

THE PITLOCHRY GOLF CLUB

CONSTITUTION

adopted on 18 December 2007

Amended:

15 December 2009 (see minute of AGM)

Index:

Section I	Name, Objects and Responsibilities	Page 2
Section II	Membership	Page 2
Section III	Admission of Members	Page 3
Section IV	Annual Subscriptions	Page 4
Section V	Cessation of Membership	Page 4
Section VI	AGMs and Meetings of Members	Page 5
Section VII	Office-Bearers & Committee	Page 5
Section VIII	Proceedings of Committee	Page 7
Section IX	Finances	Page 8
Section X	Honorary President and Patrons	Page 8
Section XI	Alterations to Constitution	Page 9
Section XII	Rules	Page 9
Section XIII	Bylaws	Page 9
Section XIV	Trustees of Club	Page 9

**The Pitlochry Golf Club
Club Constitution**

I. NAME, OBJECTS AND RESPONSIBILITIES

1. The Club shall be called The Pitlochry Golf Club ("the Club").
2. The Objects of the Club are:
 - (a) to promote and encourage the sport of golf;
 - (b) 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 Royal and Ancient Golf Club of St Andrews;
 - (c) to introduce, manage, promote and co-ordinate other recreational and social activities as appropriate for the enjoyment and benefit of Members of the Club; and
 - (d) to be a member of the Scottish Golf Union, and any other golf association as appropriate.
3. Within the Club, there shall be sections for Adults (Men and Ladies) and Juniors (Boys and Girls).
4. 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.

II. MEMBERSHIP

1. The Membership of the Club shall consist of the following categories of Members: -
 - (a) Ordinary Members
 - (b) Senior Members
 - (c) Intermediate Members – Bands 1, 2 and 3
 - (d) Junior Members
 - (e) Country Members
 - (f) International Members
 - (g) Honorary Members
 - (h) Lifetime Members
 - (i) Social Members
 - (j) Community 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 who comprise those individuals aged 18 and over who comprise the main playing membership of the Club 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

The Pitlochry Golf Club Constitution

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 65, 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), 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 Members** shall be open to Members who reside outwith the Perth and Kinross Council administration boundary.
7. **International Members** shall be open to Members who reside outwith 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. 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 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 Members** shall be open to non-playing family members of playing members (or former playing members) of Pitlochry Golf Club.
11. **Community Members** shall be open to any person who supports the Objects of the Club but who does not play golf.
12. 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 Social Members and Community Members) must also pay

The Pitlochry Golf Club Constitution

an annual course subscription to Pitlochry Golf Ltd.

13. **Voting:** Each Ordinary, Senior, Intermediate and Country Member shall have one vote ("the Voting Members"). 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.

III. ADMISSION OF MEMBERS

1. All applications for admission to membership of the Club must proceed in the manner following: -
 - (a) The applicant must be proposed and seconded by existing club member.
 - (b) A signed application form countersigned by the proposer and seconded must be transmitted to the Club Secretary.
 - (c) The applicant must agree to pay an annual course subscription to Pitlochry Golf Ltd.
 - (d) The applicant must also agree to be bound by the rules of The Pitlochry Golf Club.
 - (e) Under exceptional circumstances, an application may be accepted for consideration by the Committee on the basis of a letter of introduction, where a signed form is not appropriate or possible.
2. The names of all applicants for admission to any class of membership must be entered in the Nomination Book maintained for this purpose.
3. The Applicant's names and addresses must be exhibited on a conspicuous place in the club premises for one week and an interval of two weeks or more shall elapse between nomination and election.
4. The Committee shall decide on the admission of all applicants.
5. The Secretary shall notify by letter, all new members of their admission, enclosing a copy of the Club 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.
6. Alphabetical lists of members with addresses and telephone numbers and a list of members of the committee or governing body shall be exhibited on the Members' noticeboard in the clubhouse at all times.

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.)

The Pitlochry Golf Club Constitution

2. Subscriptions are due on 1st January and must be paid not later than 31st January. A member wishing to resign must notify his or her desire in writing to the Secretary before 1st January, failing which he or she will be liable for the subscription for the following year. 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 a Special General Meeting (called in accordance with Clause 25). The Treasurer shall receive and disperse all monies received from the levy and shall keep correct accounts and books and records of each members 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.

