



PENRITH GOLF CLUB

RULES FOR THE GOVERNANCE OF THE CLUB

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SECTION A - RULES

Rule 1. NAME, PURPOSES AND OBJECTIVES

- 1.1. The name of the Club is 'Penrith Golf Club' (the Club).
- 1.2. *The main purposes of the Club are to provide facilities for and to promote participation in the amateur sport of golf in Penrith (i).*
- 1.3. The Club is a non-profit making organisation and is designated as a Community Amateur Sports Club (CASC) under HM Revenue and Customs (HMRC) registration scheme.
- 1.4. *All surplus income or profits are to be reinvested in the Club. No surpluses or assets will be distributed to members or third parties (ii).*
- 1.5. The Club operates for the benefit of its members with the following objectives: -
 - 1.5.1. To provide a golf course and clubhouse for its members.
 - 1.5.2. To encourage community participation in playing golf and provide a high-quality golfing experience for all its members and visitors.
 - 1.5.3. To provide a friendly and welcoming environment for all golfers and visitors, including the provision of refreshments.
 - 1.5.4. To promote amateur golf, abiding by rules for amateurs and furthering the interests of amateurs.
 - 1.5.5. To comply with the Rules of Golf issued by the Royal and Ancient Golf Club of St Andrews (R&A).
 - 1.5.6. To follow the Rules of Handicapping in the allocation and maintenance of member handicaps within the World Handicapping System (WHS) as adopted by the R&A and administered by England Golf.
 - 1.5.7. To abide by the Rules and Policies of the Cumbria Union of Golf Clubs and the Cumbria Ladies County Golf Association to which the Club is affiliated.
 - 1.5.8. To promote and conduct any other matters for the benefit of its members.

