

ROBLIN GOLF AND COUNTRY CLUB CONSTITUTION

October 18, 2009

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1. NAME

The name of the Club shall be ROBLIN GOLF and COUNTRY CLUB

2. OBJECTS

The objects of the Club are:

- Primarily to provide ground and facilities to foster the game of golf;
- To provide such amenities and services as may be desirable in the interest of the members of the Club.

3. RULES OF THE GAME

The Rules of the Game shall be those of the Canadian Professional Golf Association and such rules as may from time to time be framed by the Executive.

4. POWERS OF THE CLUB

The Club shall be entitled to exercise all such powers and authorities as are conferred upon it by this Constitution and as are or may be vested in it by operation of law, provided that the Club shall under no circumstances have the power or be permitted to distribute any of its profits or gains to any person, and shall utilize its funds solely for investment or for the objects for which it is established, and shall in particular have the following powers:-

- To erect, construct, maintain, improve, alter, demolish, replace, repair, renovate, manage or control any buildings, erections, or other improvements upon the land at any time owned by the Club, or over which it enjoys a right of occupation.
- To develop and lay out the grounds of the Club by the establishment of such gardens, and other facilities as are necessary to enable it to fulfill its objects, and to maintain and improve same.
- To borrow, collect or raise money and in particular by means of memberships, levies and debentures with or without security.
- To apply to any licensing authority for the grant to the Club of any license it may require for the proper conduct of its affairs, to accept transfer of any existing licenses, and to cede, transfer, amend or otherwise deal with the same, and to apply for the renewal thereof from time to time.
- To establish Pension, Health Care Plan for the benefit of, and to grant pensions, allowances, gratuities and bonuses to, employees or ex-employees of the Club, or the dependants of such persons and to support or subscribe to any charities, clubs, institutions, or societies.

5. MEMBERSHIP

Membership of the Club may be granted in any one of the following categories:

5.1

a) Members:

- i) Men
- ii) Ladies

- iii) Junior
- iv) Student
- v) Family
- vi) Couple
- vii) Honourary

b) An Ordinary Member

Shall be any person over the age of 18 purchasing a single membership.

c) A Junior Member

Shall be a person who, being under the age of 18 years, has purchased a Junior membership and who shall be entitled to the use of Club facilities in accordance with regulations laid down by the Executive.

d) A Student Member

Shall be any person over the age of 18 years and under the age of 25 years, who is duly elected to Student Membership is a registered student at a university, college or other institute of learning and who shall be entitled to use the Club facilities in accordance with regulations laid down by the Executive.

We still need to define the rest of the memberships

6. RIGHTS OF MEMBERSHIP

Membership of the Club does not and shall not give to any member of any category any right, title, interest, claim or demand in or to any of the monies, property or assets of the Club, but only confers upon such member the right and privilege of entering into and upon the grounds and erections of the Club, and to use the same in accordance with the uses to which they are devoted by the Executive of the Club, and subject to such restrictions and charges as the Executive may from time to time impose, and subject to the Rules, and Regulations of the Club from time to time in force.

7. LIABILITIES OF MEMBERS

In the event of the Club being wound up, there shall be no liability incurred by any member other than in the respect of his or her unpaid membership and any article or money he or she may owe to the Club.

8. MEMBERS BOUND BY THE RULES AND REGULATIONS

The payment by or on behalf of a member of his or her first membership shall be acknowledgement on the part of such member that he or she is bound by the Rules and Regulations of the Club, that have been or may hereafter be made by the Executive, and that he or she accepts the ruling of the Executive in all cases, and no person shall be absolved from the effects of the Rules and Regulations in the plea of not having received a copy of them.

9. MEMBERSHIP FEES

9.1 The annual membership of members in the various categories shall be such amount as the Executive may from time to time determine, but no increase in excess of 20% (twenty percent) above the prevailing fee may take place without the approval of full members given at a General Meeting or a Special General Meeting.

