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PREAMBLE - It should be clearly understood there is only one Otaki Golf Club to which these Rules apply. On the other hand, within the Club, there are a number of approved Groups operating to promote both the playing of golf and to encourage a variety of social associations.

## **1. NAME**

The name of the Club shall be "Otaki Golf Club (Incorporated)" hereinafter referred to as "the Club".

## **2. REGISTERED OFFICE**

The Registered Office of the Otaki Golf Club shall be at the Clubhouse of the Otaki Golf Club situated at Old Coach Road North, Otaki, or such other place as the Board may determine.

## **3. OBJECTS**

The objects of the Club are to:

- A.** acquire, hold and provide for members, a golf course, grounds and facilities for sporting, recreational and ancillary purposes;
- B.** provide Clubhouses, garages, sheds and other conveniences in connection therewith, and to furnish and maintain the same and any other property of the Club, for the use of members and non-members either gratuitously or for payment;
- C.** apply its funds to all or any of such purposes including the obtaining of any licence or permits which are required under any Act or Statute, Government Regulation or Local Body Bylaw;
- D.** establish, promote or assist in the establishing or promoting and to subscribe to, or be a member of any other association or club whose objects are similar, or in part similar, to the objects of this Club and the establishment or promotion of which may be beneficial to this Club.

## **4. OFFICERS AND MANAGEMENT OF THE CLUB**

**A.** The Officers of the Club shall be as follows:

- i)** President
- ii)** Treasurer
- iii)** Management Committee Members responsible for the management and control of the Club's affairs, comprising the following seven members:
  - Club Captain (Chair of Golf Committee)
  - Chair of Course Maintenance & Development Committee
  - Treasurer (Chair of Finance Committee)
  - Four elected members

- B. i) Golf Committee** shall comprise the Club Captain and six members, including a Junior Convenor, at least one of whom shall be a male and one a female, elected in accordance with Clause 11.
- ii) Course Maintenance & Development Committee** shall comprise four members elected in accordance with Clause 11. Immediately following the AGM, the Course Maintenance & Development Committee shall elect a Chair, who becomes a member of the Management Committee.
- iii) Finance Committee** shall comprise the Treasurer, who shall act as the Chair, and two elected members.
- iv) The Four Elected Members** of the Management Committee shall include at least one male and one female.
- v) Management Committee Chairperson**  
At the first meeting of the Management Committee after the AGM, members of the Management Committee shall elect a Chairperson to preside over all meetings of the Management Committee, together with a Deputy Chair to act in the unavoidable absence of the Chairperson.
- vi)** All members of the Management Committee including the Treasurer and Club Captain and its three constituent committees, namely Golf Committee, Course Maintenance and Development Committee, and Finance Committee, shall be elected annually by ballot in accordance with Clause 11.
- vii)** In the event that no nomination is received for the position of Treasurer or nominations received for all other elected positions, namely the Four Elected Management Committee Members, Golf Committee, Course Maintenance & Development Committee, and Finance Committee fall short of the requisite numbers specified, the Management Committee shall be empowered at their discretion to fill all or any of the vacancies so created.
- viii)** Should no male or no female be nominated for positions specifying minimum gender representation in accordance with Clauses 4.B.i) and 4.B.iv) the Management Committee shall be empowered at their discretion to fill any vacancy as they may deem appropriate.

**C. President**

The President shall:

- i)** be the senior officer of the Club;

- ii)** be elected every two years by ballot in accordance with Clause 11 and shall take office at the conclusion of the Annual General Meeting;
- iii)** preside at all General Meetings of the Club;
- iv)** be entitled to attend Management Committee meetings and shall have voting rights;
- v)** should the office of President be vacated for any reason, a ballot shall be held in accordance with Clause 11;
- vi)** to elect a new President, such ballot is to be held within 42 days of the Management Committee becoming aware that the Office has been vacated;
- vii)** the person so elected to fill the vacancy of President in accordance with the preceding Clause shall hold office until the conclusion of the second Annual General Meeting following their election.

