



THE RULES OF TAUPO GOLF CLUB INCORPORATED

(As amended 13 December 2011)

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1.00 NAME

The name of the Club shall be "Taupo Golf Club Incorporated".

2.00 REGISTERED OFFICE

The registered office of the Club shall be in Centennial Drive, Taupo.

3.00 OBJECTS

The objects of the Club shall be: -

3.10 To encourage the growth and promotion of the game of golf and any other sport or games of skill which may be conveniently carried on in conjunction herewith.

3.20 To provide for members, golf courses and grounds in or near Taupo or elsewhere, together with a clubhouse and all other things incidental to the above object, layout, repair and maintain the same.

3.30 To do all such lawful things as are incidental or are conducive to any or all of the above objects.

4.00 POWERS

4.10 To receive monies and expend them for the advancement of the game of golf and other objects of the Club.

4.20 To acquire by purchase, lease or otherwise any land buildings or property of any kind real or personal and to sell lease or otherwise dispose of any portion thereof, not required for the purpose or objects of the Club.

4.30 To hire, employ or engage staff and contractors as required.

4.40 To invest monies not immediately required, upon such securities as may from time to time be determined by the Board.

4.50 To borrow, or raise and give securities for monies by issue of, or upon bonds, debentures, promissory notes or other obligations or securities of the Club, secured upon its assets or otherwise, or by mortgage or charge upon all or any part of the property of the Club.

5.00 MEMBERSHIP

The Club shall consist of not less than fifteen (15) members who have been elected, or may from time to time be elected in accordance with these rules, to one of the following classes of membership.

5.10 Full Playing Members

Full playing members shall be entitled to all the privileges of membership including the entitlement to vote at meetings, take part in the management of the Club and be elected to Players' Committees.

Full playing membership categories are:

Full paying 18 Hole

Frozen 18 Hole

Full Playing 9 Hole

Under 35 Full Playing 18 Hole

Under 35 Full Playing 9 Hole

Platinum

Whole of Life

Staff (Note staff are not entitled to vote)

Sponsors

5.20 Life Members

At an Annual General Meeting and on the recommendation of the Board, the members of the Club may elect any member who has rendered exceptional service to the Club, a Life Member. A two-thirds majority of those present and voting shall be necessary to validate the election of a Life Member. Life Members shall not be liable for any subscription and shall be entitled to the rights of Full Playing Members, for the remainder of their lives.

5.30 Country Members

No person shall be elected a Country Member unless resident greater than 32 kilometres from the Taupo Post Office by the shortest road measurement, and is a full playing financial member of another affiliated club. Evidence of such full playing membership may be requested annually. Country Members shall be entitled to the privileges of the courses and the Clubhouse, but shall not be entitled to play in Club trophy or championship events, vote at meetings or take part in the management of the Club.

5.40 Special Members

The Board may from time to time, unless otherwise directed by the membership in a General Meeting admit to special membership any person, and accord them full or partial privileges of membership for such periods and at such subscriptions, categories and conditions as it may determine. Special Members shall not be entitled to participate in Club competitions, vote at meetings or take part in the management of the Club. Special membership Categories are:

Police Association Member

Summer Casual 18 Hole

Summer Casual 9 Hole

Six (6) Month Member

Associate Member

5.50 Intermediate and Junior Members

The Board may permit the admission of persons under the age of 23 as Intermediate Under 23 Members, persons under the age of 21 as Intermediate Under 21 Members, persons under the age of 18 as Junior Under 18 Members and persons under the age of 13 as Junior Under 13 Members. Intermediate and Junior Members shall not be entitled to vote in a General Meetings of the Club, or be a member of the Board.

5.60 Change of Membership Class or Category

A Member wishing to change their membership Class or Category must do so in writing to the Board

5.70 Resignation of Members

Any Member who intends to resign shall give notice in writing to the Board. Only those Members who resign within the first six (6) months of the subscription year shall be entitled to a monthly prorata refund of their subscription.

6.00 VISITORS

Full playing members of New Zealand affiliated Clubs, on production of evidence of membership, and non-affiliated golfers may play on the courses on payment of the prescribed green fee.