Rule 2. COMPOSITION OF THE COUNCIL AND COMMITTEE STRUCTURE

2.1. STRUCTURAL OUTLINE (see fig1 below)

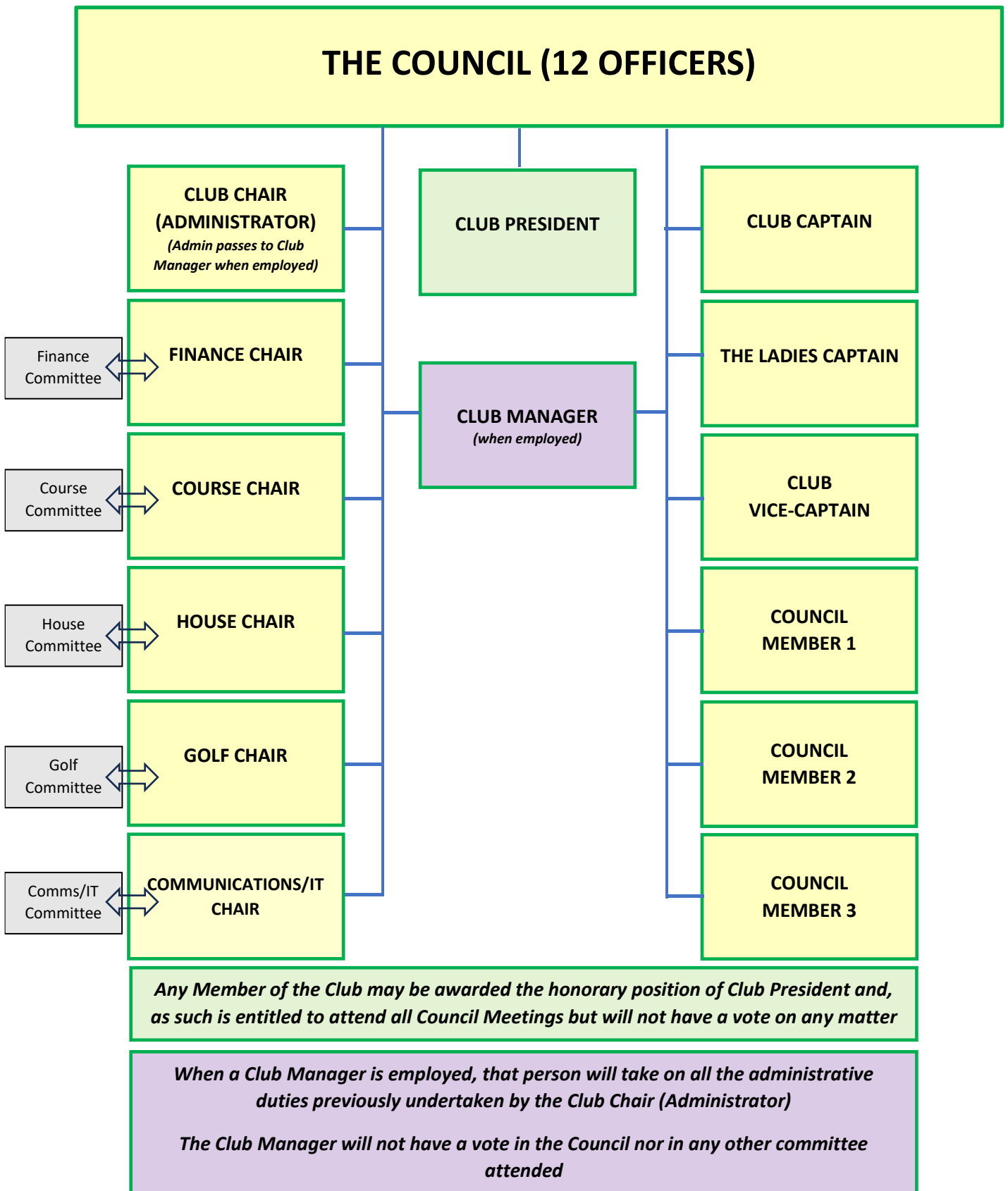


fig1

- 2.2. The business and affairs of the Club will be overseen and managed by a Council of 12 Officers of the Club, consisting of the Club Chair, the Club Captain, the Ladies Captain, the Club Vice-Captain, three Council Members and the Chairs of five standing committees (Finance, Course, House, Golf, Communications/IT).
- 2.3. At any meeting of the Council a minimum of any 7 Officers is required to form a quorum.
- 2.4. The Club Chair and Chair of the Finance Committee will hold office from the date of their election at an Annual General Meeting (AGM) until the third AGM following.
- 2.5. The Chairs of Course, House, Golf, and Communications/IT, will hold office from the date of their election at an AGM until the second AGM following.
- 2.6. **SELECTION COMMITTEE**
 - 2.6.1. The Council will form this committee at its first meeting following the AGM to seek a prospective Club Vice-Captain each year, and a prospective Club President in alternate years.
 - 2.6.2. The Club President will chair this committee comprising the current Club Chair, Club Captain, the Club Vice-Captain and The Ladies Captain.
 - 2.6.3. The Selection Committee will act independently of the Council and will engage with the membership during the selection process.
 - 2.6.4. The Council will be responsible for putting the name or names recommended by the Selection Committee on the Nominations Lists for ratification by the membership at the next AGM.
- 2.7. The Club Captain and the Club Vice-Captain will hold office from the AGM at which they were elected/ratified until the next AGM, following which the current Club Vice-Captain will be ratified as the incoming Club Captain.
- 2.8. The 3 Officers elected as Council Members 1, 2 and 3 will hold office from the date of their election at an AGM until the next AGM following.
- 2.9. **THE LADIES CAPTAIN** – see Rule 3.5.
- 2.10. **CLUB PRESIDENT**

Any member of the Club may be awarded the honorary position of Club President. Though not an Officer, the position will be held for 2 years from the date of ratification at an AGM. The President is entitled to attend all Council and committee meetings, without voting rights, and will not be included in the count for a quorum. The President is entitled to be called upon by the Council to chair any non-standing committee or committees authorised by the Council, where voting rights may be exercised.

Rule 3. ELECTION OF OFFICERS

- 3.1. Any person standing for election as an Officer must be a Voting Member of the Club of at least 3-years standing and may only stand for one position on the Council.
- 3.2. Wherever, in these rules, elections are referred to as taking place at an AGM, which is the usual procedure, there may be exceptional circumstances (Rule 4.3.2.) when it is necessary for elections to take place at an Extraordinary General Meeting (EGM) or Special General Meeting (SGM).
- 3.3. Ballots necessary at any AGM or EGM may be taken electronically, providing the membership is informed of this at the time such meeting is called.

- 3.4. All Officers, except for the Ladies Captain, will be elected/ratified by ballot amongst the Voting Members at a Club AGM/EGM.
- 3.5. The Ladies Captain will take up her position on the Council as an Officer by virtue of her election according to the rules within the constitution of the Ladies Section of the Club and will hold office from the Club AGM following her election until the next Club AGM. Should she relinquish her role as an Officer for any reason, then the Ladies Vice-Captain will take on the role as an Officer for the remaining term on the Council until the next Club AGM. Should the Ladies Vice-Captain relinquish her role as an Officer then the position on the Council will remain vacant until the next round of Council elections.
- 3.6. Officers will be elected/ratified for the terms as outlined in Rules 2.4. to 2.8., on completion of which they will be eligible to seek election to any one position on the Council.
- 3.7. The 6 Officers holding the positions of Club Chair and the Chairs of Finance, Course, House, Golf, and Communications/IT may face a challenge, at any AGM, during their tenure of office. Challenges may only come from members as outlined in Rule 3.1. They must appear on the Nominations Lists posted before each AGM and be formally proposed and seconded, following which the holder of the office challenged will submit to the election process at the AGM. The person elected will then hold office for the full term as indicated in Rules 2.4. and 2.5.