**D.** An Officer shall be deemed to have vacated his/her position, with immediate effect if such Officer:

- i)** ceases to be a financial member of the Club, or
- ii)** resigns his/her position in writing, or
- iii)** fails to attend three consecutive meetings of the Management Committee without leave of absence, or
- iv)** becomes incapable, in the opinion of the Management Committee, of fulfilling the duties of his/her position, or
- v)** is adjudged bankrupt, or
- vi)** is convicted of a crime punishable by imprisonment, or
- vii)** has had his/her membership of the Club terminated by the Management Committee under Clause 12C, 12D and 12E, or
- viii)** would be disqualified from acting in terms of Section 151.2 of the Companies Act 1993.
- ix)** If a casual vacancy arises on the Management Committee it shall be filled at the Management Committee's discretion.

**E.** No member shall hold more than one position as an officer of the Club at any one time, unless it is deemed necessary under extenuating circumstances, and approved by the Management Committee.

## **5. CLASSES OF MEMBERSHIP**

The membership of the Club shall consist of the following classes:

### **Firstly:**

- A.** 18 Hole Members
- B.** 9 Hole members
- C.** Life Members
- D.** Junior Members

### **Secondly:**

- E.** Country Members
- F.** Summer Members
- G.** Honorary Members
- H.** Non-Playing Members

## **6. CONDITIONS AND PRIVILEGES OF MEMBERSHIP CLASSES**

### **A. 18 Hole Members**

Such members are entitled to full playing rights, voting rights and access to all facilities.

### **B. 9 Hole Members**

Such members are entitled to play nine holes on any one day, voting rights and access to all facilities.

### **C. Life Members**

Life Members shall have the rights and privileges of 18 Hole Members, without payment of further subscription. Any member of long standing who has, in the opinion of the Management Committee, rendered significant service to the Club or is otherwise worthy of special recognition may upon the recommendation of the Management Committee be proposed for Life Membership and be elected by members at an Annual General Meeting. Such election shall take place after due notice has been given to all members, and shall be decided by a simple majority in a poll of members present.

### **D. Junior Members**

The Management Committee shall be empowered to set such classes of junior membership, age limits and playing privileges as they deem appropriate from time to time, having due regard for any requirements of the various golf associations to which the Club is affiliated.

#### **E. Country Members**

Shall be Members of a Golf Club affiliated with NZG (New Zealand Golf) and who must reside outside the Otaki Ward area of the Kapiti Coast District Council.

#### **F. Summer Members**

Shall have the rights of an 18 / 9 Hole Member but shall not be entitled to enter any Club Trophy events, have any voting rights, and shall be ineligible to fulfil any management role. This class of membership is from the 1st October to the 31st March inclusive.

#### **G. Honorary Members**

May be elected by the Management Committee with the consent of such member or non member of the Club with playing rights. To qualify those persons would normally be distinguished guests of the Club.

#### **H. Non Playing Members**

Shall have the privileges of the Club House and the putting green only and shall be entitled to play on the course upon payment of the normal green fees.

### **7. OBLIGATIONS OF THE MEMBERS**

Every member shall be bound by the Constitution and Bylaws of the Club and the Rules of Golf as approved by R&A Rules Ltd.

### **8. PECUNIARY GAIN BY MEMBERS**

No member shall derive any pecuniary gain from the operations or property of the Club, except as permitted by section 5 of the Incorporated Societies Act 1908.

### **9. APPLICATIONS FOR MEMBERSHIP**

- A.** A candidate for membership shall be proposed and seconded by 18 Hole Members, 9 Hole Members, or Life Members. The proposer and seconder shall sign and forward to the General Manager a form giving the name and address of the candidate and stating the class of membership for which the candidate is proposed.
- B.** The names of all candidates nominated for membership, together with the names of the proposers and seconders, shall be posted in the clubhouse for at least 14 days.

- C. Any objection by any member to the acceptance of the candidate shall be made in writing to the General Manager prior to the nomination being considered by the Management Committee.
- D. The Management Committee shall consider the nomination at the first meeting after the nomination has been posted in the clubhouse for the requisite period. The Management Committee's decision on any application for membership will be final and no reasons for the decision need be given.
- E. On acceptance of the member, the General Manager shall advise the candidate in writing and furnish them with a copy of the Club's Constitution and By-laws with an account for the subscriptions and any other due. In the case of newly elected members, subscriptions shall be proportioned as the Management Committee may determine.
- F. No approved candidate shall be deemed a member of the Club entitled to exercise the rights and privileges of membership until the subscription and any entrance fee due has been paid.