7.00 ELECTION OF MEMBERS

7.10 Elections

Every candidate for membership shall make written application to the Board and shall be proposed by one and seconded by another member of the Club. The Manager shall post the application for membership in the Clubhouse at least seven days prior to the election. The election shall be in the hands of the Board, a clear majority of whose votes shall qualify the candidate for admittance. The entrance fee (if applicable) and the subscription of a duly elected member become due and payable on the date of the election.

7.20 Closing of Membership

The Board shall be entitled to close the list of members or any class thereof at and for such time or times and subject to such conditions as it may deem expedient or otherwise regulate the number of members of any class.

7.30 Expulsion of Members

The Board may cancel the membership of any member whose conduct is such as in the opinion of the Board to render such member's continued membership undesirable or likely to endanger the character, good order or welfare of the Club provided that such member:

(a) Shall have been previously notified of the charge against them and shall have been given an opportunity to reply to same and,

(b) Shall have a right of appeal to a general meeting of the Club if within 14 days of being notified of such cancellation claiming a review of such decision, in which case such member shall be entitled to attend such general meeting and defend against such charge but not to vote. In the event of an expulsion of any member, the name of such member shall be removed from the list of members of the Club and shall cease thenceforth to belong to the Club, or have any claim against property of the Club.

8.00 SUBSCRIPTIONS

Entrance fees if applicable and subscriptions, shall be such sums as approved at a General Meeting of the Club. The underlying principle for the payment of member's subscriptions shall be "Pay before play". The subscription amount is GST inclusive. In the event of a change in the GST rate, the Club shall be entitled, without the need to obtain members approval, to change the GST inclusive amount so as to maintain the GST exclusive amount the same as it was immediately prior to the change in the GST rate. The subscription amount for each membership category shall be calculated by applying the percentage (%) relationship listed below, to the reference Full Playing 18 Hole member's subscription.

Full Playing 9 Hole	60%
Under 35 Full Playing 18 Hole	60%
Under 35 Full Playing 9 Hole	36%
Summer Casual 18 Hole	50%
Summer Casual 9 Hole	30%
Country	50%
Six month	60%
Intermediate Under 23	40%
Intermediate Under 21	25%
Junior Under 18	10%
Junior Under 13	5%
Associate	12%

8.10 Subscription Payment Options

Members may pay their subscription in full or in instalments spread over the subscription year by automatic debit of a bank account. Payment by instalment will incur an administration fee to offset the loss of interest and increased processing costs compared to the one-off advance payment.

8.20 New Members Subscription

Anyone joining the Club part way through the subscription year shall be entitled to a pro rata monthly reduction of the applicable subscription. For someone joining as a Summer member, this provision shall apply from the commencement of the six-month summer season. A new member shall be required to pay their current year subscription in full, or the first instalment of their current year subscription, before being entitled to play. All subsequent instalments must be paid in advance.

8.30 Existing Members Renewed Subscription

Existing members shall be required to pay their renewed subscription in full, or pay the first instalment of their renewed subscription, before being entitled to play in the new subscription year. All subsequent instalments must be paid in advance.

8.40 Failure to Pay

If a member fails to pay his/her subscription in full or the first instalment by the due date for payment, his/her playing rights shall be suspended forthwith by being unable to obtain a scorecard. The member shall be advised of the situation and if no late payment or satisfactory arrangement for payment is made within one month of the due date, his/her membership shall be cancelled.

8.50 NZ Golf and Bay of Plenty District Levies

These levies may be paid at the same time as when the Club subscription falls due, or when due for payment by the Club (normally March). If a levy invoiced by the Club is insufficient to cover the levies that fall due in a subscription year the Club reserves the right to recover the levy shortfall.

9.00 BOARD

9.01 The affairs of the Club shall be vested in a Board, which shall comprise the Club President, the Men's Captain, the Women's Captain plus four Full Playing or Life Members of the Club. The Board shall be responsible for the management of the Club and shall delegate clearly defined Authority for the day-to-day operational management of the Club.

9.02 The election of Board Members shall be as described below and they shall take up their appointment immediately after the Annual General Meeting of the Club following their election.

9.03 A chairperson shall be elected from amongst the Board Members at the first meeting of the Board following the AGM.

9.04 No employee of the Club or any contractor who holds an exclusive contract with the club for provision of goods or services shall be eligible to hold office as a Board Member.