Office holders not challenged will continue with their current term of office.

- 3.8. Nominations Lists will be posted on the Club Notice Board 28 days before an AGM. They will be taken down 7 days before that AGM and no further additions will be permitted. Voting Members are only permitted to propose or second one person for one position on these lists.
- 3.9. Voting Members, who are directly employed by the Club or are in position as the Steward/Caterer or Golf Professional are not allowed to stand for any position on the Council.
- 3.10. CO-OPTED OFFICERS
 - 3.10.1. Should the position of any Officer not be filled at any election, or become vacant at any time, the Council MUST co-opt an Officer from amongst the Voting Members of the Club of at least 3-years standing, as soon as is practicable. The Ladies Captain is excluded from this process (Rule 3.5.).
 - 3.10.2. Co-opted Officers will serve on the Council from the date of their appointment until the next Club AGM, at which they will be entitled to seek election to any one position on the Council.
 - 3.10.3. Co-opted Officers will rank as elected Officers and be entitled to the same voting rights on the Council.
 - 3.10.4. The Council is restricted to the co-option of a maximum number of 5 Officers between one Club AGM and the next.

Rule 4. RESIGNATION OF THE COUNCIL

- 4.1. Should the number of Officers on the Council fall below seven, the Council will cease to exist, and any remaining Officers will form the nucleus of an Interim Committee, to which will be added at least two Past Club Captains and the Club President.

- 4.2. The Interim Committee must number at least seven, all of whom will be entitled to vote. Any shortfall in this number must be filled by further Past Club Captains. A quorum for this committee will number 7.
- 4.3. The Interim Committee has two duties:
 - 4.3.1. To attend to the day-to-day management of all the affairs of the Club. In order to accomplish this, the Interim Committee is authorised to call upon any members with the requisite skills to assist with day-to-day procedures.
 - 4.3.2. To arrange for the necessary elections to form a new Council. A notice to members must be issued immediately the situation in Rule 4.1. exists, informing them that nominations for Officers will be sought in order that a new Council will be elected, as soon as is practicable, in accordance with the Rule 3. – Election of Officers.
- 4.4. The Interim Committee will be entitled to call an EGM to deal with any issues arising and MUST call and give notice of an EGM, within 30 days, whenever the provisions of Rule 14.3. are invoked.
- 4.5. During any period of the Interim Committee's existence, the Trustees will not authorise any Capital expenditure.

Rule 5. DUTIES OF THE COUNCIL

- 5.1. Subject to any powers of procedure or limitations imposed by the foregoing rules, the Council will: -
 - 5.1.1. Perform all such administrative actions as may be necessary for delivering the Objectives of the Club in accordance with these Rules and any applicable English law.
 - 5.1.2. Comply with the terms of affiliation required by England Golf and maintain required policies relating to:
 - 5.1.2.1. Safeguarding Children and Young People and Safeguarding Adults.
 - 5.1.2.2. Appropriate Complaint and Disciplinary Procedures.
 - 5.1.2.3. Equality and Diversity.
 - 5.1.2.4. The Council will appoint a Club Welfare Officer (CWO) whose roles are more specifically covered within various Club Policies, where appropriate.
 - 5.1.3. Ensure the Club operates an Equal Opportunities Policy which sets out the Club's commitment, as an employer, to fair working practices and protection from discrimination.
 - 5.1.4. Follow the requirements of the Equality Act 2010 and amendments, and ensure the Club is committed to tackle any form of discrimination.
 - 5.1.5. Control the finances of the Club.
 - 5.1.6. Establish the Fiscal Year and ensure the financial reporting requirements of the Club are maintained.
 - 5.1.7. Appoint an Independent Examiner to provide an opinion to the Club on whether the annual Financial Statements have been prepared in accordance with good accounting practice and meet the appropriate accounting standards.

- 5.1.8. Arrange for an AGM to be held each year, generally in December, ensuring that there are no more than 15 months between such meetings unless circumstances beyond the control of the Council determine otherwise.
- 5.1.9. Manage all employees of the Club and have full control over their engagement or dismissal.
- 5.1.10. Ensure the responsibilities of staff are maintained in the event that any of them are unable to fulfil their functions.
- 5.1.11. Make, alter or repeal any Policies which it considers necessary for the good governance of the Club. Any such Policies, alterations or repeals will be effective until otherwise determined by the Council or a General Meeting. All Policies, alterations or repeals will be notified to the membership within 14 days of approval, and the Council will publish an up-to-date record of all Policies on the Club website. A review of all Policies must be undertaken each year.
- 5.1.12. Be responsible for all matters concerning complaints, discipline and grievance brought to its attention under existing Policies.
- 5.1.13. Prepare, maintain and execute a strategic plan for the Club.
- 5.1.14. Define the duties of any club employees or persons appointed to positions of responsibility reporting to the Council.
- 5.1.15. Comply with all aspects of employment legislation (e.g., Rules 7.7.2. and 7.10.3.).