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; or
 - (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 applying for and being accepted as a member of another appropriate category of Membership; or
 - (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; or
 - (d) if he or she dies.

VI. ANNUAL GENERAL MEETINGS AND OTHER MEETINGS OF MEMBERS

1. The Annual General Meeting of the Club shall be held in December, 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:
 - (a) the consideration and adoption of the Committee's report;
 - (b) the election of Office Bearers;

- (c) the election of the Captain;
 - (d) the election of the Vice-Captain;
 - (e) the election of the elected members of the Committee;
 - (f) the appointment of the Honorary President;
 - (g) the appointment of any Patrons;
 - (h) the fixing of the annual membership subscriptions;
 - (i) the adoption of the financial statement of the Club;
 - (j) the election of the Independent Financial Examiner; and
 - (k) such other resolutions and business as the Committee shall determine.
3. A Special General Meeting may be convened on not less than fourteen days' prior written notice whenever the Committee considers it necessary, or 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 Special General Meeting.
5. The quorum for an Annual or Special General Meeting shall be not less than the lower of (a) 10% of the voting Members or (b) 15 voting Members.

VII. OFFICE BEARERS AND COMMITTEE OF MANAGEMENT

1. The Office Bearers shall consist of a Patron, President, Captain and Vice-Captain each of whom shall be elected annually.
2. The strategy, management and affairs of the Club shall be developed and implemented by a Committee comprising:
- (a) the Captain (ex officio) – see VII 3 ;
 - (b) the Vice-Captain (ex-officio) – see VII 3;
 - (c) up to nine other members of the Club – see VII 4; and
 - (d) up to three members of the Club who may be co-opted by the Committee – VII 5.
3. The Captain and Vice-Captain, each of whom shall have been members of the existing or a past Committee, shall be elected at the Annual General Meeting for a period of one year, and shall then be eligible for re-election to either of the above offices, or to the Committee.
- 4.
- (a) The members to be elected shall be elected by the Voting Members of the Club.
 - (b) The members eligible for election are Ordinary, Senior, Intermediate and Country Members 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.

The Pitlochry Golf Club Constitution

5. 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.
6. Any casual vacancy among the 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.
7. The Committee may appoint annually, at a fixed salary or honorarium, a Secretary, Treasurer and Match Secretary. If the appointment of Secretary, Treasurer or Match Secretary be made from the Club Membership, or from the Committee, it will not prejudice his or her rights as a member of the Club, or as a member of the Committee. The Secretary, Treasurer or Match Secretary 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 Club Captain.
8. Any Committee member must cease to hold office in any one or more of the following events:
 - (a) if he or she is no longer a member of the Club; or
 - (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); or
 - (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; or
 - (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; or
 - (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; or
 - (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

The Pitlochry Golf Club Constitution

- at the meeting of the voting members before a final decision is made; or
(g) if by notice in writing to the Secretary he or she resigns his or her office.

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, whom failing the Vice-Captain shall do so.
3. The quorum at a meeting of the Committee shall be 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, will have no vote thereat may not vote thereat (unless any is a member of the Committee in his or her own right).
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 minuted 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 Special 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 Special General Meeting.

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 thirtieth day of September 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 Treasurer shall make all payments due by the Club after such payments have been duly authorised by the Committee. 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:
 - (a) To 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) To 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) To set aside funds not immediately required as a reserve or for specific purposes.
 - (d) To invest monies of the Club not immediately required for its activities in such investments, securities and property and that in such a manner as 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) To 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.

X. HONORARY PRESIDENT AND PATRONS

1. At each Annual Meeting, the voting members may appoint an Honorary President to serve until the next Annual General Meeting.
2. At each Annual General Meeting, the voting members may appoint one or more Honorary Patrons each to serve until the next Annual General Meeting.
3. The Honorary President and 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).

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.

XII. RULES

1. The rules of the game shall be those of the Royal and Ancient Golf Club of St. Andrews as amended by them from time to time, with such Local Rules as may be enacted by the Committee to suit the Pitlochry Golf Course.

XIII. BYLAWS

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.
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 Entry Fee and Subscription, thereby submits himself or herself to the Rules 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 of 18 or less, and have the recommendation of the Junior Convener.

XIV. TRUSTEES OF THE CLUB

1. The Trustees of the Club shall be the Captain, the Vice-Captain and the Secretary 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.