

Constitution of the Pitlochry Golf Club

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Section I. Name, Objects and Responsibilities.

1. The Club shall be called The Pitlochry Golf Club ("the Club").

The Objects of the Club are:

- To promote and encourage the sport of golf.
 - To institute, manage and promote stroke and matchplay competitions for the benefit of Members of the Club, all in accordance with the Rules of Golf, as defined by the R and A Rules Limited.
 - to introduce, manage, promote and co-ordinate other recreational and social activities as appropriate for the enjoyment and benefit of Members of the Club.
 - to be a member of the Scottish Golf Union, and any other golf association as appropriate.
2. Within the Club, there shall be sections for Adults (Men and Ladies), Juniors (Boys and Girls), and Seniors (open to playing members over 55 years of age).
3. The Committee of Pitlochry Golf Club (see Section VII) is responsible for representing Members' interests in particular relating to the Golf Course, the Clubhouse, and other golf-related activities.

Section II. Membership

1. The Membership of the Club shall consist of the following categories of Members:

- a. Ordinary Members.
- b. Senior Members.

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- c. Intermediate Members (Bands 1, 2, 3 and 4).
- d. Junior Members.
- e. Country Members.
- f. International Members.
- g. Honorary Members.
- h. Lifetime Members.
- i. Social Members.
- j. Community Members.
- k. Employee Members.

The Committee (in conjunction with Pitlochry Golf Ltd) shall have the power to create such additional categories of membership as deemed appropriate.

2. **Ordinary Members** shall be the men and ladies aged 18 and over, who comprise the main playing membership of the Club, and who are not within any other category of membership. The number of Ordinary Members shall not exceed 450. It shall be within the powers of the Committee to restrict or increase this membership (in consultation with Pitlochry Golf Ltd), as it may think expedient.
3. **Senior Members** shall be those Members who have held a continuous membership of the Club for ten years and who have reached the age of 70, when the annual subscription falls due.
4. **Intermediate Members** shall be those Members between 18 and 21 (Band 1), or between 22 and 25 (Band 2), or between 26 and 29 (Band 3), or between 30 and 39 (Band 4) years of age (inclusive) when the annual subscription falls due.
5. **Junior Members** shall be those Members under 18 years of age when the annual subscription falls due.
6. **Country Membership** shall be open to Members who reside out with the Perth and Kinross Council administration boundary.
7. **International Membership** shall be open to Members who reside out with the boundaries of Scotland, and all of her territories. International Members are restricted to competing in Club Monthly Medal Competitions only.
8. **Honorary Members** shall be those individuals having brought honour to the Club, either by virtue of their playing career or services to golf, including the Club. It shall be competent for two-thirds of the members present and voting at a General Meeting, on the recommendation of the Committee, to confer upon any member Honorary Membership of Pitlochry Golf Club. Honorary Members shall be entitled to all of the privileges of the Club, without paying an annual subscription. Honorary Membership shall be retained for life, or until it is withdrawn by a subsequent General Meeting of the Club.
9. **Lifetime Members** shall be those members having, in the opinion of the Committee, become deserving of recognition owing to their long, active and continuous membership. It shall be competent for two-thirds of the members present and voting at

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a General Meeting, on the recommendation of the Committee, to confer upon any member Lifetime Membership of Pitlochry Golf Club.

Lifetime Members shall be entitled to all of the privileges of the Club, without paying an annual subscription. Lifetime Membership shall be retained for life, or until it is withdrawn by a subsequent General Meeting of the Club.