Rule 6. LIMITATIONS OF THE COUNCIL

- 6.1. The Council is responsible for all the finances of the Club subject to the following limits. The Council will: -
 - 6.1.1. Not engage in any non-emergency procurement contract or lease exceeding £6,000 (including VAT) without obtaining and evaluating competitive bids or prices.
 - 6.1.2. Not sell, encumber or purchase land without the approval of a majority of the members voting at an EGM or AGM, or in any electronic ballot held for such purpose.
 - 6.1.3. Not authorise the sale or purchase of any item or items, for any single project or series of projects which exceeds £100,000 without the approval of a majority of the members voting at an EGM or AGM, or in any electronic ballot held for such purpose.

Rule 7. PROCEDURES OF THE COUNCIL AND ITS COMMITTEES

- 7.1. Meetings of the Council will take place regularly with at least 10 meetings per annum.
- 7.2. The Club Chair will have a casting vote in the Council. Whenever the Club Chair is absent, the Council will appoint another Officer to undertake those duties.
- 7.3. Wherever Officers are included in the composition of the following Council Committees (Finance, Course, House, Golf, and Communications/IT), they will be appointed to those committees at the first meeting of the Council following its election, as soon as possible thereafter, or whenever it becomes necessary to replace an Officer.
- 7.4. The Council may delegate any of its functions to the committees represented on the Council (Finance, Course, House, Golf, and Communications/IT).

- 7.5. The Council may form any number of committees for any specific purposes which may arise, and these committees will report back to the Council. Such “non-standing committees” will be chaired by an Officer, or The President, to be appointed by the Council.**
- 7.6. The Chair of any non-standing committee is entitled to ask any Voting Member of the Club to join such committee.**
- 7.7. CLUB CHAIR (ADMINISTRATOR)**
- 7.7.1. Duties as Club Chair**
- In addition to the duties in Rule 7.2., the Club Chair will chair all General Meetings of the Club, and when absent the Council will appoint another Officer to undertake any of these duties.
- The Club Chair is entitled to attend any of the Committees authorised by the Council, with voting rights.
- 7.7.2. Duties and Responsibilities as Administrator**
- In the absence of a Club Manager, the Club Chair will be responsible for Health and Safety, HR, Safeguarding, any Byelaws, Policies and Procedures, the maintenance and safekeeping of any Club records (including those required by the Complaints and Disciplinary Policy), Club Contracts and Employee Contracts of Employment (including appraisals of performance undertaken in relation to employees and those contracted to the Club) together with minutes of all meetings of the Council. The Club Chair is entitled to seek assistance from any Officer in the performance of these tasks and will ensure that proper minutes of all Council Meetings are taken.
- 7.8. CLUB MANAGER**
- 7.8.1. The Council may, at its own discretion, advertise and engage a person for the position of Club Manager on such terms as it agrees.**
- 7.8.2. The Club Manager will have a direct line of responsibility to the Council through the Club Chair.**
- 7.8.3. The Club Manager will attend all meetings of the Council and other such Committee Meetings as may be required, and will:**
- 7.8.3.1. Undertake the day-to-day management of the Club in accordance with the wishes of the Council.**
- 7.8.3.2. Undertake the day-to-day duties and responsibilities of administration which had previously been undertaken by the Club Chair.**
- 7.8.3.3. The Club Manager will have no vote on the Council, nor on any committee attended which report back to the Council.**
- 7.9. CLUB CAPTAIN AND CLUB VICE-CAPTAIN**
- 7.9.1. These two Officers have full voting rights within the Council and may be called upon to chair any non-standing committee or committees authorised by the Council, where their voting rights may be exercised.**
- 7.9.2. In their capacity as Club Captain and Club Vice-Captain they are entitled to attend any other committee meeting without voting rights.**
- 7.10. FINANCE COMMITTEE**
- 7.10.1. The Council will appoint a Finance Committee under the Finance Chair to oversee all aspects of the finances of the Club including forward planning.**