## **10. RIGHTS OF MEMBERS**

- A. 18 Hole Members, 9 Hole Members, and Life Members, shall have the right to:
  - i) vote at General Meetings or in any ballot provided for in this Constitution;
  - ii) stand for election for any office within the Club;
  - iii) nominate members for election to any office within the Club;
  - iv) nominate people for election to membership of the Club.
- B. Any member shall have the right to bring a matter before members at an Annual or Special General Meeting as provided in Clauses 17 and 18.
- C. Any member wishing to resign from the Club shall give written notice to that effect to the General Manager.
- D. Any member whose payment of any Club subscription or fee is in default for a period of one month following the due date for such payment automatically shall cease to qualify for all rights and privileges of Club membership, unless agreed otherwise by the Management Committee.

## **11. BALLOT PROCEDURE**

The election of the President, Treasurer, Management Committee, Golf Committee including Club Captain and Junior Convenor, Course Maintenance

and Development Committee, and Finance Committee all require a ballot which shall be conducted in compliance with the following:

- A.** Nominations shall be:
  - i)** proposed and seconded in accordance with Clause 10A;
  - ii)** lodged with the General Manager by 4.00pm 14 days before the Annual General Meeting.
- B.** Nominations, complete with personal profiles and photos, to be placed on the Clubhouse notice board immediately following receipt by the General Manager.
- C.** Members entitled to vote in the ballot shall be in accordance with Clause 10.A.
- D.** All ballots will close at 4.00pm on the day preceding the Annual General Meeting.
- E.** On closure of the ballot the returning officer appointed by the Management Committee will count the voting papers and provide the General Manager with a certificate of the ballot result.
- F.** The names of the successful candidates for the offices of President, Treasurer, Club Captain, Management Committee members and members of the respective Golf Committee, Course Maintenance and Development Committee and Finance Committee shall be announced at the Annual General Meeting and then posted on the Club notice board.
- G.** The returning officer's certificate will be retained in the papers of the Management Committee for a period of 12 months following the declaration of the ballot.
- H.** In the event that any member is nominated for and is elected to more than one position then the election result shall be determined in the following order of preference: President, Treasurer, Club Captain and elected member of the Management Committee.
- I.** If two or more candidates in any ballot receive the same number of votes the successful candidate(s) shall be determined by lot.

## **12. POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE**

- A.** The Management Committee's powers shall be:
  - i)** responsibility for the management of the Club on behalf of its members with emphasis on the following but not necessarily restricted to areas of financial planning / management, course management, membership



growth / development and the establishment of strategic / annual business plans.

- ii)** defined by the Club Constitution and any statutes or regulations;
  - iii)** to borrow or raise money for purposes stated in the strategic and business plans, as approved by members, provided, however, that the combined term debt and bank overdraft limit do not exceed in total \$250,000 without the approval of Members in General Meeting;
  - iv)** to establish and appoint such sub-committees as the Management Committee deems fit. All such sub-committees shall include at least one elected Management Committee member.
  - v)** to co-opt such persons to any committee as the Management Committee deems appropriate. Such persons may participate in those committee meetings but shall have no voting rights.
- B.** The Management Committee's duties shall include but will not be limited to the following:
- i)** to plan, co-ordinate and direct the long-term policy for the diligent use of finances and resources, including the presentation of strategic long term plans and annual business plans;
  - ii)** to plan and implement policies ensuring long term membership growth consistent with the future needs of the Club;
  - iii)** to deal with matters arising from the conduct of the Club's activities for which there is no provision in this Constitution as it deems fit in its sole discretion;
  - iv)** to buy, lease or sell any Club property or any rights or privileges at such price and upon such terms and conditions, as it thinks fit and give and execute such mortgages deeds, instruments and securities as are considered necessary except, that, no commitment for the purchase, lease or sale of Club land may be made without the prior approval of members obtained at a Special General Meeting;
  - v)** appoint a General Manager and to negotiate with the General Manager his or her conditions of service, remuneration and the terms of contract;
  - vi)** to invest any funds of the Club not required to satisfy or provide for its immediate demands with any Bank registered in New Zealand holding a S&P rating of "AA" or higher;
  - vii)** to set annual subscriptions and set due dates for their payment for each class of membership excepting that any increase in excess of 5%

shall not be applied without the approval of a Special General Meeting of members;