10. **Social Membership** shall be open to non-playing family members of playing members (or former playing members) of Pitlochry Golf Club.
11. **Community Membership** shall be open to any person who supports the Objects of the Club but who does not play golf.
12. **Employee Membership** shall be open to selected employees of the Club and of Pitlochry Golf Ltd, as approved by the Committee, and who shall be entitled to all of the privileges of the Club without paying an annual subscription. Membership shall cease immediately upon leaving said employment.
13. The Committee shall recommend to Pitlochry Golf Ltd that Honorary and Lifetime Members should be entitled to the privileges of the Golf Course without paying the annual subscription. With the exception of those individual members granted such a courtesy, all members of the Club (other than Employee, Social and Community Members) must also pay an annual course subscription to Pitlochry Golf Ltd.
14. **Voting:** Each Ordinary, Senior, Intermediate and Country Member shall have one vote ("the Voting Members"). The category of membership into which an Employee Member would otherwise fall will determine their right to a vote. No other category of Member shall have a vote. Voting cannot be by proxy. In the case of equality of votes, the person chairing the meeting shall have a second or casting vote.

Section III. Admission of Members

1. All applications for admission to membership of the Club must proceed in the manner following:
 - An application must be transmitted to the Club Secretary, providing the appropriate details for consideration by the Committee.
 - The applicant must agree to pay an annual course subscription to Pitlochry Golf Ltd (unless applying to become an Employee Member).
 - The applicant must also agree to be bound by the Constitution and Bylaws of The Pitlochry Golf Club.
2. The Committee shall decide on the admission of all applicants. Membership is open to all and no application for membership will be refused on other than reasonable grounds. There will be no discrimination on grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation, political or other opinion.
3. The Secretary shall notify by letter, all new members of their admission, enclosing a copy of the Club Constitution and Bylaws and a request for payment of subscription. No new member shall participate in any of the privileges of the Club until he or she has paid his or her subscription.

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Section IV. Annual Subscriptions

1. The rates of Annual Subscription to the Club shall be proposed annually by the Committee, and decided at the Annual General Meeting. (NB. Course subscriptions are determined by Pitlochry Golf Ltd.)
2. Subscriptions are due on 1 Jan and must be paid not later than 31 Jan. A member wishing to resign must notify his or her desire in writing to the Secretary before 1 Jan. Persons who have not paid the subscriptions shall not be eligible to take part in any competitions or to vote at any meeting.
3. The Committee shall be entitled to propose a levy on all Members for any specific project or initiative, which proposal shall be decided upon at an Annual General Meeting, or at an Extraordinary General Meeting (called in accordance with Clause VI 3). The Treasurer shall receive and disperse all monies received from the levy and shall keep correct accounts and books and records of each member's donation. The Committee shall have full control and management of the monies received from such levy. All monies so received shall be used only for the specific project or initiative for which the levy was agreed.

Section V. Cessation of Membership

1. Membership shall cease in the event of any one or more of the following:
 - a. If by notice in writing, he or she resigns as a member.
 - b. If he or she no longer complies with the criteria of the category of Membership for which he or she has been admitted (but subject to such member being accepted as a member of another appropriate category of Membership).
 - c. If the conduct of any member is such as appears to the Committee to endanger the character, interests, or good of the Club, or if any member shall wilfully disobey any order of the Committee communicated to him or her, it shall be in the power of the Committee, after calling upon the member for an explanation, to suspend such member for such period as the Committee may determine.

Or, if in the opinion of the Committee he or she has, by his or her conduct forfeited his or her right to remain a member, to remove his or her name from the Roll of Members, provided that such member will have the right to be heard by the Committee before a final decision is made, such decision being made on a vote by ballot of two-thirds of the Committee members present and voting and if the latter decision is reached, the Committee shall communicate with the offending member to give him or her the opportunity of resigning from the Club within seven days, on the basis that, if such a resignation is not received, the decision of the Committee will be implemented.
 - d. If he or she dies.