9.2 Honourary Members and Honourary Life Members shall not be obliged to pay any memberships imposed by the Executive.

9.3 The Executive may, at its absolute discretion, remit the whole or part of the membership fee of any member for such a period and on such terms and conditions as the Executive shall deem fit. Any dispensation granted by the Executive in terms shall be conveyed to the Member in writing and be duly recorded as a minute of such decision of the Executive.

9.4 Memberships are payable in respect to the Club's financial year and shall become due on the 30th of June of that calendar year.

9.4.1 Any member whose membership fees has been in arrears one month past June 30 of that calendar year, shall be liable to have his or her name posted in the Clubhouse as being in arrears, and if such member fails to pay the amount due within fourteen days from the date of the name being posted as aforesaid, the Executive shall be at liberty to erase his or her name from the list of Members of the Club; but such member may be reinstated by the Executive at its discretion, subject to such terms and conditions as the Executive may impose: provided, however, that before such member's name be posted as aforesaid a notice calling upon him or her to pay the arrear membership within 14 days (fourteen) days shall be sent to such member by registered post.

9.4.2 A minute of the Executive Meeting stating that any member subject to notice, has had such notice duly sent, and that his or her name has been duly posted in the Clubhouse in accordance with 9.4.1 shall be conclusive evidence that such notice was duly and properly given, and that such posting had duly and properly taken place;

9.4.3 A member who has not paid his or her membership by June 30th of that calendar year shall not be allowed to continue as a member or exercise any of the privileges of membership while his or her membership is unpaid.

9.5 A member whose name is posted in the Clubhouse as provided in 9.4.1 shall not be allowed the privileges of the course or the Clubhouse, nor be eligible to vote at any meeting.

10. FINANCIAL YEAR

The financial year of the Club shall end on 31st December each year.

11. EXECUTIVE

11.1 The affairs of the Club shall be governed and managed by an Executive of nine persons, consisting of President (or Co-Presidents), Vice President, Secretary, Treasurer and five others members.

11.2 Full Members who have been members of the Club for the previous year shall be eligible for election to the Executive.

12. ELECTION OF THE EXECUTIVE

12.1 The Executive Members of the Executive shall be elected at the Annual General Meeting, or a Special General Meeting called for such purpose, from Members of the Club, and shall hold office for a period of 3 years.

12.2 A retiring member of the Executive shall be eligible for election to any position on the Executive without written nomination provided notice of his intention to do so is posted on the Notice Board at least six days prior to the Meeting. A member other than a retiring member of the Executive, shall be eligible for election to the Executive only if a nomination signed by two members and endorsed with the consent of the nominated member has been received by the Club at least 6 (six) days prior to the date of the Meeting.

12.3 At the first meeting of the Executive after the Annual General Meeting there shall be elected a President, Vice President, Secretary, and Treasurer.

12.4 The Executive shall cause to be formed sub-committees comprising of Grounds, Clubhouse, Fundraising and any other sub-committees as may be necessary.

13. PRESIDENT

13.1 A President shall hold office for a period of one year. The nominee shall have served at least one full year on the Executive.

14. POWERS OF THE EXECUTIVE

14.1 The Executive shall have the power and authority to do any act, matter or thing which could or might be done by the Club excepting such matters as are in this Constitution specially reserved to be dealt with at a General Meeting.

14.2 The Executive shall in addition to the general powers and authorities granted to the Executive by this Constitution have the following special powers:

14.2.1 To appoint a Clubhouse Manager;

14.2.2 To appoint, suspend or discharge any employee of the Club and to fix their remuneration and terms of employment;

14.2.3 To fix or amend from time to time tariffs and charges including green, playing and locker

14.2.4 To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club, or its officers, or otherwise concerning the affairs of the Club;

14.2.5 To make, vary and repeal Rules for the Regulations for the running of the affairs of the Club, its officials and servants, provided that such Rules and Regulations do not conflict with the Constitution; the Executive shall cause all Rules and Regulations which it brings about to be recorded in a special register therefore which shall be maintained by the Club and available for inspection by members at all reasonable times.