- viii)** to set a levy for a special purpose consistent with the strategic and business plans approved by members excepting that such levy in excess of 5% of the annual subscription in any one year shall require the approval of a Special General Meeting of members;
  - ix)** to maintain full and accurate records of all Club activities, ensuring that they conform to statutory requirements;
  - x)** to determine any entrance fee for membership of the Club;
  - xi)** to regulate the number of members within the categories of membership;
  - xii)** to make, alter or rescind by-laws necessary for the financial or strategic objectives of the Club provided that such by-laws are consistent with this Constitution;
  - xiii)** to recommend to the Annual General Meeting the appointment of the person to conduct the annual review of the Club's financial records. The person so appointed shall be a Member of Chartered Accountants Australia and New Zealand;
  - xiv)** to appoint a member of the Club to act as the returning officer for the Club who will be responsible for all the ballots held under this Constitution;
  - xv)** to record all the proceedings of the Management Committee and custody of those records;
  - xvi)** to file all statutory returns.
- C.** The Management Committee shall have the power to investigate and call on any member for an explanation of any complaint that the member has:
- i)** acted in breach of any provisions of this constitution or by-laws made thereunder, or
  - ii)** engaged in improper, offensive or unsportsmanlike conduct on or off the Club's premises or facilities;
- D.** The member shall be given particulars of the complaint, notice of the process by which the Management Committee will consider the complaint, and the opportunity to be heard.
- E.** If the Management Committee finds the complaint to be well founded it may determine to:
- i)** expel the member, or

- ii) suspend the member for a specified period, or
  - iii) impose such restrictions as to access by the member to Club facilities or involvement in Club activities for a specified period as it thinks appropriate, or
  - iv) reprimand the member in such terms as it thinks appropriate.
- F.** The Management Committee shall meet monthly throughout the year to monitor and review the Club's performance and coordinate/progress future actions in accordance with the annual business plan.
- G.** The club shall have a common seal which shall be kept in the custody of the General Manager and shall only be affixed to any document or instrument in pursuance of a resolution of the Management Committee in the presence of one other member of the Management Committee, who shall subscribe their name as witness.

### **13. ROLE AND DUTIES OF THE GOLF COMMITTEE**

- A.** The role of the Golf Committee in accordance with the Management Committee's authority shall include but not necessarily be limited to:
- i) the organisation of the game of golf and related activities for the enjoyment of club members; and
  - ii) advising the General Manager concerning the course set up and layout (subject to the provisions of Clause 14B(iii)), clubhouse management, catering, and all other matters, which may affect the operation of golf and other related events.
- B.** The Golf Committee will be responsible for all aspects of play on the course for members of the Club. Specific responsibility for matters of organisation of the game of golf and related activities in accord with the Management Committee's consent shall include:
- i) preparing the programme for all Club golf events,
  - ii) arranging and controlling these golf events and specifying the rules of play thereof,
  - iii) determining on any point of dispute arising during their golf events, such determination shall be final;
  - iv) appointing selectors and managers for approved inter-club teams;
  - v) recommending delegates to the Wellington Golf Association;
  - vi) implementing the handicap system as set down by NZ Golf;
  - vii) bringing to the attention and determining the procedure for resolving any complaint made in terms of Clause 12C;

- viii) for specific purposes delegate to other club members such of their duties as they deem appropriate.
      - ix) organisation and promotion of Junior Golf.
- C. The Golf Committee shall meet monthly throughout the year to monitor and review progress and decide on future actions in accordance with the annual business plan, and report monthly to the Management Committee.
- D. All decisions taken by the Golf Committee shall be subject to ratification by the Management Committee.