Section VI. Annual General Meetings and Other Meetings of Members

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1. The **Annual General Meeting** of the Club shall be held in October, the date to be fixed by the Committee, of which date not less than twenty-one days' prior written notice shall be given to all Members.
2. The business of the Annual General Meeting shall include the:
 - a. Consideration and adoption of the Committee's report.
 - b. Election of Office Bearers.
 - c. Election of the elected members of the Committee.
 - d. Appointment of any Honorary Patrons.
 - e. Fixing of the annual membership subscriptions.
 - f. Adoption of the financial statement of the Club.
 - g. Election of the Independent Financial Examiner; and
 - h. Adoption of such other resolutions and business as the Committee shall determine.
3. An **Extraordinary General Meeting** may be convened on not less than fourteen days' prior written notice whenever the Committee considers it necessary, or must be convened on a requisition signed by not less than 15 Voting Members stating the object of the Meeting.
4. Not less than fourteen days written notice must be given to the Secretary of any resolution to be proposed at any Annual or Extraordinary General Meeting.
5. The quorum for an Annual or Extraordinary General Meeting shall be not less than the lower of (a) 10% of the voting Members or (b) 15 voting Members.

Section VII. Office Bearers and Committee of Management.

1. The Office Bearers shall be President, Captain and Vice-Captain of the Club, each of whom shall be elected annually at the Annual General Meeting for a period of one year, and shall be eligible for re-election as Office Bearers, or to the Committee. The Captain shall previously have been a member of the Committee of the Club.
2. The strategy, management and affairs of the Club shall be developed and implemented by a Committee comprising:
 - a. The Office Bearers (ex-officio).
 - b. The Captains of the respective Gents, Ladies and Seniors Sections (all ex officio), not otherwise included as an Office Bearer, as stipulated under Section VII 1, above.
 - c. In the absence of the relevant Captain, each section may be represented by the Vice-Captain, failing which a nominated representative, who will have the right to vote at meetings.

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- d. Up to 7 (seven) other members of the Club – see Section VII 4.
 - e. Up to 3 (three) members of the Club who may be co-opted by the committee – see VII 5.
- 3.
- a. Members to be elected shall be elected by the voting members of the club.
 - b. Members eligible for election are Ordinary, Senior, Intermediate, Country and Employee Members (as appropriate) only.
 - c. One-third of the elected members (to the nearest number upward) shall retire at each Annual General Meeting (to be chosen by those who have been longest serving but, as between those who have served an equal time, by agreement or lot), but shall be eligible for re-election.
 - d. Nominations from Voting Members must be lodged with Secretary at least 14 days before each Annual General Meeting in writing, with name, address and signature of proposer and seconder and candidate's agreement.
4. The Committee shall have power to co-opt up to three existing members possessing special expertise or value to the Club. A co-opted person shall have a vote on the Committee and may serve until the conclusion of the Annual General Meeting next following, when he or she may be re-co-opted for up to a maximum of three years in all.
5. Vacancies among Committee members may be filled by the Committee. Its nominee shall hold office until the conclusion of the Annual General Meeting next following and who shall be eligible for election as a Committee member at such meeting.
6. The Committee may appoint annually, at a fixed salary or honorarium, a Secretary, Treasurer and any other posts which it sees fit to recompense. If such appointments be made from the Club Membership, or from the Committee, it will not prejudice the individual's rights as a member of the Club, or as a member of the Committee.
- The Secretary and Treasurer shall attend all Committee meetings (except any part thereof where there is any conflict of interest) but, not being members of the Committee in such capacity, will have no vote thereat (unless any is a member of the Committee in his or her own right) and will be responsible and report directly to the Captain.
7. Any Committee member must cease to hold office in the event of any one or more of the following:
- a. If he or she is no longer a member of the Club.
 - b. If he or she has been convicted of an offence involving dishonesty, or has been disqualified from acting either as a Director under the Company Directors Disqualification Act 1986* or as a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005* from being a charity trustee by virtue of section 69(2) of the Charities Act (* or any statutory amendment or re-enactment thereof).