9.10 Powers of the Board

The Board shall have all the powers of the Club that are not expressly required to be done or exercised by the Club at general meetings or as otherwise provided by these rules. Without limiting the generality of the first part of this paragraph, and subject to any specific direction arising from a notice of motion formally given and carried by resolution in a general meeting of the Club, the Board may make policy and guidelines with regard to the course, the clubrooms, club competitions and all other matters providing for the management and good order of the Club. Such policies and guidelines shall be binding on every member of the Club.

9.20 Procedures of the Board

9.21 The Board, except in January, shall meet not less than once per month, or shall be convened within three days upon the requisition in writing of not less than four members of the Board.

9.22 Except as otherwise provided, every question at Board meetings shall be determined by a majority of members present, each member having one vote, and in the case of equality of voting the Chairperson shall have an additional or casting vote. It is to be generally accepted that the Chairperson's casting vote is for the status quo.

9.23 A quorum at any Board meeting shall comprise not less than four (4) members.

9.24 Any member of the Board absent without leave from three (3) consecutive meetings shall automatically vacate their position on the Board.

9.30 Formation of Sub-Committees

The Board may form such sub-committees as it shall think fit and for that purpose the Board may co-opt other Full Playing members to such committees. Such sub-committees shall have only such control over the expenditure of the monies of the Club as may be delegated to them by the Board. The Board may at any time make alterations to the personnel of such sub-committees.

9.40 Financial Management

Subject to any specific instructions or policy adopted by resolution of the Club in general meeting and except as modified or detailed hereunder, the financial management and control of the affairs of the Club shall be vested in the Board which may exercise such powers and do all such acts and things as may be exercised and done by the Club provided that:

The Board shall not MORTGAGE, CHARGE OR PLEDGE the whole or part of the assets of the Club and incur debt whether interest bearing or otherwise, which totals a sum that exceeds more than five percent (5%) of the Total

Tangible Assets of the Club in any one financial year or purchase or dispose of land or other similar property of the Club without the consent of members in general meeting.

Subject to as aforesaid, the Board shall have the following powers and duties:

9.41 To purchase, carry out, construct and maintain such buildings, fences, machinery, improvements and other such works as the Board may from time to time consider necessary.

9.42 To lease or accept leases of land, easements or tenements upon such terms and conditions as the Board may think fit.

9.43 To enter into all such negotiations contracts and agreements, in the name and on behalf of the Club, as the Board may consider expedient for the purposes of the Club.

9.44 To borrow or raise money on mortgage of the real or personal property of the Club, or any part or parts thereof, or upon debentures of the Club, and to issue such debenture, charging the whole or any part of the assets of the Club, and to execute such mortgages or debentures and/or to borrow money from bankers or other persons without security.

9.45 To invest the funds of the Club on real or personal property in such manner as it may think fit.

9.46 To fix the amount for payment by members of competition fees, trundler storage, locker fees or any such payments as may be necessary or desirable and are not otherwise fixed in accordance with these rules, and to provide for the payment of green fees in such amounts and covering such periods as it shall think fit.

10.00 PLAYER GROUPS

The establishment of player groups within the membership of the Club will have the support of the Club, provided such player groups:

- (1) Recognise that first and foremost they are members of the Club and have the same playing privileges, no more no less, as any other member of the Club.
- (2) Adopt objects and rules which are not in conflict with, but complement those of the Club. The requirement for formal Board approval of the objects and rules of any Player Group shall be at the sole discretion of the Board.
- (3) Do not apply for funding or sponsorship outside of the Club without the prior approval of the Club Manager.
- (4) Do not incur debt in the name of the Club, without the prior approval of the Club Manager.
- (5) On the Club premises use only the Club's catering and bar services unless otherwise approved by the Club Manager.
- (6) Purchase all competition prizes from the Club, the Pro Shop, the Club's Caterer and Sponsors unless otherwise approved by the Club Manager.

11.00 PLAYERS' COMMITTEES

11.10 Membership

The Players' Committees shall consist of a Men's Committee and a Women's Committee who between them will represent the interests of all members.

