



CONSTITUTION

1. Name

The name of the club shall be Fortrose and Rosemarkie Golf Club, hereinafter referred to as “the club”.

2. Objectives

2.1. The club shall hold the following as its aims and objectives and shall strive to fulfil these aims and objectives at all times:

- 2.1.1. To promote participation in the amateur sport of golf and to provide appropriate facilities, for the benefit of members and the local community;
- 2.1.2. To provide access to golf for players of all standards in a friendly, inclusive and welcoming atmosphere that does not discriminate on the grounds of age, disability, gender, gender reassignment, pregnancy and maternity, race, religion or belief, sex, or sexual orientation;
- 2.1.3. To ensure correct safeguarding procedures are in place to ensure a safe and secure environment for the playing and enjoyment of the game and the club’s wider facilities;
- 2.1.4. To fulfil the general objectives and functions of a golf club and sports club and by undertaking such activities as may be reasonably necessary and/or incidental to such objectives;
- 2.1.5. To promote and abide by the Rules of Golf as they are fixed from time to time by the R & A;
- 2.1.6. To provide coaching and lessons in golf for players of all standards, including beginners;
- 2.1.7. To arrange competitions and matches for members, and open competitions
- 2.1.8. To lease and/or purchase land and/or equipment suitable for the purposes and functions of the club;
- 2.1.9. To sell and deal in alcohol, mineral /aerated water, tobacco and other related products as well as refreshments, foodstuffs, golfing equipment and clothing and other items in accordance with the provisions of any licensing laws and by obtaining any necessary statutory consents and licences for this.



3. Membership

3.1. Membership of the club shall be open to anyone who is interested in promoting, coaching, volunteering or participating in golf. Applications for membership of the club should be made to the club secretary in accordance with any Rules of Procedure and Policies of the club. The membership of the club shall consist of the following categories of membership:

- 3.1.1. Adult members
- 3.1.2. Senior members
- 3.1.3. Junior members
- 3.1.4. Youth members
- 3.1.5. Young adult members
- 3.1.6. Honorary members
- 3.1.7. Country /Overseas members
- 3.1.8. Life members
- 3.1.9. Non-playing and Social members
- 3.1.10. Senior members (over 80)
- 3.1.11. Corporate members
- 3.1.12. Temporary members

3.2. These categories of membership shall be defined as follows:

- 3.2.1. Adult members – are any persons who have attained the age of 26 years when the annual subscription falls due;;
- 3.2.2. Senior members – are members who have attained the age of 65 years, and have been Adult members for 15 complete years continuously when the annual subscription falls due;
- 3.2.3. Junior members – are children and young persons under the age of 18 when the annual subscription falls due;
- 3.2.4. Youth members – are young persons who have attained the age of 18 but are under the age of 23 when the annual subscription falls due:



- 3.2.5. Young adult members – are young persons who have attained the age of 23 but are under the age of 26 when the annual subscription falls due;
- 3.2.6. Honorary members – it shall be competent for two thirds of the Voting members (as hereinafter defined) at a General Meeting of the club, to confer upon any person the distinction of Honorary member of the club, in recognition of that person's renown as a golfer or for services rendered in the promotion of the game of golf, or for any other reason considered sufficient by the General Meeting. Notice of any proposal to confer such honorary membership must be stated in the notice calling the General Meeting. An Honorary member shall not be liable for any annual subscription;
- 3.2.7. Country /Overseas members - any person ordinarily resident outwith a distance of 50 road miles from the clubhouse when the annual subscription falls due, may apply to the club for membership as a Country/Overseas member;
- 3.2.8. Life members – are those persons who qualify to be Country/Overseas members who have made a one off payment to the club of an amount determined by Council for the person in question, and on such terms as Council may deem appropriate. They will thereafter not be required to make payment of an annual subscription. However, their life membership shall only endure for so long as they qualify to be Country/Overseas members. Should they fail at any time after being admitted to Life membership so to qualify then their Life membership shall come to an end forthwith unless they agree terms with Council for their Life membership to be converted to another category of membership;
- 3.2.9. Non-playing and Social members – (a) any person, whether a member or not, may elect to become a Non-playing member on such terms as may be determined by Council from time to time. These members shall have use of the clubhouse, including the purchase of alcoholic liquor, and the professional's shop. They shall not play golf on the course but may use any area designated for practice; (b) Social members shall have the same rights as Non-playing members but may not use any area designated for practice;
- 3.2.10. Senior members (over 80) – are members of the club who have attained the age of 80 years, and have been Adult or Senior members of the club for 25 complete years continuously when the annual subscription falls due;
- 3.2.11. Corporate members – the club may admit corporate members who shall be bona fide companies, clubs or partnerships. They shall be granted such rights and privileges of the course and clubhouse as Council shall determine from time to time;



