

BYE-LAWS OF TENBY GOLF CLUB LIMITED

OCTOBER 2021

1. The name of the Club shall be: TENBY GOLF CLUB LIMITED.

No Member shall use the Club name or badge or in any way whatsoever, reproduce, market or portray the image of the Club for personal or commercial purposes without prior written approval of the Management Board.

2. The objects of the Club shall be to provide for the Members, a Golf Course and Club House, and to supply refreshments and all things incidental to golf and such other amenities as the Board may from time to time decide.
3. The rules of golf as approved from time to time by the Royal and Ancient Golf Club of St. Andrews shall be played.

MEMBERSHIP

4. Full Members as per clause 12c of the Articles of Association shall be entitled to run their own sections (e.g. Ladies'/Senior Men etc) elect their own Committees and Officers, informing the Secretary of those so elected. These sections will be responsible to run their own competitions/matches and will be bound by all Club policies.

JOINING FEES AND SUBSCRIPTIONS

5. The various joining fees and subscriptions of the categories of Club Membership shall be decided by the Board and detailed in the Finance and Administration Procedure TG5. The number of Members in each category may be limited by the Board.
6. Full Members with 15 continuous years Full Membership, upon reaching the age of 65, shall be entitled to a reduced subscription from the next renewal date, and shall be detailed in the Finance and Administration Procedure TG5.
7. Members upon reaching the age of 80 with 15 years continuous Senior or Full Membership shall be entitled to a reduced subscription i.e. paying 50% of the full subscription fees from the next renewal dates.
8. The Annual Subscriptions of all Members will be due on the 1st day of June annually. Any Member whose subscription is in arrears will not be able to:-
 - (a) Play golf on Tenby Golf Club Links
 - (b) Compete in any Club Competitions
 - (c) Vote at any meeting

Anyone whose subscription is unpaid by the 1st of August in any year shall cease to be a member and his or her name shall be erased from the books of the Club.

Membership may be reinstated by the Board of Directors at their discretion and on payment of all arrears and Government Tax imposed thereon.

BOARD MEETINGS

9. The Board of Directors of Tenby Golf Club Ltd shall invite the following Sub Committee Chairs to their Board meetings:- Course, Finance and Administration, House, Membership Services, Sales and Marketing, and the Secretary (who shall have no voting rights on the Committee). These Chairs shall act in an advisory capacity only and shall not be counted with regards to the quorum necessary for a meeting of the Board of Directors. Only the Company Directors will be entitled to a vote at Company Board meetings.

AGM

10. Notice of the Annual General Meeting shall be posted on the Club Notice Board, 28 days before the date of the meeting.
11. Any Member desiring to bring forward any business (including any proposition to alter the Rules of the Club) shall give to the Secretary, no later than 21 days before the Meeting, a written notice setting out the nature of such business and accompanied by a copy of any resolution he or she proposes to move.
12. The election of Sub Committee Chairs- Finance and Administration, Course, House, Membership Services, Sales and Marketing, President, Captain and Vice Captain, as it shall need to apply, shall take place under Rule 17(g & h) of the Articles of Association and the following:-
 - a. Any two Full Members or any Full Member with an Honorary Member of the Club shall be at liberty to nominate a Full Member or an Honorary Member of the Club for any of the above positions and shall be elected at the Annual General meeting in accordance with Rule 17(g & h) of the Articles of Association and the following:-. The name of each Member so nominated shall be entered on a form, provided and posted in the Clubhouse by the Secretary. Such form of nomination shall provide for the signatures of the proposer and seconder and the signature of the person nominated, signifying their consent to their nomination. The form shall also state the number of vacancies to be filled and will remain on the board for a period of not less than 14 days before the AGM. There will be a Role Description for each member of the Sub Committee Chairs and President and Captain. These will be available for all potential candidates and the Membership prior to any General meeting, where

Board elections are due to take place. A role description for the Club Captain and President is also in the Club Manual and as an Appendix to these Bye-Laws.

