation to the exercise of such powers.
- 67 If at any committee meeting the Chairperson is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting, such person to be an elected member of the Board of Directors
- 68 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote.
- 69 All acts done by any meeting of the Board of Directors or of a committee of the Board of Directors or by any Director, Officer or member of a committee done in good faith shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director, Officer, member of committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director, Officer or a member of a committee.
- 70 A resolution in writing signed by all the Directors and Officers shall be as effective as a resolution passed at a meeting of the Board of Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors and Officers. Such a resolution may (unless the Board of Directors shall otherwise determine either generally or in any specific case) be transmitted by facsimile provided that in the case of each such facsimile the secretary or a Director or an Officer shall have endorsed the same with a certificate stating that he or she is satisfied as to the authenticity thereof.
- 71 (a) For the purposes of these Articles, the contemporaneous linking together by telephone or other means of electronic communication of a number of Directors and Officers not less than the quorum shall be deemed to constitute a meeting of the Board of Directors, and all the provisions in these Articles as to meetings of the Board of Directors shall apply to such meetings, provided that:
- (i) each of the Directors and Officers taking part in such a meeting must be able hear, and speak to, each of the other Directors and Officers taking part;

(ii) at the commencement of such a meeting each Director and Officer must acknowledge his or her presence and that he or she that the proceedings will be deemed to be a meeting of the Board of Directors; and

(iii) minutes of the meeting are approved by the participants at the meeting.

(b) A Director or Officer may not cease to take part in the meeting by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting, and a Director or Officer shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting.

(c) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

(d) The provisions of this Article shall apply, *mutatis mutandis*, to meetings of committees of the Board of Directors established under and in accordance with [Article \[66\]](#).

## SECRETARY

72 (a) The Secretary shall be appointed from time to time by the Club in general meeting for such term and such conditions as it may think fit. Any Secretary so appointed may be removed by the Club in general meeting. The Board of Directors may appoint a replacement Secretary to fill a casual vacancy provided that such Secretary shall hold office only until the next following Annual General Meeting of the Club and shall then be eligible for re-appointment.

(b) Anything by the Acts or these Articles required or authorised to be done by or to the Secretary may be done by or to any honorary, assistant or acting secretary, or if there is no honorary, assistant or acting secretary capable of acting, by or to any Director or Officer of the Club authorised generally or specially in that behalf by the Directors provided that any provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Director or Officer and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director or Officer and as, or in the place of, the Secretary.

## GENERAL MANAGER and/or EXECUTIVE COMMITTEE

73 The General Manager/Executive Committee shall be appointed by the Board of Directors for such term in accordance with Article 47 and at such remuneration and upon such conditions as they may think fit; and any General Manager/Executive so appointed may be removed by them.

- 74 The General Manager **if appointed** may be a Participating Member or Non-Voting Member but shall not be a Director or Officer of the Club.
- 75 The General Manager, **if appointed**, shall, at the invitation of the Board of Directors, attend meetings of the Board of Directors but shall not be entitled to vote at such meetings. He or she shall also vacate each meeting if requested by the Board of Directors.
- 76 The General Manager **if appointed** may not, at an Annual General Meeting or Extraordinary General Meeting, vote on any item in which the General Manager has an interest.

### **THE SEAL**

- 77 The seal shall be used only by the authority of the Board of Directors and every instrument to which the Seal shall be affixed shall be signed by a Director or Officer and shall be countersigned by the Secretary or by a second Director or Officer or by some other person appointed by the Board of Directors for that purpose.

### **ACCOUNTS**

- 78 The Board of Directors shall cause such books of account as are necessary to comply with the Acts to be kept relating to, amongst other matters,:-
- (a) all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Club; and
  - (c) the assets and liabilities of the Club.
- Such books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Club's affairs and to explain its transactions.
- 79 The books of account/electronic records of same shall be available at the office or, subject to the Acts and, in particular, **Section 282 of the Companies Act 2014**, at such other places as the Board of Directors thinks fit, and shall at all reasonable times be open to the inspection of the Directors and Officers.
- 80 The Board of Directors shall from time to time determine whether and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of Participating Members and Non-Voting Members not being Directors or Officers, and no Participating Member or Non-Voting Member (not being a Director or an Officer) shall have any right of inspecting any account or book or document of the Club except as conferred by the Acts or authorised by the Board of Directors or by the Club in general meeting.
- 81 The Board of Directors shall from time to time in accordance with the Acts cause to be prepared and to be laid before the annual general meeting of the Club such profit and loss

accounts, balance sheets, and reports as are required by those Acts to be prepared and laid before the annual general meeting of the Club.

- 82 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Club together with a copy of the Directors' report and auditor's report shall, not less than 21 days before the date of the annual general meeting, be sent to every person by electronic notification (email) or in writing if requested by the member and any other meeting of the Club entitled under the provisions of the Acts to receive them.

### AUDITORS

- 83 Auditors shall be appointed and their duties regulated in accordance with **Section 383 (2) of the Companies Act 2014**. Subject to the provisions of the Acts, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Club, be valid, notwithstanding that there was some defect in his or her appointment or that he or she was at the time of his or her appointment not qualified for appointment.

### NOTICES

- 84 A notice may be given by the Club to any Participating Member or Non-Voting Member either personally, sending it by post or electronic format to him or her. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same and is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 85 Notice of every general meeting shall be given in accordance with Article 26.
- (a) every Participating Member except those members who (having no registered address within the state) have not supplied to the Club an address within the State for the giving of notices to them;
  - (b) the auditor for the time being of the Club; and
  - (c) every Director.

**No other person shall be entitled to receive notice of general meetings.**

### INDEMNITY

- 86 Subject to the provisions of and so far as may be permitted by the Acts, every Director, Secretary, General Manager or other Officer of the Club shall be entitled to be indemnified by the Club against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto including (without

prejudice to the generality of the foregoing) any liability incurred by him or her in defending any proceedings, civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted by him or her as an officer or employee of the Club and in which judgment is given in his or her favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part) or in which he or she is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him or her by the Court.

### **DIVIDENDS**

87 No portion of the Income of the Club shall be paid or transferred directly or indirectly by way of profit, dividend, bonus or otherwise howsoever to the Members of the Club. Any surplus income or gains shall be reinvested in the Club.

### **WINDING UP**

88 If the Club is wound up, the liquidator may, with the sanction of an ordinary resolution of the Club and any other sanction required by the Acts, divide among the Participating Members in specie or kind the whole or any part of the assets of the Club (whether or not they shall consist of property of the same kind) and may, for such purpose, set such value as he or she deems fair upon any property to be divided as aforesaid, and may determine how such division shall be carried out as between the Participating Members. The liquidator may, with a like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Participating Members as the liquidator, with a like sanction, shall think fit, but so that no Participating Member shall be compelled to accept any shares or other securities whereon there is any liability.