- 3.2.12. Temporary members – the club may admit persons as temporary members. Temporary members may be granted such privileges of the course and clubhouse as Council shall determine from time to time. Any payment requested of temporary members shall be payable in advance.
- 3.3. All members, except Junior members, Non-playing and Social members, Corporate members and Temporary members, shall have the whole rights and privileges of membership of the club, and shall be Voting members of the club.
- 3.4. All members, except Honorary members, Life members and Temporary members, shall pay an annual membership subscription to the club, and the amount for each category of membership shall be decided by the Annual General Meeting. The Council shall make a recommendation of annual subscriptions for the consideration and decision of the Annual General Meeting.
- 3.5. All members joining the club shall be deemed to accept the terms of this Constitution and any Rules of Procedures and Policies from time to time adopted by the club, in particular, including the requirement to conduct themselves in accordance the Code of Conduct as prepared and published by Scottish Golf, as amended from time to time. All members have a shared responsibility to oppose discrimination and promote equality of opportunity. The club will treat seriously any discriminatory, threatening or abusive behaviour in accordance with any conduct rules and equity policy that may be adopted by the club.
- 3.5.1. No member shall conduct themselves, either in or out of the clubhouse, on the course, or elsewhere such that it appears to the Council to impair the character or good standing of the club, nor shall they wilfully disobey any order of the Council communicated to such member and nor shall they breach any Rules of Procedure or Policies of the club or any provision of the said Code of Conduct;
- 3.5.2. The club's Council is responsible for implementing the club's disciplinary procedures and will do so in accordance with the Model Disciplinary Procedure for use by Golf Clubs as prepared and published by Scottish Golf, as amended from time to time.
- 3.6. Membership is open to all and no application shall be refused on the grounds of age, disability, gender, gender reassignment, pregnancy and maternity, race, religion or belief, sex, or sexual orientation. No application for membership shall be refused on the grounds of political or other opinion and the Rules of Procedure or Policies shall describe any reasonable grounds for refusing membership, and any appeal process that will apply to refusal or removal of membership.



- 3.7. Members shall be liable to pay to the club any entrance fees on obtaining membership of the club. The Council shall set the entrance fee for each category of membership and shall have authority to waive payment of the whole or part of an entrance fee in any individual case in which they shall consider it to be in the interests of the club to do so.
- 3.8. The membership year will be 1 January to 31 December. The annual subscription for each category of membership shall be displayed on the club noticeboard, distributed by electronic means to members and published on the club website.
- 3.9. Annual subscriptions shall fall due on 1 January and must be paid by 31 January. In the event that any member's annual subscription has not been paid, or the member has not entered into a credit agreement with the club for the annual subscription to be paid by instalments by 31st January, membership shall be automatically terminated. No member shall be entitled to play on the course, enter any competition or use any area designated for practice, prior to payment of their annual subscription or of any instalment of monies due to the club under their credit agreement, other than on the days of January before their subscription is paid, or their credit agreement is entered into.
- 3.10. All resignations from membership must be intimated to the club no later than 7 days after the Annual General Meeting. Failing such intimation, the member shall be liable for the next year's annual subscription when it falls due.