#### **14.ROLE AND DUTIES OF THE COURSE MAINTENANCE AND DEVELOPMENT COMMITTEE**

- A. The role of the Course Maintenance and Development Committee (CMDc) is to assist the Course Superintendent in the ongoing maintenance and development of the course in its entirety embracing:
  - i) The Greens, Tees, Fairways, Rough and Gardens;
  - ii) Buildings and associated facilities including carpark, road entrance and pathways to ensure that they are maintained to the highest possible standard;
  - iii) Plant and Machinery - their purchase, maintenance and lease;
  - iv) Health and Safety issues related to the above.
- B. In fulfilling their role the committee shall:
  - i) Oversee the annual budget in relation to the course development and maintenance and advise the Management Committee of any major discrepancies that may arise.
  - ii) To identify and recommend projects that may be eligible for finance by way of grant or subsidy and advise the Finance Committee.
  - iii) To assist the Course Superintendent in developing a maintenance and development plan for all items encompassing clause A above.
- C. The CMDc shall meet monthly throughout the year to monitor and review progress and decide on future actions in accordance with the annual business plan, and report monthly to the Management Committee.
- D. All decisions shall be subject to ratification by the Management Committee.

## **15.ROLE AND DUTIES OF THE FINANCE COMMITTEE**

- A.** The role of the Finance Committee is to oversee the Club's financial affairs to:
- i)** ensure that these are appropriately managed;
  - ii)** determine relevant strategies to ensure the Club's ongoing financial strength and welfare.
- B.** In fulfilling their role, the Finance Committee shall:
- i)** Review periodically the Club's financial processes, policies and systems including record keeping.
  - ii)** Monitor monthly the Club's financial position and performance – investigating any significant variations from budget and any areas of concern.
  - iii)** Oversee completion of the annual financial statements submitted for audit review.
  - iv)** Oversee the setting of the annual budget consistent with the Business Plan.
  - v)** Consider ways of improving cost controls and areas of potential savings.
  - vi)** Evaluate capital expenditure proposals for recommendation to the Management Committee.
  - vii)** Develop strategies for growing the Club's sources of income.
  - viii)** Review and as appropriate propose delegated expenditure authorities/policies.
- E.** The Finance Committee shall meet monthly throughout the year to monitor and review progress and decide on future actions in accordance with the annual business plan, and report monthly to the Management Committee.
- C.** All decisions taken by the Finance Committee subject to ratification by the Management Committee.

## **16.GENERAL MANAGER**

- A.** The Management Committee shall appoint a General Manager at such remuneration, and on such terms and conditions as defined in an Employment Agreement, which will include a detailed schedule of the duties and responsibilities, as the Management Committee thinks fit.
- B.** The General Manager shall attend all meetings of the Management Committee unless otherwise advised but shall have no voting rights.

## **17. ANNUAL GENERAL MEETING**

- A.** The Annual General Meeting of the Club shall not be later than 30 September in each year. The Management Committee shall fix the date of the meeting.
- B.** Notice of the date of meeting shall be:
  - i)** posted on the Clubhouse notice board not less than 28 days beforehand;
  - ii)** made available by the General Manager to all members at least 14 days prior to the date fixed for the holding of the meeting together with the Annual Report and Statement of Accounts.
- C.** The business of the Annual General Meeting shall be to:
  - i)** receive the Annual Report, Statement of Accounts and Annual Business plan;
  - ii)** receive reports from the Management Committee on the Club's operations, and consider matters arising from such reports;
  - iii)** transact such other business as shall have been specified in the notice convening the meeting;
  - iv)** approve the appointment of the person for conducting the annual audit review;
  - v)** announce the names of the successful candidates in the election of officers to the roles of President, Treasurer, Club Captain and the Management Committee together with those persons elected to the Golf Committee, Course Maintenance and Development Committee and Finance Committee;
- D.** Any member wishing to bring any motion before the Annual General Meeting shall give notice in writing to the General Manager 28 days before the meeting. Such notice of motion shall have been proposed and seconded by members eligible to vote in accordance with Clause 10A.

## **18. SPECIAL GENERAL MEETING**

- A.** Special General Meetings may be called by:
  - i)** direction of the Management Committee at any time, or
  - ii)** the General Manager within 28 days from the receipt of a requisition to that effect, signed by at least 30 members of the Club entitled to vote at such a meeting as specified in Clause 10A.

