

Rules of Riverside Golf Club Incorporated

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THE CLUB

1. Initial Matters

1.1 The name of the Club is Riverside Golf Club Incorporated

2. Objects of Club

2.1 The objects of the Club are:

- (a) To promote the game of golf, other sports, pastimes and other appropriate activities.
- (b) To provide for Members, guests and visitors golf courses and grounds, and to lay out, prepare and maintain the same for golf.
- (c) To provide appropriate clubhouse facilities, to furnish and maintain them to a standard to meet the needs of Members, visitors and guests.
- (d) To promote and hold, either alone or jointly with any other association, club, or person, appropriate golf meetings, competitions and matches by way of an effective annual golf programme.
- (e) Ensure the highest quality of effective club governance and appropriate management and staffing.
- (f) To provide appropriate course management, services and equipment ensuring the delivery of golf facilities of a high standard.
- (g) Develop appropriate sporting and commercial opportunities which will ensure the long-term sustainability of the Club.
- (h) In furtherance of the objects of the Club to establish, promote or assist in establishing or promoting and to subscribe to or become a member of any other association or club whose objects are similar or in part similar to the objects of the Club, or the establishment or promotion of which may be beneficial to the Club.
- (i) That Club governors, management, staff and Members adhere to models of best practice encompassing all elements of the Club both on and off the golf course.
- (j) Do anything necessary or reasonably incidental to the above purposes.

2.2 Private personal pecuniary gain is not a purpose of the Club.

MANAGEMENT OF THE CLUB

3. Executive Board

3.1 The Club shall have an Executive Board of up to six Members with voting rights and a maximum of another two seconded members (without voting rights) comprised of:

- a. Four Executive Board Members appointed by the Appointments Panel under clause 3.3;
- b. A President and Vice President elected by the members under clause 3.5;
- c. A maximum of two seconded Executive Board Members seconded under clause 3.7 (b).

- 3.2 A person is not permitted to be an Executive Board Member if he or she is:
- (a) Insolvent or an undischarged bankrupt or commits an act of bankruptcy;
 - (b) A person who has been convicted of an offense and has been sentenced to a term of imprisonment;
 - (c) A person who is disqualified from being a director of a company under section 382 of the Companies Act 1993 or in respect of whom an order has been made under section 383 of the Companies Act 1993 or to whom a written notice has been given in accordance with section 385 of the Companies Act 1993; or
 - (d) Of unsound mind, or becomes a person who is subject to a property order made under the Protection of Personal and Property Rights Act 1988 or otherwise becomes unfit or unable to act as an executive board member
- 3.3 An Executive Board Members Appointments Panel (the Panel) will be established comprising:
- (a) The Chair of the Executive Board or his/her representative;
 - (b) The President or his/her representative;
 - (c) An independent person to chair the Panel (Chair) appointed by the Executive Board. The Board may terminate the Chair's membership on the Panel and appoint a suitable replacement at any time.
- The Panel will appoint four appointed Executive Board Members as determined by the Panel from time to time.
- The Panel shall operate in accordance with the procedure set out in Schedule 1.
- 3.4 The Club shall also have a Club Captain elected by the members in accordance with clause 3.5. The Club Captain shall not be a member of the Executive Board as of right unless they are also an appointed Executive Board Member, the President or Vice President or a seconded Executive Board Member.
- 3.5 The election of the President, Vice President and Club Captain will be undertaken at the Annual Club Meeting by a majority vote of the Members of the Club.
- 3.6 Nominations for the position of the President, Vice President and Club Captain shall be made to the Club for the attention of the Club Manager not later than 48 hours prior to the Annual Club Meeting, provided that nominations may be called for at the Annual Club Meeting if insufficient Members have been nominated 48 hours prior to the meeting in accordance with these Rules. The Annual Club Meeting may vote to have vacancies filled by election at a General meeting held at a later date.
- 3.7 The Executive Board Members, once appointed and elected:
- (a) will elect from their ranks, by majority vote, a person to be the Board Chairperson (who shall have a deliberative but not casting vote). Any Executive Board Member may be Chairperson except the President, Vice President and if applicable the Club Captain provided that during the Transition Period, the President and Vice President are eligible to be the Board Chairperson;
 - (b) may second up to two additional people to be non-voting members of the Executive Board.
- 3.8 The term of office for Executive Board Members (including both appointed and elected Executive Board Members) shall be three years or less by agreement of the individual board member. The term of Club Captain shall be determined by the Executive Board.