4. **Management of the club**

- 4.1. There shall be a Council responsible for the overall management of the club and it shall have the power to make Rules of Procedure and Policies and do anything which is calculated to further the objectives of the club or is conducive or incidental to doing so.
- 4.2. The Council shall appoint a General Manager on terms they consider appropriate. The General Manager will act as Secretary and Treasurer of the club. The General Manager should attend Council meetings.
- 4.3. The Council shall hold meetings from time to time as may be required for the despatch of all competent business. A meeting of the Council shall be called by the Captain at any time, and the General Manager shall be bound to call such on a written requisition addressed to him by any five members of the Council. A quorum of 40% is required for any Council meeting to take place.
- 4.4. The Council may appoint any committee considered desirable for the efficient operation and management of the club and shall appoint conveners of any such committees, and determine the quorum. The remit for each committee shall be set by Council. Conveners of the committees shall be members of Council and shall report the activities of the committee to the Council at each Council meeting. The office-bearers shall be ex officio members of all committees.



4.5. Only members in the categories 3.1.1 (Adult members), 3.1.2 (Senior members), 3.1.4 (Youth members), 3.1.5 (Young adult members), 3.1.6 (Honorary members), 3.1.7 (Country/Overseas members), 3.1.8 (Life members), 3.1.10 (Senior members (over 80)) may be members of Council or its committees.

4.6. Other than the Office-bearers, members of Council shall hold office for three years and shall retire in rotation. They shall be eligible for re-election, but only once. If a Council member has been re-elected they may not be reappointed to Council at any time before the Annual General Meeting following the one where their period of office terminated or was due to terminate.

5. **Composition and responsibilities of the Council**

5.1. The Council shall consist of:

5.1.1. President

5.1.2. Captain

5.1.3. Vice-captain

5.1.4. A maximum of 9 Voting members.

5.2. The Office-bearers of the club shall be the President, Captain and Vice-captain and must be Voting members of the club.

5.3. The President, Captain and Vice-captain shall also be trustees of the club and shall hold any property of the club in their name and shall be entitled to sue and be sued as trustees of the club. They shall be indemnified by the club where acting in good faith in their capacity as trustees of the club.

5.4. If for whatever reason any of the Office-bearer roles is vacant at any time then any such vacancy may be filled by an individual Voting member co-opted by the Council (as then comprised) for the unexpired term of office of that role. In the event of the position of General Manager being vacant at any time the Council may appoint one or more of its members to the roles of Secretary and Treasurer until the vacancy is filled.

5.5. Election to any position on the Council shall not be subject to discrimination on the ground of age, disability, gender, gender reassignment, pregnancy and maternity, race, religion or belief, sex, or sexual orientation.

5.6. The Council shall include a minimum of 2 persons from both sexes.



5.7. The Captain and Vice-captain will be elected at the club Annual General Meeting to serve for two years and will not be eligible for re-election in relation to their respective posts for at least one year. The Vice-captain shall succeed the Captain as Captain subject to proper nomination and the approval by a simple majority of Voting members present and voting at the Annual General Meeting. Only persons who have served on Council, either currently or previously, for a minimum of one club year are eligible to be elected as Captain, unless in any particular year no such person is prepared to stand, in which case nominations may be accepted from other Voting members of the club.

5.8. The Council, chaired by the Captain, shall:

5.8.1. Establish club policies and oversee the administration of those policies;

5.8.2. Oversee the fiscal management of the club including membership categories, entrance fees, ensuring proper accounting records are maintained and the level of audit requirement, and making a recommendation to the Annual General Meeting of the annual subscriptions for each category of membership;

5.8.3. Be responsible for the creation and enforcement of any Rules of Procedure and Policies of the club;

5.8.4. Be responsible for ensuring that the club, its Office-bearers and employees have in place adequate and relevant insurance cover at all times;

5.8.5. Approve membership applications and welcome new members;

5.8.6. Appoint members of staff in accordance with the approved budget; and

5.8.7. Review and consider recommendations made by their appointed committees.

5.9 If at any time the composition of the Council does not comply with clause 5.6 above then the Council (as then comprised) will have the power to co-opt Voting members of the club to the Council so as to make it quorate, but anyone so co-opted will only hold office until the Annual General Meeting of the club following the date of their co-option. If any member is so co-opted between one Annual General Meeting and the next one then that part of the year they serve on Council shall count as a full year for the purpose of clause 4.6 above.