- B.** Notice of such meeting, specifying the matter to be considered, shall be displayed in the club house and sent to all members by the General Manager at least 14 days prior to the date fixed for meeting.
- C.** No business shall be transacted at such a meeting except that set out in the written notice.

## **19. GENERAL MEETING RULES**

- A.** The President, and in the absence of the President, the Chair of the Management Committee shall be entitled to preside at any General Meeting.
- B.** Voting rights will be as set out in Clause 10A.
- C.** The Chairperson at any General Meeting shall have a deliberative and a casting vote;
- D.** Every member shall have one vote;
- E.** There may be votes cast by proxy subject to any conditions that may be stipulated by the Management Committee;
- F.** No member shall be entitled to vote at any General Meeting of the Club if their subscription is in arrears in terms of Clause 10D;
- G.** For matters other than those requiring a ballot as specifically required in the Constitution the following procedures shall apply:
  - i)** voting on all matters at General Meetings shall be by voice; or
  - ii)** by show of hands, if the Chairperson or any three members eligible to vote shall require.
- H.** Three members at the meeting may demand a poll either before or on the declaration of the result of the show of hands.
- I.** At any General Meeting of the Club a quorum shall comprise at least 10 per cent of members entitled to vote. Any General Meeting at which a quorum is not present shall stand adjourned to such date as shall be determined by the Board but no later than 28 days after the date of the original meeting after due notice in accordance with Clause 18B has been given. At any General Meeting which has been reconvened under the provisions of this clause those members present shall constitute a quorum.

## **20. ALTERATION OF CONSTITUTION**

- A.** No clause shall be changed by way of repeal or amendment or new clause adopted unless two thirds of the votes cast at a Special or Annual General Meeting are in favour of the change.

- B.** At least 28 days' notice shall have been given to the General Manager of intention to propose such repeal, alteration or new clause.
- C.** Such notice to be posted in the clubhouse within 24 hours of receipt by the General Manager.
- D.** The Management Committee shall propose such rules and regulations at any time to implement the provisions of this Constitution. Notice of such rules and regulations are to be published on the clubhouse notice board.

## **21. CLUB COLOURS**

- A.** The colours of the Club shall be green and red, and the Club emblem shall be the Tiki, as shown on the cover of this Constitution.
- B.** Notwithstanding Clause 21A above, alternative uniforms may be approved for the Club's representative teams or for general use.

## **22. CLUB YEAR**

The Club's financial year and subscription year shall commence on 1<sup>st</sup> July and end on 30<sup>th</sup> June the following year.

## **23. INDEMNITY**

- A.** The Club will indemnify all officers or employees or persons who may be employed by the Club on a voluntary basis against any personal liability whatsoever, incurred by such officer, employee or volunteer lawfully and properly acting or omitting to act in his or her capacity as an officer, employee or volunteer.
- B.** Without limiting the generality of the foregoing this indemnity shall extend to any actions, proceedings or demands brought against or served upon such officers, employees or volunteers of the Club by any person or persons, statutory body or other entity.
- C.** This indemnity shall extend to former officers or employees or volunteers of the Club.

## **24. PROPERTY CLUB FUNDS**

The property, effects, funds, securities, investments and monies of the Club shall belong to the Club as an incorporated body and shall be devoted to the objects set out in Clause 3 and no member shall acquire any personal or individual interest in any of the property of the Club by virtue of being a member of the Club.



## **25. WINDING UP**

In the event of the Club being wound up all its property and assets shall be sold or realised and the net proceeds after payment and discharges of all liabilities (if any) shall be transferred to such organisations or incorporated societies (preferably based in Otaki) as shall have as its object the benefit, development and encouragement of the game of golf, in such manner as may be determined by the members of the Club in a Special General Meeting.

## **26. REPEALS & SAVINGS**

- A. All rules existing immediately prior to these rules coming into operation are hereby revoked, provided however that such revocation shall not affect the validity, effect or consequences of anything done or suffered by prior rules or any existing status or capacity.
- B. Neither shall they affect any right, interest, title or estate already acquired by the Club or any remedy or proceeding in respect thereof including proof of any past act or thing.