- b. The Secretary shall, 7 days at least before the date of the Annual General Meeting, post on the Club Notice Board a list of the names of candidates validly nominated in accordance with this Rule. This list shall remain on the Club Notice Board until the holding of the Annual General Meeting.
 - c. The Captain, President, and Vice Captain shall be elected for a term of one year. In the event of any unforeseen circumstances causing the President, the Captain or the Vice Captain, to be unable to fulfil their term of office the membership may, at a General Meeting, appoint as circumstances require a member as President, the Vice Captain as Captain and a member as Vice Captain to complete the term of office. Each Sub Committee Chair shall be elected for a term of three years, two Chairs being elected each year. There will be a 'rolling system' to ensure continuity in the following manner:-
 - (i) The Finance and Administration Chair will serve for 3 years.
 - (ii) The Course and Sales and Marketing Chair will serve for 2 years
 - (iii) The Membership Services and House Chairs will serve for 1 year.Plus any additional period between one General Meeting and the next.
 - (iv) A Sub Committee Chair shall serve a maximum of 2 concurrent terms (6 years) in one role.
 - d. In the event of there not being a sufficient number of candidates for the Sub Committee Chairs nominated to be voted for at an Annual General Meeting, or in the event of any casual vacancy arising, the Board of Directors shall have power at their discretion to fill any vacancy and any Member so chosen shall retire at the following Annual General Meeting, but shall be eligible as a candidate for re-election to the Board at such Annual General Meeting.
 - e. A description of the roles of the Club Captain and President is available in the Club Operating Manual [and as an Appendix to this document].
13. The Board of Directors together with the Sub Committee Chairs shall within 14 days of election meet for the purpose of appointing from its members, the members and Chairs of the following Sub-Committees:- Competitions and Handicaps, Sponsorship, and Open Week/Events as referred to in Rule 30.
14. The Sub Committees shall meet at least once every two months and special meetings shall be called by the Secretary on request of the relevant Chair or three Members of the Board of Directors. The Secretary shall keep a record of attendance of all Members.

15. The quorum of the Sub Committees shall be 5.
16. In the event of the Chair being absent from a meeting, the Members then present shall elect a Chairperson. The Chairperson shall have a casting vote.

COMMITTEE/SUB-COMMITTEES

17. Each Committee/Sub-Committee shall have a regularly updated Operating Procedure to follow. These procedures shall outline the way in which the Committee/Sub-Committee carries out its work in addition to their relevant Strategic Goals. All changes are to be approved by the Board of Directors and available for Club Members to view at all times. They shall be as follows:-
 - a. A Greens Committee who will be responsible to the Board for the construction and maintenance of the course and the care and maintenance of the relevant tools and machines. Strategic Goal – The course at Tenby Golf Club will be maintained and modified to a high standard that ensures a fair and enjoyable course for every level of golfer to play all year round. Detailed in Green TG1. The Chair will be the elected Sub Committee Chair for Course.
 - b. A Clubhouse Catering and Housekeeping Committee who will be responsible to the Board of Directors for the maintenance and running of the Clubhouse and the supervision of the bar and catering arrangements. Strategic Goal - The clubhouse its surrounds and the facilities therein will be maintained and improved to a standard that ensures maximum enjoyment for members and visitors in a safe environment. Detailed in House TG2. The Chair will be the elected Sub Committee Chair for House.
 - c. A Marketing Committee who will be responsible to the Board of Directors to ensure the Club is marketed in such a way to achieve and maintain the strategic goal. Strategic Goal - Tenby Golf Club will be marketed in a manner that is easily accessible to all existing and potential stakeholders in order to maximise revenue and opportunities. Detailed in Marketing TG3. The Chair will be the elected Sub Committee Chair for Sales and Marketing.
 - d. A Membership Services Recruitment and Retention Committee who will be responsible to the Board of Directors for the recruitment and retention of new and current members, liaising with all partners e.g. House, Professional, Junior Sub-Committee, Club Secretary to promote initiatives for retaining current and encouraging prospective members. This Committee will act as the interface between the Membership and the Directors with regard to all Members' issues, concerns and suggestions. Strategic Goal - Tenby Golf Club will ensure that maximum opportunities are made to encourage new members and retain existing members and to provide sufficient and varied competitions for all

members. Detailed in Membership and Recruitment TG4. The Chair will be the elected Sub Committee Chair of Membership Services.

- e. A Finance Committee who will be responsible to the Directors for managing and reviewing the financial performance, and ensuring correct presentation of cost and revenue items from the Sub-Committees to the Directors, including the administration office of the Club. To ensure that the Directors are in receipt of timely and accurate financial information relating to matters placed before it. Strategic Goal - The financial assets of Tenby Golf Club will be structured in a way that will aim to safeguard the future of the Club and its assets by both assisting the building of revenue streams and managing costs. Details in Finance and Administration TG5. The Chair will be the elected Sub Committee Chair of Finance and Administration.
 - f. A Competition and Handicaps Sub-Committee who will be responsible to the Directors (via Membership Services Chair) for the arrangement of Knock Out matches, for arranging and conducting competitions and the management of handicaps of members. To provide sufficient and varied competitions for all members. Detailed in Match and Handicap TG6. Chair co-opted and will be a Member of the Membership Services Recruitment and Retention Committee.
 - g. A Sponsorship Sub-Committee who will be responsible to the Directors (via the Sales and Marketing Chair) for arranging sponsorship through all channels and opportunities available in order to raise additional revenue for the Golf Club and maximise exposure and publicity. Details in Sponsorship TG7. Chair co-opted and will be a Member of the Marketing Committee.
 - h. A Junior Sub-Committee who will be responsible to the Directors (via Membership Services Chair) for creating and maintaining a Junior Section catering for the needs of all ages and abilities. To ensure all relevant legislation regarding safeguarding children and the Club's Junior Policy is up to date. Detailed in Juniors TG8. Chair – Club Captain who will also be a Member of the Membership Services Recruitment and Retention Committee.
18. An Open Week/Events Sub Committee responsible to the Directors (via Sales and Marketing Chair) for organising, promoting and staging Open Week/Events annually at the Club - Chair - Club Captain.
19. Each Committee/Sub-Committee shall appoint its own Secretary. The Secretary of each Committee/Sub-Committee shall keep proper minutes to include a record of attendances.
20. The Chairperson of each Committee/Sub-Committee shall have a casting vote.