Both the Men's and Women's Players' Committee members shall include:

- (1) The elected Captain, who shall be the Committee Convenor
- (2) A minimum of six (6) and maximum of eight (8) same gender elected Committee members
- (3) An appointed representative from the same gender 9 Hole Golfers Group
- (4) An appointed representative from the same gender Veteran Golfers Group
- (5) The women's Players Committee shall also include an appointed representative from the Saturday Women's Player Group
- (6) A Vice Captain shall be elected from amongst the Committee members
- (7) The quorum for the Men's and Women's Players Committees shall be 50% of the then current membership of the committee

11.20 Procedures of the Players' Committees

11.21 Both elected and appointed members of the Player's Committees shall be entitled to one vote. The Captain shall have a casting vote in addition to a deliberative vote.

11.22 The Players' Committees' prime responsibility under delegated authority from the Board is for the playing, social and green keeping advisory/support aspects of the game and these will involve:

11.23 The Club's playing programmes for both men and women including club competitions, interclub arrangements, pennant competitions and major tournaments.

11.24 Handicapping

11.25 The promotion of junior golf

11.26 Social activities for the Club

11.27 Offer advice and support to both the Manager and Course Superintendent.

11.28 The Player Committees shall appoint one of their members to keep minutes of each meeting and a copy of these minutes shall be made available to the Manager within five days of the meeting.

11.30 Responsibilities

11.31 The respective Players' Committees may appoint such sub-committees as they may require to carry out the above duties.

11.32 Men's and Women's Players' Committees may combine from time to time to effectively carry out duties.

11.33 The Committees shall have the full responsibility in the above matters providing its decisions do not involve the Club in any financial commitment other than those authorised by the Board.

11.34 The Committees may offer proposals to the Board on issues where they do not have powers of decision.

11.35 The Committees shall maintain a working relationship with the Manager with recourse to the Board for the resolution of any matter in dispute.

11.36 The Committees shall report to the Board no less than once per month.

11.37 Any officer or committee member absent from three (3) consecutive meetings of the Players' Committee without leave shall automatically vacate their position on the Players' Committee.

12.00 OFFICERS OF THE CLUB

12.10 Duties of the President

The President of the Club shall be a member of the Board and shall represent the Club as its senior officer on all or any official occasions. The President shall, following the election, hold office, from the date of the election until the end of the next Club Annual General Meeting.

12.20 Duties of the Men's Captain and Women's Captain.

12.21 The Captains are members of the Board and as such are responsible for the operation of the playing and privileges of the respective classes of membership.

12.22 Following confirmation of their election the Captains shall be appointed to the Board immediately after the following Club AGM and shall remain on the Board until the next following Club AGM, notwithstanding that their term as Captain may have ended prior to the next Club AGM.

12.30 Patron and Honorary Vice Presidents (2)

12.31 Members at the Club Annual General Meeting may by notice of motion approve the appointment of any member or person of distinction to the positions of Patron and two Honorary Vice Presidents.

12.32 These appointees shall, following election, hold office from the date of election until the date of the next Club Annual General Meeting.

13.00 ELECTIONS

13.10 Elections for Board Members (Four)

13.11 Board Members shall serve a two year term and shall be eligible for re-election.

13.12 Two of the four Board members shall retire by rotation each year.

13.13 Candidates for Board positions must sign a nomination form available from the Manager to signify their willingness to stand for office and must be proposed and seconded by two financial full playing or life members of the Club.

13.14 Nominations shall be received by the Manager over a period of four (4) weeks commencing 1st September.

13.15 If the number of nominations received is the exactly the same as the number of Board positions to be filled, no election shall be required and the candidates shall be declared duly elected by posting of the result on the Club Notice Board.

13.16 If the number of nominations received exceeds the number of Board positions to be filled an election will be required and members will be advised accordingly by mail (email will prevail).

13.17 The election will be conducted by ballot over the second and third weeks of October. Ballot papers shall be available from and are to be returned to the Manager who shall be responsible to ensure that members vote once only.

13.18 Members may vote for any number of candidates up to the number of Board positions to be filled, but a ballot paper shall be invalid if it contains votes for more than the number of Board positions to be filled.

13.19 The Board shall appoint scrutineers to count the votes and report the results to the Manager for posting on the Club Notice Board no later than 31st October.