- 7.10.2. Those Officers elected as Chairs of Course, House, Golf, and Communications/IT will be members of this committee.**
- 7.10.3. Duties and responsibilities of the Finance Committee include all Accounting Procedures, Bookkeeping, the preparation of Reports and Budgets, and the maintenance of Payroll procedures in accordance with employment legislation. Secure backups of all systems employed must be maintained. Prior to the AGM this committee will assess and prepare a report for the Council on proposed subscriptions for the ensuing year. This report and financial reports for the year will be distributed to Members at least 14 days prior to an AGM.**
- 7.11. COURSE COMMITTEE**
- 7.11.1. The Course Committee will consist of its Chair, at least one other Officer, and the Head Greenkeeper.**
- 7.11.2. Duties and responsibilities of the Course Committee include Greens-Keeping Staff, Greens and Course Equipment, Course and Course Facilities Maintenance and Course Budgets.**
- 7.12. HOUSE COMMITTEE**
- 7.12.1. The House Committee will consist of its Chair, at least one other Officer, and the Steward/Caterer.**
- 7.12.2. Duties and responsibilities of the House Committee include Bar, Catering, Marketing, House Maintenance and Repair together with House Budgets.**
- 7.13. GOLF COMMITTEE**
- 7.13.1. The Golf Committee will consist of its Chair, at least one other Officer, and the contracted Golf Club Professional.**
- 7.13.2. Duties and responsibilities of the Golf Committee include Competitions, Handicaps, Marketing, Visitors, Practice Facilities and Golf Budgets.**
- 7.14. COMMUNICATIONS/IT COMMITTEE**
- 7.14.1. The Communications/IT Committee will consist of its Chair and at least one other Officer.**
- 7.14.2. Duties and responsibilities of the Communications/IT Committee include all aspects of IT which may include Administration and Office Software, Communications with Members, Marketing Requirements, Club Sponsorship, Back-up, Archive requirements and Website Maintenance.**
- 7.15. GENERAL PROCEDURES - ALL COMMITTEES REPORTING TO THE COUNCIL**
- 7.15.1. The Chairs of all Committees authorised by the Council may co-opt any Officer or Voting Member from the Club Membership to serve alongside existing committee members, providing that the Council gives its approval of the Voting Member. Any such co-opted Voting Member will be entitled to vote on any subject raised in that committee.**
- 7.15.2. All Officers, and any Voting Member co-opted to one of the Council's Committees must sign the Council Code of Conduct/Statement of Values Form. The form (*see Appendix A*) sets out the standards of personal behaviour and conduct required.**
- 7.15.3. All Officers will confirm having read and understood their obligations at or before their first meeting and sign the Council Code of Conduct/Statement of Values Form which will then be placed with Club records.**

7.15.4. The Chairs of all committees reporting to the Council will have a casting vote within those committees.

7.15.5. The Head Greenkeeper, the Steward/Caterer and the Golf Club Professional are not entitled to vote within any committee to which they are appointed.

Rule 8. MEMBERSHIP

- 8.1. *Membership of the club is open to anyone interested in the sport of golf on application, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs, except as a necessary consequence of the requirements of golf. The Club may have different classes of membership and subscription on a non-discriminatory and fair basis. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating. The Club Council may refuse membership, or remove it, only for good cause such as conduct or character likely to bring the club or sport into disrepute. Appeal against refusal or removal may be made to the members(iii).*
- 8.2. **Low or modest-income subscription rates will be available to members and potential members, as indicated in the Subscriptions Policy.**
- 8.3. **Following acceptance into the Club, new members will be furnished with a copy of these rules and requested to pay their first subscription. The benefits and privileges of the Club will not be made available until this payment has been made. If such payment has not been made within one month of acceptance, the membership will be considered void.**
- 8.4. **CONTACT DETAILS OF MEMBERS – All members must supply the Club with, and keep up to date, full contact details for registration and all Club news purposes. The Club will maintain this data in conformance with relevant General Data Protection Regulations.**
- 8.5. **MEMBERS BOUND BY RULES – Members of all categories of membership agree to be bound by, and submit to, any of the Club’s Rules, Byelaws and Policies when they join and at renewal of membership each year.**
- 8.6. **Life Membership of the Club may be awarded to any Voting Member who has contributed outstanding service or represented or promoted the Club over many years. The Council is obliged to consider all nominations for Life Membership made by any Voting Member. Any award of Life Membership requires approval, by simple majority, of the Voting Members at an AGM.**

Rule 9. SUBSCRIPTIONS

- 9.1. **The subscription period, which will be for twelve months unless otherwise authorised by the Members in a General Meeting, commences on the 1st January each year. The annual subscription for each category of membership is set at the rate approved by a simple majority of Voting Members at an AGM (see Rule 3.2.). Should the subscription rate not be approved, the rate existing for the current year will be payable as an interim measure, with an adjustment to be made following approval by the members.**
- 9.2. **The Council will maintain and publish a Subscriptions Policy which will indicate: -**
- 9.2.1. **Rates of subscription for the current year including a description of all categories of membership.**
- 9.2.2. **Any pro-rata proportion of the annual subscription for new members joining after the start of the subscription year.**
- 9.2.3. **Penalties for late payment of subscriptions.**
- 9.2.4. **Conditions for the cancellation of membership due to non-payment of subscriptions.**

- 9.2.5. Conditions concerning any refund of subscriptions consequent upon membership resignations which have been indicated to the Council in writing.