- 3.9 An Executive Board Member can hold the position for a maximum of nine consecutive years (commencing from the date of the approval of these Rules) except where an extension of term is:
- (a) unanimously approved by the Executive Board;
 - (b) approved by the Panel (in relation to appointed Executive Board Members); and
 - (c) approved by the majority of club members voting at an AGM or SGM.
- 3.10 The first election of elected positions will take place at the Annual Club Meeting in October 2021 and the first appointed Executive Board Members will take office in accordance with clause 3.11.
- 3.11 During the Transition Period, the Executive Board will comprise the following:
- (a) Following the 2020 AGM until the appointment of the first appointed Executive Board Members pursuant to clause 3.11 (b), the Executive Board shall be:
 - (i) The President and Vice President elected at the 2020 AGM, each of whom shall be appointed for a one year term; and
 - (ii) John Bridle, Matthew Boyd, Judy Coulter and Allan Saunders.
 - (b) On or before 31 March 2021, the Panel shall appoint four appointed Executive Board Members following which the Executive Board will comprise:
 - (i) The President and Vice President elected at the 2020 AGM;
 - (ii) The four appointed Executive Board Members appointed by the Panel
- 3.12 Executive Board Members may be removed from office:
- (a) by a unanimous vote of the remaining Executive Board Members. No reason needs to be given;
 - (b) by a vote of not less than a two- thirds majority at a Special Club Meeting called for the purpose. If an elected Executive Board Member ceases to hold office for any reason, a replacement will be appointed by the Board until the next Annual Club Meeting.
- 3.13 The Club shall have a Club Manager who will report to and as directed by the Executive Board. The role of the Club Manager is to administer and manage the Club and shall have all such responsibilities and powers as granted/delegated by the Executive Board.
- 3.14 The Executive Board shall subject to the Rules:
- (a) Carry out all duties and responsibilities necessary for the efficient management and administration of the Club;
 - (b) Without limiting the generality of rule 3.14 (a), be responsible for transacting all matters pertaining to the affairs of the Club in accordance with the objects of the Club and may do all or any of the following:
 - (i) enter into any negotiations, contracts and agreements in the name of and on behalf of the Club as it may consider expedient for its purposes, provided that any negotiations, contracts and agreements are consistent with its objects;
 - (ii) purchase or acquire for the Club any real, personal, and intellectual property or any rights or privileges that may benefit the Club;
 - (iii) receive and give receipts and execute discharges for all gifts, legacies, or other moneys, and to execute any trusts created for any objects of the Club;

- (iv) invest the funds of the Club in such securities for the time being authorised by law for the investment of trust funds in New Zealand and where necessary vary any such investments;
- (v) make provision for the signing of negotiable instruments on behalf of the Club and to open bank accounts to effect the business of the Club;
- (vi) engage employees and paid officials for the Club on terms and conditions conducive to being a good employer;
- (vii) delegate management, administrative, and financial functions and duties to the Players Committee (or similar), other properly appointed Committees or the Club Manager; and
- (viii) report to the Members of the Club at Annual Club Meetings of the Club and, where practical, provide regular reports to those Members that are not Executive Board Members.

3.15 The Executive Board may appoint sub-committees consisting of such persons (whether or not Members of the Board) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive Board:

- (a) the quorum of every sub-committee is half the members of the sub-committee,
- (b) no sub-committee shall have power to co-opt additional members without executive board approval,
- (c) a sub-committee must not commit the Club to any financial expenditure without express authority, and
- (d) a sub-committee must not further delegate any of its powers.

3.16 A member of the Executive Board and/or of a sub-committee is interested in a matter if the member:

- (a) may obtain a financial benefit from the matter; or
- (b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
- (c) may have a financial interest in a person to whom the matter relates; or
- (d) is a partner, director, member of the Executive Board and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.

However, a member of the Executive Board and/or sub-committee is not interested in a matter

- (a) merely because the member of the Executive Board and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- (b) if the member of the Executive Boards's and/or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
- (c) if the member of the Executive Boards's and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the Executive Board in carrying out the member of the Executive Board's and/or sub-committee's responsibilities under the Act or the Rules; or

- (d) if the member of the Executive Board and/or sub-committee is a member of the committee of a union and the member of the Executive Boards's and/or sub-committee's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

3.17 A member of the Executive Board and/or sub-committee who is interested in a matter relating to the Club must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (a) to the Executive Board and/or sub-committee; and
- (b) in an interests register kept by the Executive Board.