13.20 Elections for Men's Captain and Women's Captain and members of Players' Committees

13.21 Every candidate for the position of either Captain or Committee Member on either the Men's or Women's Players' Committee must be proposed and seconded in writing by two (2) financial full playing members or life members eligible to vote at the respective Players' Committee Annual General Meetings.

13.22 Candidates must sign a nomination form available from the Manager to signify their willingness to stand for office. Nominations shall be received by the Manager over a two (2) week period ending one (1) day before the dates of the Men's and Women's Players' Committees Annual General Meetings, both of which shall be held during the second and third weeks of November.

13.23 If the exact number of candidates required for each position is received, the candidates shall be declared duly elected and the Players' Annual General Meetings informed accordingly.

13.24 If more members are nominated for office than are necessary to fill such offices, the election shall be conducted by ballot of the full playing and life members attending each of the meetings.

13.25 In the case where no, or insufficient number of nominations are received under the provisions of this rule, the Chairman shall accept nominations from those present at the meetings for the positions for which insufficient nominations have been received.

13.26 Members voting in this election may validly vote for any number of candidates up to the number of vacancies to be filled.

13.27 A ballot paper shall be invalid if it contains votes for more than the exact number of members to be elected. **13.28** The Players' Committee Annual General Meetings by resolution shall appoint scrutineers to count the votes and report the results to the respective Chairpersons of the Players' Committee Annual General Meeting.

13.29 Club Captains and Committee members shall retire annually but may offer themselves for re-election.

13.30 Election for President

13.31 Every candidate for the position of President must be proposed and seconded in writing by two (2) financial members or life members eligible to vote at the Club Annual General Meeting.

13.32 In all cases the nominee must sign the declaration form signifying willingness to stand for office.

13.33 An appropriate nomination form shall be available at the Clubhouse at least seven (7) days prior to the election and shall be removed by the Manager at 5pm on the day preceding the election which in any event must be not less than seven (7) days after the posting of the results of elections for the Men's and Women's Captains and Committee members.

13.34 If only one nomination for the office of President is received, the candidate shall be declared duly elected and the Club's Annual General Meeting advised accordingly.

13.35 If more members are nominated for the office than are necessary to fill the vacancy, the election shall be conducted by ballot of the eligible members attending the Club's Annual General Meeting. Members voting in the election may only validly vote for one candidate.

13.36 A ballot paper shall be invalid if it contains votes for more than one candidate. The Club's Annual General Meeting by resolution shall appoint scrutineers to count the votes and to advise the result to the Chairperson of the Club's Annual General Meeting.

13.37 The President shall retire annually but may offer him/herself for re-election.

13.40 Vacancy of Office

In the event of a vacancy occurring in any elected position the Board shall have power to appoint to fill such vacancy for the residual term of office. Any person appointed to fill a vacancy shall occupy that position for the balance of the term of the person replaced, and when retiring shall be eligible for re-election to that or any other position.

14.00 MANAGER

14.10 There shall be a Manager who shall be appointed on such terms and conditions as the Board shall think fit.

14.20 The Manager shall be the Club's Chief Executive Officer and as such will have the full responsibility for the administration and control of staff, finance, records, asset management and marketing of the Club.

14.30 The Manager shall keep minutes of all resolutions and proceedings at the Club's Annual General Meeting, and the meetings of the Board. The Manager shall produce minutes of all such meetings and shall keep a record of the members present and voting at all meetings.

14.40 The Manager shall keep correct records of the financial affairs of the Club and shall be responsible for the preparation and presentation of monthly and full year financial reports to the Board with commentary on significant variances to budget.

14.50 All payments out of the funds of the Club shall be made by order of the Board by cheques or direct debit signed by the Manager and countersigned as the Board may from time to time authorise.

14.60 The Manager shall have custody of the Common Seal of the Club and shall make and execute such instruments and assurances as may be necessary, provided that the seal shall not be affixed to any instrument except in pursuance of a resolution of the Board and in the presence of two (2) members of the Board, or one member of the Board and the Manager for the time being.

14.70 The Manager shall keep a register of members, showing the full name and address of each member and their status as a member. Every member shall communicate to the Club any change of address.