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- c. If he or she has a significant conflict of interest which the Committee considers has and is likely to continue to undermine his or her ability to act impartially as a Committee member.
- d. If he or she becomes incapable for medical reasons of fulfilling the duties of his or her office and such incapacity, as certified, if necessary, by two medical practitioners, is expected to continue for a period of more than six months from the date or later date of such certification.
- e. If he or she is absent (without permission) from more than three consecutive meetings of the Committee, and the Committee resolves to remove him or her from office.
- f. If the conduct of any Committee member is such as appears to the Committee to endanger the character, interests, or good of the Club, it shall be in the power of the Committee, after calling upon the Committee member for an explanation, to suspend such member from the Committee for such period as the Committee may determine, or, if in the opinion of the Committee he or she has, by his or her conduct forfeited his or her right to remain a Committee member, to call a meeting of the voting members of the Club to request them to remove him or her from the Committee, provided that such member will have the right to be heard at the meeting of the voting members before a final decision is made.
- g. If, by notice in writing to the Secretary, he or she resigns his or her office.

Section VIII. Proceedings of the Committee.

1. The Committee shall, at intervals not exceeding two months, hold meetings for the despatch of all competent business. The Committee shall meet on the requisition of the Captain or Vice-Captain, or any three or more Committee members.

The Secretary shall be responsible for convening Committee meetings. In the event of an urgent situation arising where it would be impractical for a meeting of the Committee to be convened in the time available, the decision of the Committee may be taken collectively or individually in person, by telephone or other collective electronic or written means (including e-mail).

2. The Captain shall wherever possible chair all meetings of the Committee and of the Club or, in the absence of the Captain, meetings should be chaired by the Vice-Captain.
3. The quorum at a meeting of the Committee shall be 3 (three), together with either the Captain or the Vice-Captain.
4. Each member of the Committee member shall have one vote. In case of equality of votes, the person chairing the meeting shall have a second or casting vote. The Secretary and Treasurer shall attend Committee meetings (except any part thereof where there is any conflict of interest) but not being members of the Committee in such capacity, shall have no vote thereat (unless a member of the Committee in his or her own right).

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5. The Committee may delegate any part of its duties to such sub-committees as it may from time to time appoint. Each sub-committee must work to a remit and within parameters set by the Committee. All sub-committee meetings held must be recorded and minutes circulated to the Committee. The Captain and Vice- Captain (ex-officio) shall be entitled to attend all Sub-committee Meetings.
6. The Secretary shall keep a record of all the proceedings of the Club at General and Extraordinary Meetings, Committee Meetings, Sub-committee Meetings and meetings with third parties, call the meetings of the Club and take charge of all papers, books and other records, keep a record of all names and addresses of members, and any other details worthy of mention, and issue all notices.
7. The Committee shall have power to make such regulations as appropriate for the conduct of the Club and its members. All regulations so made shall be binding on all members unless or until amended by the Committee or if set aside by an Annual or Extraordinary General Meeting.

Section IX. Finances

1. The Treasurer shall receive and disburse all monies due to and by the Club, collect entry money, and subscriptions of the members, and keep correct accounts and books showing the financial affairs and intromissions of the Club.

He or she shall submit an account of his or her intromissions down to the thirty- first day of March each year, certified by the Independent Financial Examiner, together with an abstract of the Club's financial affairs, at the Annual General Meeting of the Club. A copy shall be sent to each member with the notice calling the meeting.
2. All Club monies shall be lodged in the bank in the name of the Club. The Secretary shall make all payments due by the Club after such payments have been duly authorised by the Treasurer. All cheques shall be signed by the Treasurer along with one of three Committee members duly authorised for this purpose. The Treasurer may retain in hand a sum of money considered by the Committee to be adequate for petty expenses.
3. The Committee shall have power to:
 - a. Accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, and to raise funds and to invite and receive contributions from any person, persons, companies, institutions and authorities whatsoever, by way of grant, subscription, donation or otherwise as determined by the Committee without prejudice to the ability of the Committee to decline or disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Committee may think fit.
 - b. Borrow or raise money for the Club and to give security in support of any such borrowings by the Club over the whole or any part of the property or undertaking belonging to the Club.
 - c. Set aside funds not immediately required as a reserve or for specific purposes.
 - d. Invest monies of the Club not immediately required for its activities in such investments, securities and property and that in such a manner as

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may from time to time be considered advantageous as the Committee in its sole discretion think proper (subject to compliance with any applicable legal requirements) and to dispose of and vary such investments and securities).