Disclosure must be made as soon as practicable after the member of the Executive Board and/or sub-committee becomes aware that they are interested in the matter.

A member of the Executive Board and/or sub-committee who is interested in a matter:

- (a) must not vote or take part in the decision of the Executive Board and/or sub-committee relating to the matter; and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- (c) may take part in any discussion of the Executive Board and/or sub-committee relating to the matter and be present at the time of the decision of the Executive Board and/or sub-committee (unless the Executive Board and/or sub-committee decides otherwise).

However a member of the Executive Board and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Where 50 per cent or more of Executive Board Members are prevented from voting on a matter because they are interested in that matter, a Special Club Meeting must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Executive Board shall consider and determine the matter.

4. Restrictions on Powers

4.1 For the purposes of this rule 4 the terms "Land Dealing", "Spare Land", "Course Change" and "Fundamental Course Change" have the following meanings:

"Course Change" means any change to the nature of the Club's golfing facilities that is significant in the reasonable opinion of the Board;

"Fundamental Course Change" means a reduction of the number of holes in the Club's golfing facilities to a number that is less than-18 holes;

"Land Dealing" means the purchase, sale, leasing for a term of 3 years or more, or other dealing with land owned by the Club;

4.2 Subject to rules 4.6 and 4.7, the Club may complete a Land Dealing only if at an Annual Club Meeting or a Special Club Meeting a resolution approving the Land Dealing is passed by a two-thirds majority of those Members present and entitled to vote.

- 4.3 The Club may complete a Course Change or Fundamental Course Change only if at an Annual Club Meeting or a Special Club Meeting a resolution approving the Course Change is passed by a two-thirds majority of those Members present and entitled to vote.
- 4.4 At least 21 days before the Annual Club Meeting or Special Club Meeting at which a Land Dealing, Course Change or Fundamental Course Change is to be considered, the Executive Board shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Executive Board has.
- 4.5 The Executive Board may complete a Land Dealing without reference to a Club Meeting at any time land owned by the Club is required for a public work pursuant to the Public Works Act 1982 (or any re-enactment thereof) if the Executive Board considers the Land Dealing is in the best interests of the Club. Prior to completing any Land Dealing under this rule 4.7, the Executive Board must consult with the Members of the Club.
- 4.6 The Club Manager, Chairperson and President (and any other Executive Board Member nominated by the Executive Board) shall operate the bank accounts of the Club. Any two of those persons shall authorize payments by electronic banking. No payment of any account exceeding \$500.00 for unbudgeted costs or \$5,000 for budgeted costs shall be made except pursuant to a resolution of the Executive Board other than:
- (a) For regular periodical payments of wages or salary previously authorised;
 - (b) For purchase of bar stock and trading stock; or
 - (c) To ensure the day to day operational requirements of course, machinery and maintenance are met up to a value of \$5,000.00.
- 4.7 The Executive Board's power to borrow or raise money or to mortgage or charge the Club's assets is limited to \$700,000.00 except pursuant to a resolution of the Club at a Club Meeting.
- 4.8 The Executive Board shall meet at such times as determined by it from time to time. Meetings may take place in person or via teleconference or video-conferencing or such other means as may be determined by the Executive Board from time to time. The Club Manager shall attend all Executive Board (and sub-committee) meetings, subject to the directions of the Executive Board.
- 4.9 A resolution of the Executive Board in writing signed by all Executive Board Members is as valid and effective as if it had been passed at a meeting of the Executive Board duly convened and held. Any such resolution may consist of several documents (including scanned and emailed copies of the resolution) and like form, each signed or assented to by one or more of the Executive Board Members.

5. Players Committee

- 5.1 The Players' Committee shall be chaired by the Club Captain and be responsible for running the golfing activities of the Club. The Club Captain shall report to the Executive Board on behalf of the Players' Committee.
- 5.2 The Players' Committee shall be structured in the manner set out by bylaw of the Executive Board from time-to-time and the persons taking office as members of the Players' Committee shall be appointed or elected in the manner determined by that bylaw. A bylaw set by the Executive Board to deal with the matters set out in this rule 5.2 may only be revised with effect from the next Annual Club Meeting.