6. Club Property

- 6.1. It shall be competent for the club to purchase, lease or otherwise acquire and hold heritable and moveable property and may deal in such property by means of sale, lease and the granting of security or otherwise.
- 6.2. All deeds and documents relating to heritable and moveable property and all written contracts of whatever kind pertaining to the club shall be granted or entered into by the trustees of the club. Execution of any such deeds, documents and contracts may be by any two of the trustees which will be binding on the club and the trustees and their successors in office from time to time as such trustees.
- 6.3. It shall be competent for the club to form limited companies but only if they are wholly owned by the club. Any profits derived from these companies, and any losses sustained by them, will be accounted for to or by the club. The directors of any such companies shall be appointed by the Council from their number. The Council may determine to transfer to any such limited company all of the club assets or, at their discretion, any proportion thereof and, so far as it may competently do so, its liabilities. The Memorandum and Articles of Association of any such company must be approved by the club at a General Meeting.
- 6.4. All issued shares in any such companies shall be vested in the club.
- 6.5. The directors of any such companies shall be indemnified by the club where acting in good faith in their capacity as such directors.

7. General Meetings

- 7.1. A General Meeting may be called by the Council or by 20 Voting members of the club. Any such request must be submitted to the General Manager/ Secretary by written motion, setting out the rationale and basis for the General Meeting being called.
- 7.2. No business shall be transacted at a General Meeting other than that of which notice has been given in the motion calling that General Meeting.
- 7.3. At least 14 calendar days' notice of any General Meeting, including the Annual General Meeting, must be given to the full club membership by electronic means, and posted on the club notice board.
- 7.4. The quorum for any General Meeting, including the Annual General Meeting, shall be 20 Voting members. In the event that there are insufficient numbers of Voting members to form a quorum, the Council shall have the power to call a further General Meeting at which 15 Voting members present shall form a quorum.



7.5. Any decisions at any General Meeting, including the Annual General Meeting, other than amending the constitution, shall be reached by a simple majority of those present and voting as well as those voting by proxy, post or email.

7.6. In calculating a quorum of a General Meeting, including the Annual General Meeting, no count will be taken of those members who have exercised their voting right by post/electronic means or by proxy.

8. The Annual General Meeting

8.1. The Annual General Meeting shall be held once per calendar year, within four months of the end of the club's financial year. The period between Annual General Meetings is referred to herein as the club year. The Annual General Meeting may be attended only by members and shall have as its main business:

8.1.1. The presentation of the Council report for the past year;

8.1.2. The election of Office-bearers and Council members;

8.1.3. Consideration and approval of the minutes of the last Annual General Meeting and any other General Meetings held during that year;

8.1.4. Consideration and approval of the Council's proposals for the annual subscriptions of each category of membership;

8.1.5. Consideration and approval of the annual accounts and the appointment of a firm of Chartered Accountants;

8.1.6. Consideration and approval of any changes to the Constitution;

8.1.7. Consideration and approval of the total club borrowing for the year; and

8.1.8. To deal with any other relevant business.

8.2. An agenda giving notice of the Annual General Meeting must be circulated electronically along with a copy of the audited accounts, details of candidates for Office-bearers and Council, and the arrangements for voting, to all club members, and also be posted on the club notice board, at least 14 calendar days in advance of the meeting.