14.2.6 To grant consent to persons, upon such terms as the Executive may think fit, or to refuse consent in its discretion;

14.2.7 To hold competitions and tournaments, and to make any special arrangements therefore, and to set aside the Club's grounds, or any part thereof, for any special purpose whatsoever;

14.2.8 To arrange terms of reciprocity with other Clubs;

14.2.9 To obtain and hold any licenses or authorities which may be required to enable the Club to exercise any of its rights or functions;

14.2.10 To co-opt, at their discretion, a member or members for any purpose;

14.2.11 To fill such vacancies amongst their number as may occur during their term of office;

14.2.12 To acquire by purchase or lease: -

a) Any Capital equipment or immovable property, limited to:-

i) An amount approved, for the forthcoming year, by members at an Annual General Meeting

or

ii) An amount approved by members at a General Meeting .

Capital Expenditure shall be defined as expenditure on capital items as contemplated by GAAP (Generally Accepted Accounting Practice).

b) In the event of an emergency, any capital equipment necessary for the proper upkeep and running of the Club, without the prior consent of General Meeting, but subject to the unanimous approval of the members present at a properly constituted meeting of the Executive confirming the urgent nature of the purchase and taking cognizance of the financial position of the Club and the ratification thereof by members at the following Annual General Meeting.

14.2.13 To authorize by resolution any two members of the Executive to sign on behalf of all the members of the Club all Powers of Attorney, contracts, agreements or other deed or documents requiring signature;

14.2.14 To fill any vacancy occurring in the position of Auditor.

14.2.15 To raise and borrow money for the Club

14.2.16 To determine the maximum number of members permitted in any category;

14.2.17 To discipline members for any misconduct in terms of this Constitution;

14.2.18 To deal with any conditions or circumstances arising for which specific provision is not provided for in this Constitution or in the Rules and Regulations of the Club.

15. MEETINGS OF THE EXECUTIVE

15.1 The Executive shall meet once every month or more often as occasion requires.

15.2 Two clear days notice at least shall be given of all meetings of the Executive, unless all members of the Executive agree to accept shorter notice.

15.3 At all meetings of the Executive, five shall constitute a quorum.

15.4 Any member of the Executive absenting himself or herself without leave from more than three consecutive meetings, of which due notice has been given, shall cease to be a member of the Executive provided that such three meetings do not take place within a period of thirty days.

15.5 A meeting of the Executive may be convened at the request of the President or on the written request of at least two members of the Executive.

15.6 Voting procedure:

All decisions at Executive Meetings shall be decided by a majority of votes, unless otherwise specified herein, and the declaration of the result by the President shall be conclusive.

The President of an Executive meeting shall have a casting vote in addition to a deliberative vote.

16. PRESIDENT OF THE EXECUTIVE

The President or in his absence the Vice President or in his absence a member elected by the members present shall be President of the Executive. The President of any meeting shall have a casting vote in addition to his deliberative vote.

17. SUB - COMMITTEES

17.1 The Executive shall have power to appoint Sub-Committees for any purpose and to delegate to Sub-Committees such powers as may be deemed desirable.

17.2 The President shall be an ex-officio member of all Sub-Committees

18. LIABILITY OF EXECUTIVE

The members of the Executive and Sub-Committees are hereby indemnified and held harmless against any loss or damage that may be suffered as a result of endeavors made by them in good faith to give effect to the duties and powers vested in them.

19. GENERAL MEETINGS

19.1 Only Members shall be entitled to vote at General Meetings.

19.2 Notice of the date and hour of all General Meetings shall be posted in the Clubhouse, and emailed or posted to all members entitled to attend and vote at the meeting at their addresses reflected on the Membership Roll, at least 7 (seven) days prior to the date of such meeting.

19.3 The accidental omission to send a notice to any member shall not invalidate the Meeting.

20. ANNUAL GENERAL MEETINGS

20.1 An Annual General Meeting shall be called for not later than four months after the commencement of the financial year. The financial year shall commence on the 1st January.