CLUB MEMBERSHIP

6. Types of Members

- 6.1 Subject to clause 6.2, membership shall comprise of the following categories:

- (i) Full Playing Members, who shall have full playing and membership privileges ;

- (ii) Midweek Members, who shall have full playing and membership privileges, but may only use the golf courses of the Club during the days from Monday to Friday, excluding public holidays, or on such other days as determined by the Executive Board;
- (iii) Long Service Members, who shall have full playing and membership privileges and be entitled to a discount in the amount determined from time to time by the Executive Board from the Full Playing Membership subscription. Long Service Members shall include any persons entitled to a long service discount under the rules of either Lochiel or Narrows as at the Effective Date. In order to become a Long Service Member, a Member must have been a financial Full Playing or Midweek Member of the Club for 25 consecutive years and have had their application to become a Long Service Member accepted by the Executive Board. In determining eligibility for Long Service Membership, membership at either Lochiel or Narrows shall be taken into account;
- (iv) Foundation members who are those members who were fully financial members at the time of the Special Annual Meeting held on 13 February 2018. To remain a Foundation member membership must be continuous. Foundation members will receive a subsidy as determined by the Executive Board.
- (v) Junior Members, who shall be under 23 years of age at the date their subscription is due, who shall have full playing and membership privileges. Members under 18 years of age shall abide by any bylaw pertaining to such Members as is set by the Executive Board and shall have no voting rights at Club Meetings;
- (vi) Life Members, who shall have full playing and membership privileges, but shall not be required to pay an annual subscription. Life Members shall include persons who are life members of either Lochiel or Narrows or Riverside at the Effective Date. Life Members shall be appointed by resolution at a Club Meeting on the recommendation of the Executive Board, and may be nominated by any two members making the nomination (including the reasons for the nomination) in writing to the Executive Board. The Executive Board may set bylaw for the purpose of guiding consideration of any such nomination; and
- (vii) Such other categories of membership which shall be restricted as to playing, membership, voting and other rights, as the Executive Board from time to time sees fit.

6.2 The Executive Board may from time to time:

- (a) Determine or amend the criteria for each category of membership and the fees and privileges relating to each category.
- (b) Add further categories of membership and determine the criteria fees and privileges relating to such categories.

7. Admission of Members

7.1 Membership of the Club shall be open to all members of the public by making application in the form, and subject to the conditions, prescribed by the Executive Board from time to time. Subject to all applicable laws, the Executive Board may admit or deny admission to any person or group of persons as a Member or Members of the Club as it sees fit.

8. The Register of Members

8.1 The Club Manager shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

8.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Club Manager.

8.3 Each Member shall provide such other details as the Executive Board requires.

9. Cessation of Membership

9.1 Any Member may resign their Membership of the Club by giving written notice to the Club Manager.

9.2 A Member's Membership may be terminated in the following way:

- (a) If, for any reason whatsoever, the Executive Board is of the view that a Member has breached the Rules, or has acted in a manner inconsistent with the purposes of the Club or contrary to the interests of the Club, the Executive Board may give written notice of this to the Member ("the Board's Notice"). The Board's Notice must:
 - (i) Explain how the Member has breached the Rules, or acted in a manner inconsistent with the purposes of the Club or contrary to the interests of the Club;
 - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Executive Board giving reasons why the Executive Board should not terminate the Member's Membership;
 - (iii) State that if, within 28 days of the Member receiving the Board's Notice, the Executive Board is not satisfied with the Member's response, the Executive Board may in its absolute discretion immediately terminate the Member's Membership; and
 - (iv) State that if the Executive Board terminates the Member's Membership, the Member may appeal to the Club.
- (b) 28 days after the Member receives the Board's Notice, the Executive Board may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which will take immediate effect. The Termination Notice must state that the Member may appeal to the Club at the next Meeting by giving written notice to the Club Manager ("Member's Notice") within 28 days of the Member's receipt of the Termination Notice.
- (c) If the Member gives the Member's Notice to the Club Manager, the Member will have the right to be fairly heard at an Executive Board Meeting held within the following 28 days. If the Member chooses, the Member may provide the Club Manager with a written explanation of the events as the Member sees them ("the Member's Explanation"). If the Member is not satisfied that the Executive Board Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Executive Board Meeting.
- (d) When the Member is heard at an Executive Board Meeting, the Executive Board may question the Member.
- (e) The Executive Board shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Executive Board's decision will be final.