Rule 10. COMPLAINTS

- 10.1. Any complaints must be addressed to the Council via the Club Chair (email: chair@penrithgolfclub.co.uk).
- 10.2. All complaints will be dealt with by the Council in accordance with the published Complaint and Disciplinary Policy and Code of Conduct Policy in force at the time of the complaint.
- 10.3. Members and visitors must refrain from reprimanding any person serving the Club in any capacity and address any complaint as above.

Rule 11. VISITORS

- 11.1. Visitors (playing and non-playing) to the Club will be admitted to all privileges of the Course and Clubhouse on payment of the appropriate fees.

Rule 12. PERMITTED HOURS

- 12.1. The hours for the sale of intoxicating liquor are as stated by the Club's premises licence. Any variation within the permitted hours will be indicated to the membership.
- 12.2. Those allowed to frequent the clubhouse for the purchase of intoxicating liquor must be aged 18 years and over including: -
- 12.2.1. Members
- 12.2.2. Visitors as defined in Rule 11.
- 12.2.3. Guests of members, including guests of Junior Members.
- 12.2.4. Those attending Club approved functions.

Rule 13. ANNUAL GENERAL MEETINGS (AGM)

- 13.1. Annual General Meetings must be held in accordance with Rule 5.1.8. with the place, date and time to be decided by the Council.
- 13.2. At least fourteen days' notice of an AGM specifying the business to be transacted, and the day, place and hour of the meeting will be sent to every member by letter or electronically to their address in the Club Register.
- 13.3. It is usual for the Club Chair to chair the AGM.
- 13.4. The business of the AGM is: -
- 13.4.1. To receive the Council's annual report
- 12.4.2. To receive the Annual Financial Statement and the Independent Examiner's Report.
- 13.4.3. To elect or ratify the Officers of the Club.
- 13.4.4. To ratify the Club President as nominated by the Council.

- 13.4.5. To agree the subscription rates for the ensuing year.
- 13.4.6. To receive the retiring Club Captain's remarks.
- 13.4.7. To present the trophies for the Club Mixed Foursomes.
- 13.4.8. To determine any alteration to the Rules of the Club and any motions which have been properly notified to the Council in writing.
- 13.5. Ballots may be taken from the members attending and may also from time to time be taken electronically by such means which must be specified by the Council when notifying members of the AGM, subject to the provisions of Rule 15.5.

Rule 14. EXTRAORDINARY GENERAL MEETINGS (EGM)

- 14.1. The Council may call and give notice of an Extraordinary General Meeting in the event of any matter arising relating to the affairs of the Club which requires urgent attention.
- 14.2. At least fourteen days' notice of an EGM specifying the business to be transacted, and the day, place and hour of the meeting will be sent to every member by letter or electronically to their address in the Club Register.
- 14.3. Whenever the Council receives written notice of a motion which is proposed, seconded and supported by at least 50 Voting Members, it MUST call an EGM within 30 days of its receipt and give notice of same to the membership.
- 14.4. The notice to the membership must indicate the purpose of the meeting, the business to be discussed, and include any motion to be voted upon.
- 14.5. The business of an EGM called under Rule 14. is solely confined to the matter in question and the Chair of the Meeting will not accept any amendment to the motion under discussion.
- 14.6. Only Voting Members of the Club present at the EGM will be allowed to vote, and a simple majority of those voting will carry the motion.

Rule 15. ALTERATION OF RULES

- 15.1. Rules will not be added to, revoked or otherwise altered except by the Voting Members at a General Meeting duly convened in accordance with the Rules. A simple majority in the voting will carry the motion.
- 15.2. Any Voting Member may propose a motion to revoke, add or otherwise alter a rule. This must be done in writing or by email to the Council (email: chair@penrithgolfclub.co.uk) on or before the 31st October in any year, indicating the nature of the motion proposed together with the name of a seconder.
- 15.3. Where the Council proposes such a motion, the same time limits as in Rule 15.2. will apply, and the minutes of the meeting at which it was made will provide sufficient evidence of its existence.
- 15.4. The Council must immediately give notice to the members, in accordance with Rule 13.1., of the relevant General Meeting at which any motions proposed are to be discussed and voted upon, including the method by which a vote will be taken.
- 15.5. In ordinary circumstances any motion or motions received will be added to the business of the next AGM unless the Council considers it likely to impact on the time available to conduct the ordinary business of that AGM, in which case a separate Special General Meeting (SGM) will be called as soon as is practicable.