- 8.3. Any Voting member may move a resolution at an Annual General Meeting, but only if such a resolution is in writing, is proposed and seconded, and is lodged with the General Manager not later than 21 days prior to the Annual General Meeting in question. The Council may also propose resolutions to be moved at any Annual General Meeting. All such resolutions (by members or by the Council) will be intimated in the notice of the Annual General Meeting.
- 8.4. Nominations for Office-bearers and Council shall be given to the General Manager/ Secretary in time for intimation to the members with the agenda.
- 8.4.1. Each nomination for Office-bearer and Council shall require one proposer and one seconder who shall both be Voting members of the club.
- 8.4.2. In the event of there being no nomination for a post prior to intimation of the agenda to members then nominations may be accepted at the Annual General Meeting.
- 8.5. A Voting member may exercise his right to vote at a General Meeting by post, proxy or email and shall do so:
- 8.5.1. By letter or email addressed to the General Manager/Secretary, stating the member's postal address and membership number and stating clearly his vote in respect of the nominations and motions set out in the notice calling the General Meeting or Annual General Meeting, to reach the General Manager/Secretary not later than 24 hours before the date of the General Meeting or Annual General Meeting.
- 8.5.2. A Voting member may also designate a proxy who is attending the meeting to vote on their behalf by providing their proxy with written authority to vote on their behalf at the General Meeting. The person carrying the proxy should declare their intention to table a proxy vote prior to the start of the meeting and register this with the General Manager/Secretary.
- 8.5.3. Any completed voting letters and emails submitted shall be delivered by the General Manager/Secretary in a sealed envelope marked "votes" which shall be opened and counted along with those votes cast at the General Meeting.



9. Finance

- 9.1. The financial year shall run from 1st October to 30th September.
- 9.2. The Council must ensure that proper accounting records are kept.
- 9.3. The General Manager/Treasurer shall be responsible for ensuring the preparation of annual accounts of the club and laying these before the Annual General Meeting.
- 9.4. The accounts shall be prepared by the firm of Chartered Accountants who have been appointed by the Club at a General Meeting. Following approval of the accounts by the membership they shall be signed by the Office Bearers and lodged timeously with the appropriate authorities in accordance with statutory requirements.
- 9.5. All cheques drawn on the club's funds shall be signed by the General Manager/Treasurer and one Office-bearer.
- 9.6. Where the club uses electronic facilities for the operation of any bank or building society account, authorisations for operations or transactions on that account must be consistent with the approach in clause 9.5 for drawing cheques.
- 9.7. All members of the club, except Junior members, shall be jointly and severally liable for the financial liabilities of the club.

10. Community Amateur Sports Club

- 10.1. The club is a registered Community Amateur Sports Club (CASC), a non-profit making organisation and all profits and surpluses will be used to maintain and/or improve the club facilities so as to carry out the objectives of the club,
- 10.2. No profit or surplus shall be distributed (other than to another non-profit making body) on a winding up or dissolution of the club.
- 10.3. If, upon winding up or dissolution of the club, there remains, after satisfaction of all debts and liabilities, any property whatsoever this shall be transferred either to an association which is affiliated or to some other organisation or organisations having objects similar to the club. This organisation shall be determined by the members of the club by resolution passed at a General Meeting at or before the date of the dissolution and shall be either:
 - 10.3.1. A registered charitable organisation(s); or
 - 10.3.2. Another club which is a CASC; or
 - 10.3.3. The sport's national governing body for use by them in related community sports.



11. The Constitution and Rules of Procedure and Policies

11.1. This Constitution shall only be altered by consent of two thirds of Voting members present at a General Meeting, as well as those voting by proxy, post or email.

11.2. This Constitution and any Rules of Procedure and Policies in force from time to time shall be binding on all club members.

12. Complaints

All complaints must be made in writing to the General Manager/Secretary and signed by the persons complaining; and none shall be attended to unless this rule is complied with. The complaint will then be handled in accordance with the Model Disciplinary Procedure for use by Golf Clubs as prepared and published by Scottish Golf, and amended from time to time.

This Constitution has been approved and accepted as the Constitution of Fortrose and Rosemarkie Golf Club on Wednesday, 11th December 2024

Douglas Simpson (Club President)

Keith Patience (Club Captain)

Mike MacDonald (Club Manager)