20.2 The quorum at an Annual General Meeting shall be twenty full members.

20.3 No provision of this constitution shall be repealed, amended or substituted and no new rule made save by a resolution carried by at least two-thirds of the Full Members present and voting at a General or Special General Meeting of which due notice of the proposed alteration has been given.

21. SPECIAL GENERAL MEETINGS

21.1 Special General Meetings may be called by resolution of the Executive, or on a requisition addressed to the President signed by not less than twenty Members.

21.2 The requisition shall set forth clearly the business for which such Special General Meeting is to be convened and the resolution which is to be proposed.

21.3 Only such business shall be considered at a Special General Meeting as has been specified in the notice of the meeting.

21.4 A special General Meeting requisitioned by fifteen members shall be convened by the President within 30 (thirty) days of his receipt of such requisition provided that no such meeting shall be convened if the business of the Meeting shall be to consider what in the opinion of the Executive is substantially the same as that at the General Meeting held less than 12 (twelve) months previously.

22. NOTICE OF ANNUAL GENERAL MEETING

22.1 Notice of the date and hour of the Annual General Meetings shall be posted in the Clubhouse, and emailed or posted to all members entitled to attend and vote at the meeting at their addresses reflected on the Membership Roll, at least 14 (fourteen) days prior to the date of such meeting.

22.2 The notice of the Annual General Meeting shall include the Report of the Executive, an Audited Financial Statement of the affairs of the Club for the previous year and a summary of the budgets and estimates.

23. PRESIDENT AT GENERAL MEETING

The Chair at all General Meetings shall be taken by the President or in his absence the Vice President or in his absence an Executive member elected by the members present shall be President.

24. QUORUM AT MEETINGS

24.1 The quorum for a General Meeting shall be twenty full members Should no quorum be present within 15 (fifteen) minutes after the time fixed for the meeting, the meeting shall, in the case of an Annual General Meeting or a Special General Meeting called by the Executive, be postponed to the same place, day and hour in the following week, and at such adjourned meeting those members present shall be deemed to be the quorum for the transaction of all business of the meeting.

24.2 In the case of a Special General Meeting called by requisition of members, if no quorum be present within the time specified above, the meeting shall be dissolved.

25. VOTING AT GENERAL MEETINGS AND ADJOURNMENTS

25.1 A General Meeting may be adjourned from time to time by a majority of votes

25.2 Unless otherwise provided in this Constitution:

25.2.1 All decisions at General Meetings shall be decided by a majority of votes and the declaration of the result by the President shall be conclusive;

25.2.2 All votes other than for election of members of the Executive shall be taken by a show of hands unless a ballot is demanded by not less than ten members, in which event the President shall fix the time and mode of such ballot. All votes for members of the Executive shall be by ballot.

25.2.3 Voting procedure

Members must vote for at least the minimum number of candidates necessary to fill the Executive. A spoilt paper will be considered one where there are less or more votes than the vacancies to be filled.

26. CASTING VOTE AT GENERAL MEETINGS

In all cases of an equality of votes at General Meetings, the President shall have a casting vote.

27. BUSINESS AT ANNUAL GENERAL MEETINGS

The business to be transacted at the Annual General Meetings shall be:

27.1 To confirm the Minutes of the previous General or Annual General Meetings;

27.2 To receive the Report of the Executive on the affairs of the Club;

27.3 To receive and consider the Audited Financial Statement for the preceding year;

27.4 To receive and consider the Proposed Capital budgets for the ensuing year and estimates for the year thereafter.

27.5 To elect the Executive for the ensuing year;

27.6 To elect Honorary Life Members, if any, recommended by the Executive, of which notice has been given;

27.7 To appoint an Auditor;

27.8 To consider resolutions concerning the affairs of the Club, of which notice has been given within two months from the start of the new financial year.