- 15.6. All motions will be voted upon in the order in which they were received or drawn up by the Council.
- 15.7. Electronic voting may only proceed in instances where no amendment to a motion has been received by the Council, in which case proxy votes will be counted.
- 15.8. Where the intention is to hold an electronic vote under Rule 15., and an amendment is received by the Council, then a Special General Meeting (SGM) must be called in its place.
- 15.9. The Chair of the AGM/SGM will accept amendments to motions proposed under this rule, providing that, in his/her sole opinion, any amendment does not substantially alter the intention of the original motion. All amendments must have a proposer and a seconder.
- 15.10. Amendments to motions proposed will be voted upon in the order in which they are received. Should a vote on an amendment carry, it will become the substantive proposition. Should it be lost, the original motion becomes the substantive proposition, unless further amendments are received when the process will be repeated, following which a vote will be taken.
- 15.11. A simple majority of those in attendance and voting is necessary to determine the outcome. Members unable to attend a General Meeting at which a vote is to be taken will be given the opportunity to vote by proxy when advised of the meeting, though proxy votes will only be counted in cases where the original motion is not amended.

Rule 16. SPECIAL GENERAL MEETINGS (SGM)

- 16.1. Where, under any of the provisions of Rule 15., the Council indicates its intention to hold a SGM for the purpose of dealing with a motion to revoke, add or otherwise alter a rule, then the same voting procedures will be followed as are provided in Rule 15.

Rule 17. TRUSTEES

- 17.1. There must be a minimum of two and a maximum of four Trustees of the Club who are named separately in the Club's policy on Trustees. All Trustees must be Voting Members of the Club.
- 17.2. The property of the Club (other than cash which is under the control of the Council) is vested in them to be dealt with by them as the Council directs by resolution (of which an entry in the minute book will be conclusive evidence).
- 17.3. The Trustees must be indemnified against risk and expense out of Club property.
- 17.4. The Trustees will hold office until death or resignation or until removed from office by resolution of the Council who may, for any reason which may seem sufficient to a majority of the quorum present and voting at any meeting, remove any Trustee or Trustees from the Office of Trustee.
- 17.5. If by reason of any such deaths, resignation or removal from office, the Council must act to appoint a new Trustee or Trustees as soon as is practicable.
- 17.6. In exceptional circumstances the Council may deem it necessary to appoint an additional Trustee or Trustees, and the minutes of the meeting at which the Council makes such a decision will provide sufficient evidence of its existence.
- 17.7. For the purpose of giving effect to such nomination the Club Chair is hereby nominated as the person to appoint new Trustees of the Club within the meaning of Rule 36 of the Trustees Act 1925 and by Deed duly appoint the person or

persons so nominated by the Council as the new Trustee or Trustees of the Club, and the provisions of the Trustee Act 1925 will apply to any such appointment. Any statement of fact in any such Deed of Appointment will, in favour of a person dealing bona fide and for value with the Club or the Council, be conclusive evidence of the fact so stated.

- 17.8. If at any time the Club in General Meeting passes a resolution authorising the Council to borrow money, the Council will thereupon be empowered to borrow for the purpose of the Club such amount of money either at one time or from time to time and at such rate of interest and in such form and manner and upon such security as must be specified in such resolution. Thereafter, the Trustees must, at the direction of the Council, make all such dispositions of the Club property or any part thereof and enter into such agreements in relation thereto as the Council may deem proper for giving security of such loans and interest.
- 17.9. All members of the Club, whether voting on such resolution or not, and all persons becoming members of the Club after the passing of such resolution will be deemed to have assented to the same as if they had voted in favour of such resolution.

Rule 18. WINDING UP OF THE CLUB

- 18.1. *Upon dissolution of the club any remaining assets must be given or transferred to another registered CASC, a registered charity or the sport's governing body for use by them in related community sports (iv).*
- 18.2. Any assets remaining after the satisfaction of all debts and liabilities must not be paid to or distributed among the members of the Club, but be given or transferred, as determined by a vote of the Members, to one or more of the following approved sporting or charitable bodies: -
- 18.2.1. Another club which is registered as a Community Amateur Sports Club (CASC).
- 18.2.2. A registered charitable organisation or organisations.
- 18.2.3. The national governing body, England Golf, for use by them in related community sports.

Endnotes: -

- (i) *CASC required wording for purpose.*
- (ii) *CASC required wording for surpluses.*
- (iii) *CASC required wording for non-discrimination.*
- (iv) *CASC required wording for dissolution.*

SECTION B – BYELAWS

This section has been retained within our Constitution as it deals with subject matters over which the Council has no authority to control or amend.