10. Obligations of Members

10.1 All Members shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute.

11. Joining Fees, Subscriptions and Levies

11.1 If any Member does not pay a Subscription or levy by the date set by the Executive Board, the Executive Board will give written notice that, unless the arrears are paid by a

nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Club) have no Membership rights and shall not be entitled to participate in any Club activity.

12. Financial Year

12.1 The financial year of the Club begins on 1 July of every year and ends on 30 June of the next year.

CONDUCT OF MEETINGS

13. Meetings

13.1 The Club shall hold an Annual Club Meeting every year on a day decided by the Executive Board, which shall not be later than five months after the end of the preceding financial year. The Annual Club Meeting shall carry the following tasks:

- (a) Consider and adopt the annual report;
- (b) Consider and adopt the annual financial statements;
- (c) Appoint an auditor;
- (d) Elect the elected Executive Board Members and other officers of the Club; and
- (e) Consider any other business that may be properly brought before an Annual Club Meeting.

13.2 Nominations for elected Executive Board positions and any other officers of the Club must be received by the Club Manager no later than 48 hours prior to the Annual Club Meeting in the form prescribed by the Executive Board.

13.3 Special Club Meetings may be called from time to time by the Executive Board Members. The Executive Board shall call and hold a Special Club Meeting within 28 days of receipt of a notice signed by 20 or more Members entitled to vote at a Club Meeting, provided the notice outlines the purpose of the Special Club Meeting. The purpose or purposes for calling a Special Club Meeting must be stated in the notice to Members to call a Special Club Meeting and only that purpose or purposes may be transacted at that Special Club Meeting. The minutes of any Special Club Meeting shall be presented at the next Annual Club Meeting for confirmation only.

13.4 The Members of the Club may approve at any Annual Club Meeting an honorarium for Executive Board Members. Payments made under this rule should reflect the time and commitment Executive Board Members make to the Club in the pursuit of the Club's objects under rule 2.

13.5 Club Meetings shall be chaired by the President of the Club, or such other person as the Executive Board may appoint for that purpose.

13.6 Club meetings may be held by a quorum of the Members:

- (a) Being assembled together at the time and place appointed for the meeting; or
- (b) Participating in the meeting by means of audio and visual or electronic communications;
or
- (c) By a combination of both the methods describes in paragraphs a. and b. above.

14. Notices

- 14.1 Notice for an Annual Club Meeting shall be issued at least fourteen (14) days prior to the intended date of the Annual Club Meeting.
- 14.2 Notice for Special Club Meetings shall be issued at least seven (7) days prior to the intended date of the Special Club Meeting.
- 14.3 Members of the Club shall be notified of Club Meetings either by mail delivered to the last current residential address, by electronic mail or by such other means as may be determined by the Executive Board from time to time.
- 14.4 Notices for meetings other than the Annual Club Meeting and Special Club Meetings may be notified and confirmed by agreement between the Members of any other committee of the Club.
- 14.5 Notices of motions to be put before the Annual Club Meeting shall be notified to the Executive Board at least seven (7) days prior to the Annual Club Meeting date.

15. Quorums

- 15.1 The quorum for Annual Club Meetings and Special Club Meetings shall be 40 Members of the Club with voting rights. If a quorum for an Annual Club Meeting or Special Club Meeting has not be formed within 45 minutes of the scheduled time for commencement of that Club Meeting, the Club Meeting shall be reconvened on the same day and at the same time of the following week. The Members present at the reconvened Club Meeting will constitute a quorum for the purposes of this rule 15.1.
- 15.2 The quorum for meetings of the Executive Board and any other committee duly appointed by the Executive Board shall be a majority of the Members so appointed to that committee.

16. Voting

- 16.1 The method of voting at any Club Meeting shall be determined by the person chairing the meeting.
- 16.2 Members of the Club aged 18 and over who are current with their subscription payments will have voting rights at Club Meetings.
- 16.3 With the exception of matters pertaining to rule (4 Restrictions on Powers), rule 19 (Altering the Rules), and rule 21 (Winding Up) or otherwise specified in these Rules, voting shall be passed by a simple majority of those present and eligible to vote at the meeting.
- 16.4 The chairperson of any committee of the Club shall have an ordinary vote and in the case of an even vote may not exercise a casting vote, unless otherwise expressly provided in these Rules.
- 16.5 There shall be no proxy voting for any Club Meeting. The Executive Board shall provide a means of advance voting for Club Meetings which is generally accessible to Members for any matter set out in the following rules;
 - (a) rules 4.2 to 4.4 (Restrictions on Powers (pertaining to Land Dealings));
 - (b) rule 19.1 (Altering the Rules); and
 - (c) rule 21.1 (Winding Up),

and any other matter which the Executive Board determines is suitable for advance voting. Where a Member has cast an advance vote in the manner prescribed by the Executive Board, that Member shall be counted as present at the Club Meeting for the purposes of

determining whether quorum requirements for that Club Meeting have been met in accordance with rule 15.1.