15.00 CLUB YEAR

The financial year and subscription year of the Club shall be from 1 September to the following 31 August.

16.00 CLUB RULES

The decision of the Board on the interpretation of the rules or any matter or thing not contained in these rules, but pertaining to the Club, its property and interests, shall be conclusive and binding on all members unless determined otherwise at a general meeting of members.

16.10 Alteration of Rules

16.11 No existing rule shall be altered or repealed nor shall any new rules be added without the consent of the majority of members present at a Club Annual General Meeting or a Club Special General Meeting called for that purpose and unless notice of such proposed alteration, repeal or addition shall have been sent to all members.

16.12 No addition or alteration to the pecuniary gain clause or the dissolution clause shall be permitted without the approval of the Department of Inland Revenue.

16.20 Rules of Play The rules of play shall be those of the Royal and Ancient Golf Club of St Andrews, except as varied by the local rules of the Taupo Golf Club.

17.00 CLUB ANNUAL AND SPECIAL GENERAL MEETINGS

17.10 The Club Annual General Meeting shall be held during the first two (2) weeks of December at such time and place as the Board shall determine, for the purpose of electing the President and transacting such other business as shall have been specified in the notice convening the meeting. At such meeting the annual report on the affairs of the Club and the audited/reviewed statement of accounts for the past year, which shall be included with the Notice of Meeting given to all Members, shall be submitted for adoption.

17.20 Two (2) weeks notice of such meeting shall be given to all members.

17.30 At all general meetings whether annual or special, fifteen (15) full-playing or life members shall form a quorum.

17.40 Only Full Playing and Life members shall be entitled to vote at general meetings of the Club.

17.50 Wherever practicable, notices of motion shall be delivered in writing to the Manager signed by the Proposer and Seconder with an explanatory note at least four (4) weeks before the meeting for inclusion in the notice of meeting.

17.60 A Special General Meeting may be called at the discretion of the Board at any time or shall be called by the Manager after the receipt of a requisition to that effect signed by not less than fifteen (15) full-playing or life

members of the Club specifying the matter to be discussed at that meeting. No business shall be transacted at such meeting except that of which notice has been given.

17.70 All notices given under these rules shall be deemed to have been given on the date of emailing or on the day following posting to the last known address of any member.

18.00 VOTING

18.10 Voting at all meetings shall be by the show of hands in the first instance. The Chairperson or any five (5) members entitled to vote, may demand a ballot.

18.20 In the case of equality of vote the Chairperson shall have a second casting vote.

18.30 At all general meetings of the Club the only persons entitled to vote shall be Full Playing or Life Members. Such members shall be entitled to one vote each.

18.40 Votes shall be exercised in person.

19.00 AUDIT/REVIEW

The accounts of the Club shall be audited or reviewed by a Chartered Accountant who may be a member of the Club but shall not be a member of the Board or a member of a Players' Committee. An audit or review of the accounts and the election of a Chartered Accountant to undertake such audit or review shall be decided by members at each Annual General Meeting. Any vacancy during the year shall be filled by the Board.

20.00 CLUB FUNDS

The income and property of the Club from whatever source derived shall be applied solely towards the objects of the Club.

21.00 PERCUNIARY GAIN

No portion of the funds shall be transferred directly or indirectly by way of dividend bonus or the like to members of the Club except in the case of those members in receipt of reasonable remuneration by way of salaries or wages as employees of the Club. No member of the Club or any person associated with a member shall participate in or materially influence any decision made by the Board in respect of payment to or on behalf of that member or associated person of any income benefit or advantage whatsoever.

22.00 DISSOLUTION OR WINDING UP

If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, it shall not be paid to or distributed amongst the members of the organisation, but shall be given or transferred, as the Club shall in general meeting direct, to some other non-profit organisation, approved by the Department of Inland Revenue, having similar objectives to those of The Taupo Golf Club Inc.

23.00 DISPUTES

If any dispute or difference should arise as to the interpretation of any of these rules, the decision of the Board in respect of such dispute, doubt or difference shall be final and binding unless determined otherwise by members in general meeting.

24.00 REVOCATION OF PREVIOUS RULES

All previous rules of the Club are hereby revoked and cancelled.