27.9 To consider any business concerning the affairs of the Club.

28. MISCONDUCT OF MEMBERS

28.1 Should any member in the opinion of the Executive, commit any willful breach of the Constitution or the Rules and Regulations of the Club, or be guilty of improper, dishonest or unworthy conduct, or fail to make any payments of monies due to the Club after due notice, or be guilty of conduct unbecoming or prejudicial to the interests of the Club, whether within the Club's precincts or outside them, or become insolvent, the Executive shall have the power:

28.1.1 To reprimand such member;

28.1.2 To call upon such member to rectify any misconduct;

28.1.3 To expel such member;

28.1.4 To deprive such member of any or all rights and advantages of his or her membership during such time or period as the Executive in its absolute discretion may deem fit and advisable;

28.1.5 To call upon such member in writing to resign, and if he or she fails to resign, within 30 (thirty) days of the date of such request, to expel such member;

28.1.6 To call upon such member in writing to appear before the Executive and there explain his or her conduct and should such member fail to appear when called upon, to expel or otherwise deal with such member as provided in this Constitution;

28.1.7 Declare such member ineligible for re-election

29. EXERCISE OF POWERS BY EXECUTIVE

In exercising the powers conferred by clause 31 hereof, the Executive shall be bound by the following provisions:

29.1 Any action taken by the Executive under the provisions of 28.1.3, 28.1.4, 28.1.5, 28.1.6 or 28.1.7 above shall not entitle any member so dealt with, to a refund in either part or whole of their membership which has been paid in terms of this Constitution.

29.2 No member shall be dealt with in terms of the provisions of 28.1.3; 28.1.4; 28.1.5, 28.1.6 or 28.1.7 above, unless and until the Executive shall have given him an opportunity to appear before it at such time and place as it may deem fit to explain or justify his conduct, and at such hearing the Executive shall determine the procedure to be adopted. The Executive shall have the power to summon any member or request any other person to appear before it to give evidence for or against such member, and any such member shall have the like power to tender the evidence of any member or any other person he may deem fit.

29.3 All communications between the Executive and a member dealt with in terms of 28.1.3, 28.1.4, 28.1.5, 28.1.6 or 28.1.7 shall be confirmed in writing.

30. RIGHT OF APPEAL

30.1 Any member expelled or called upon to resign by the Executive, shall have the right to appeal against the Executive's decision to a Special General Meeting of full members by giving notice to that effect to the Executive within 1 (one) month of its decision.

30.2 Such Special General Meeting shall be convened without delay after the member concerned has notified in writing his or her desire thus to appeal and has deposited with the Club a sum of money which, in the opinion of the Executive, would be sufficient to cover all reasonable expenses which would be incurred in convening and holding the Special General Meeting.

30.3 Only in the event of the member's appeal proving successful shall the deposit be refunded.

30.4 Where an appeal has been lodged in respect any decision of the Executive, the Executive's decision shall remain in abeyance, but the member concerned shall, from the date of such decision until the decision of the Special General Meeting, be precluded from all privileges of membership.

30.5 A special General Meeting convened to hear an appeal in terms of this clause shall have the power to confirm, revoke or vary the decision of the Executive within the terms of clause 31 hereof.

31. ALTERATIONS AND INTERPRETATIONS OF THE CONSTITUTION

Any addition or alteration to the Constitution shall require the sanction of a majority of not less than two-thirds of the members present at a General Meeting.

32. DISSOLUTION AND LIQUIDATION

32.1 The Club may be dissolved by a resolution passed at any special meeting called for that purpose provided that such resolution is passed by a majority of two - thirds and further, that such resolution is confirmed at a Special General Meeting held not less than one month thereafter by the majority of members entitled to vote thereon.

32.2 Upon winding - up or liquidation of the Club, all its assets remaining after the satisfaction of its liabilities shall be given or transferred to some or other Club, having objects similar to those of the Club.

32.3 Upon winding-up or liquidation of the Club, none of its assets remaining after the satisfaction of its liabilities shall be distributed to any member of the Club.

33. COMMENCEMENT OF THIS CONSTITUTION

This constitution shall come into effect on adoption and the previously existing Constitution shall then stand repealed, provided that anything done under previously existing Constitution shall be presumed to have been done in terms of the corresponding provision of this constitution.

Date: _____

President: _____

Secretary: _____

Witness: _____