B1. THE LADIES SECTION

Shortly after Penrith Golf Club was founded in May 1890, there followed the formal adoption of the Ladies Section in our Club's rules. Evidence of the control exercised over the Ladies Section by successive General Committees, particularly in relation to the times at which ladies were allowed to play, is seen in the reduced subscriptions payable. In all other matters of its organisation the Ladies Section had complete autonomy over its Constitution. This situation remained until the introduction of the Equalities Act 2010, at which time the ladies' subscriptions fell in line with the general body of members.

The Ladies Section and its Constitution remain as originally intended and other members of the Club are not allowed to challenge this position.

B2. THE JUNIORS SECTION

The Juniors Section is organised by a group of volunteers who, along with the assistance of other club members and the Golf Club Professional, are vital to the process of encouraging juniors to take up golf. Though their committee is unelected, links with the Club Council are maintained through communication between the Chair of the Golf Committee and a representative of the Juniors Committee.

SECTION C – DEFINITIONS

- (a) CASC:** A Community Amateur Sports Club registered with HM Revenue and Customs.
- (b) CLUB WELFARE OFFICER (CWO):** A person, not necessarily a member, appointed by the Council and who has the necessary expertise to be able to recognise the signs and indicators of abuse, bullying and poor practice and to be aware of how it should be dealt with appropriately, especially in relation to safeguarding issues surrounding Junior Members and vulnerable adults.
- (c) GENERAL MEETING:** A meeting of members of the club called for specific purposes, and which may be an Annual General Meeting (AGM), an Extraordinary General Meeting (EGM) or a Special General Meeting (SGM) as embodied in the rules.
- (d) INTERIM COMMITTEE:** A Committee which must be formed whenever the number of Officers on the Council falls below seven (Rule 4.).
- (e) NON-STANDING COMMITTEES:** Those committees formed by the Council for specific purposes, and which have a duty to report to the Council. These committees will be chaired by an Officer or the Club President at the direction of the Council.
- (f) OFFICER:** One of 12 voting members of the Club of at least 3-years standing, elected or ratified to serve on the Council.
- (g) QUORUM (COUNCIL):** The minimum number of seven Officers attending meetings of the Council at which decisions may be taken legitimately.
- (h) QUORUM (INTERIM COMMITTEE):** The minimum number of seven members attending meetings of this committee as constituted under Rule 4., at which decisions may be taken legitimately.
- (i) RATIFICATION:** The process by which the positions of Club Vice-Captain (subsequently Club Captain) and Club President are presented to the members at an AGM for agreement.
- (j) STANDING COMMITTEES:** Those five committees which are a permanent feature within the Council structure – Finance, Course, House, Golf, Communications/IT.
- (k) THE COUNCIL:** The body of Officers elected or ratified at an Annual General Meeting to achieve the objectives of the Club and manage its business, finances and affairs.
- (l) VOTING MEMBER:** Any member of the Club aged 18 and over at the date any election is due to take place, and who may belong to any category of membership other than that of Social Member and/or Second Club Member.
- (m) VOTING MEMBER OF AT LEAST 3-YEARS STANDING:** Any Voting Member of the Club (as defined in (l) above) whose total period of membership is at least 3-years which may include any period of prior membership as a Voting Member, or as a Junior Member.

SECTION D – APPENDIX

Appendix A – Council Code of Conduct/Statement of Values Form

COUNCIL CODE OF CONDUCT/STATEMENT OF VALUES FORM

As a member of PGC Council or one of its committees, I agree to the following values and commit to behaving in a manner which reflects the leadership responsibility invested in me to represent the members.

I understand that failure to adhere to these shared values could result in my dismissal from The Council: -

- I will endeavour to attend any Council or committee meeting to which I am appointed.
- I will act solely in the interests of PGC. I will not gain any benefits, financial or otherwise, for myself, my family or friends.
- I will act with integrity at all times and not place myself under any financial obligation to any outside individual or organisation that might seek to influence my role at PGC.
- I will make decisions that are impartial, fair and taken on merit, using the best evidence available, without discrimination or bias towards any group or individual.
- I will be accountable for my actions and decisions to the members, through scrutiny by my fellow Council members, or whatever group is appropriate to my role.
- I, along with fellow Council members, will be open about the decisions and actions that are taken, and will share such information through the appropriate channel with the membership.
- I will be truthful at all times and pledge to declare any private interests that may conflict with my club duties.

Name

Signature

Date

<i>Policy</i>	<i>Authorised by</i>	<i>Filename Archived</i>
<i>PGC – Rules for the Governance of the Club</i>	<i>A Membership Electronic Vote on 5th November 2023</i>	<i>PGC Rules for the Governance of the Club – 5th November 2023 .docx</i>