CLUB

17. Financial Reporting

17.1 The appointment of an accountant, if required, shall be made by the Executive Board.

17.2 The Club will produce annual financial statements and the following will apply:

- (a) the financial accounts of the Club shall be audited at the end of the Club's financial year;
- (b) the annual financial statement shall be delivered to the Registrar in accordance with Section 23 of the Act.
- (c) the audited financial statements will be made available to Members not less than 7 days prior to the Annual Club Meeting.

18. Common seal

18.1 The Executive Board shall provide a common seal for the Club and may from time to time replace it with a new one.

18.2 The Club Manager shall have custody of the common seal, which shall only be used by the authority of the Executive Board. Every document to which the common seal is affixed shall be signed by two Executive Board Members.

19. Altering the Rules

19.1 The Club may alter or replace these Rules at a Club Meeting by a resolution passed by a two thirds majority of those Members present and entitled to vote.

19.2 At least 21 days before the Club Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Executive Board has.

19.3 When a Rule change is approved by a Club Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

20. Bylaws to govern the Club

20.1 The Executive Board may from time-to-time make, alter or rescind bylaws for the Club management of the Club, so long as these are not repugnant to these Rules or to the provisions of law. All such bylaws shall be binding on Members of the Club. A copy of the bylaws for the time being shall be available for inspection by any member on request to the Club Manager.

21. Winding up

21.1 The Club may be liquidated in the manner prescribed by Section 24 of the Act. The resolution to put the Club into liquidation shall require at least a two thirds majority of the Members of the Club present at both meetings required under Section 24 of the Act.

21.2 If the Club is wound up:

- (a) The Club's debts, costs and liabilities shall be paid;
- (b) Surplus Money and Other Assets of the Club shall be distributed for the purposes of advancement of the game of golf in New Zealand; and

(c) No distribution may be made to any Member.

22. **Dispute Resolution**

22.1 Should any dispute arise that is affected by the Rules of the Club then the dispute shall be resolved by the Executive Board and their decision shall be final.

22.2 Should any dispute arise that is not affected by the Rules of the Club then the dispute shall be resolved by the Executive Board.

23. **Definitions and Miscellaneous matters**

23.1 In these Rules:

"**Act**" shall mean the Incorporated Societies Act 1908

"**Club**" shall mean "Riverside Golf Club Incorporated"

"**Club Meeting**" means any Annual Club Meeting, or any Special Club Meeting, but not an Executive Board Meeting or other meeting of Members.

"**Effective Date**", means 24 June 2014

"**Executive Board**" shall mean the executive board appointed in accordance with rule 3.

"**Club Manager**" means the Club Manager as appointed by the Executive Board, and shall include any person or persons appointed on an interim basis to perform the role of the Club Manager. The title of the person performing this role may vary from time to time.

"**Lochiel**" means Lochiel Golf Club Incorporated.

"**Lochiel Member**" means a person who is a member of Lochiel on the Effective Date.

"**Majority vote**" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.

"**Member**" means a member of the Club.

"**Narrows**" means Narrows Golf Club Incorporated.

"**Narrows Member**" means a person who is a member of Narrows on the Effective Date.

"**Rules**" shall be these rules and any amendments which may be made from time to time in accordance with the Club's rules and/or the Act.

"**Transition Period**" means the period from the 2020 AGM to the 2021 AGM.

"**Written Notice**" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

23.2 It is assumed that

- (a) Where a masculine is used, the feminine is included and vice versa;
- (b) Where the singular is used, plural forms of the noun are also inferred;
- (c) Headings are a matter of reference and not a part of the Rules.

SCHEDULE 1

The procedure for operation of the Panel will be as follows:

- a. A quorum of members of the Panel shall be three;
- b. Decisions of the Panel will be made by a majority of the members present and eligible to vote on any such decision at a meeting;
- c. Reasonable notice of meetings and the business to be conducted shall be given to the members of the Panel;
- d. Minutes of all meetings shall be kept; and
- e. The Panel will otherwise determine its own procedure.