- e. Delegate any part of its financial duties or those of the Treasurer to any agents or nominees on such terms and conditions as it considers appropriate and which it will keep under review.
4. No surplus shall be distributed, other than to another non-profit distributing body on the dissolution of the Club. If upon dissolution there remains (after the satisfaction of all debts and liabilities) any assets whatsoever, this shall be transferred either to any association to which the Club is affiliated, or to some other organisation(s) having objects similar to the Club, such organisation(s) to be determined by the members of the Club by resolution passed at a General Meeting.

Section X. Honorary Patrons

1. At each Annual General Meeting, the voting members may appoint one or more Honorary Patrons each to serve until the next Annual General Meeting.
2. Any Honorary Patrons shall not, through such office, be members of the Club. They shall be entitled to receive notice of, attend and participate at any Annual or Extraordinary General Meeting, but may not vote thereat (unless a member of the Club in their own right).

Section XI. Alterations to Constitution

1. The Constitution may not be altered except at an Annual or Extraordinary General Meeting called *inter alia* for that purpose and then only if a two-thirds majority of those voting members attending and voting approve the alteration.
2. Notice of any motion for alterations to the Constitution must be lodged with the Secretary at least four weeks before the date of such a Meeting and the Secretary must make available the proposed alterations to all members not less than twenty-one days before the Meeting.

Section XII. Rules of the Game

1. The rules of the game shall be those of the R and A Rules Limited, as amended by them from time to time, with such Local Rules as may be enacted Pitlochry Golf Limited, and such Local Rules as the Committee may require and approve.

Section XIII. Bylaws

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1. The Committee shall have power to make Bylaws as it considers appropriate from time to time. All Bylaws made by them shall be binding on every member. All Bylaws in force at the time shall be printed in the Annual Fixture Book, published on the Club's website, and posted upon the notice board in the clubhouse.
2. The Committee may alter and add to the Bylaws as circumstances require, and such Bylaws as so altered, and any additional Bylaws, shall, on the expiry of seven days after the same have been intimated upon the notice board in the clubhouse, become and remain binding upon the members until rescinded by the Committee.
3. The Club may, at any General Meeting, by a Resolution (of which at least 14 days' prior notice has been given to the Secretary and of which the Secretary has given not less than 7 days' prior notice to all members eligible to vote), alter, add to or delete any of the Bylaws provided that the Resolution is carried by a majority of not less than two-thirds of the members present and voting.
4. A member, by paying his or her Subscription (or by accepting Membership where payment of a Subscription is waived), thereby submits himself or herself to the Constitution and Bylaws of the Club, and on these conditions alone is entitled to the advantages and privileges of the Club.
5. Medal and other Club competitions shall take place on dates fixed by the Committee. Club competitions are restricted to members only, other than those designated as open to visitors. Junior members are not eligible to compete in ordinary Members' Competitions unless they hold an official playing handicap, have the recommendation of the Junior Convener, and are so approved by the Committee.

All Junior members have an obligation to the Junior section of the Club, and participation in any Junior event should take priority over that of any other section.

Section XIV. Trustees of the Club.

1. The Trustees of the Club shall be the Captain, the Vice-Captain and the President of the Club and their respective successors in office, to hold such property and assets (whether heritable or moveable and wherever situated) on behalf of the Club as required from time to time.

The said Trustees shall have the power to assume any other person or persons as additional Trustees if they in their sole discretion consider this to be necessary.

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