21. Each Committee/Sub-Committee shall meet at least once a month and the quorum shall be 50% of the Members serving on the Committee/Sub-Committee.
22. Each Committee/Sub-Committee will include such Members as the Board shall determine in accordance with Rule 30, but each Committee/Sub-Committee may at its discretion co-opt Members of the Club to serve on its Committee/Sub-Committee.

CLUBHOUSE

23. The Membership Services Recruitment and Retention Committee shall have power to recommend to the Directors an amount for locker fees as they may from time to time decide.
24. The Secretary shall conduct the correspondence of the Club and shall have the custody of all documents belonging to the Club, except documents of title and other documents of value which shall be kept for safe custody at the Club's Solicitors.
25. No young person under the age of 18 years shall be supplied with intoxicating liquor.
26. No intoxicating liquor shall be supplied by or on behalf of the Club for consumption off the premises, except to a Member, a bona fide guest of a Member or green fee payer.
27. All complaints shall be made in writing to the Secretary.
28. (a) Under no circumstances shall an employee of the Club be reprimanded by a Member. All staff disciplinary matters must be dealt with through the Secretary as per the Disciplinary and Grievance Procedure as stated in the Club Employee Handbook.

(b) No specific detail regarding staff confidentiality or contracts shall be published in The Club minutes.
29. No Member shall take away or permit to be taken away from the Clubhouse, destroy or damage any newspaper, books or other articles which are the property of the Club.
30. No notice of any kind shall be posted in the Clubhouse, except by the Secretary, the Chairperson of a Committee/Sub-Committee or by the authority of the Board.
31. Members are required to pay all expenses they may incur on their own behalf or for visitors, in the Clubhouse or on the course, before they leave.
32. Members shall notify the Secretary in writing of any change of address and all notices sent to such address or the address for the time being on the Register of Club Members, shall be considered as duly delivered.

33. The Board will not be responsible for any articles which may be lost in or about the Club premises.
34. Dogs must not be brought into public areas of the Clubhouse- except for assistance dogs.
35. Members shall not take dogs on to the course.
36. Every Member shall be bound by and submit to the Rules of the Club.
37. Social networking and video sharing websites. When logging onto and using social networking and video sharing websites and blogs at any time, members must not:
 - conduct themselves in a way that is detrimental to the Club or brings the Club into disrepute;
 - allow their interaction on these websites or blogs to damage relationships between employees and fellow members of the Club;
 - make any derogatory, offensive, discriminatory or defamatory comments about the Club, its employees, contractors, suppliers, customers or fellow members or make any comments about the Club's employees that could constitute unlawful discrimination, harassment or bullying contrary to the Equality Act 2010;
 - disclose any trade secrets or confidential or sensitive information belonging to the Club, its employees, contractors, suppliers, customers or members or any information which could be used by one or more of the Club's competitors, for example information about the Club's work, its products and services, technical developments and staff morale;
 - breach copyright or any other proprietary interest belonging to the Club including the Club Logo.

Members who are discovered contravening these rules, may face disciplinary action under the Club's disciplinary procedure.

CESSATION OF MEMBERSHIP ETC

38. A Member may at any time, by giving notice in writing to the Secretary, resign his or her Membership from the Club but shall continue to be liable for every annual subscription due and unpaid at the date of his or her resignation and to pay any tax imposed by the Government.
39. Any Member having discharged all his or her liabilities to the Club and wishing to rejoin may, upon being proposed and seconded in accordance with the Rules of the Club be re-elected.
40. Any complaint or grievance should be made in writing to the Membership Services Recruitment and Retention Committee and will be dealt with in accordance with the

Individual Complaints/Grievance Procedure as detailed in Finance and Administration TG5.

41. It shall be the duty of the Board, if at any time they shall be of the opinion that the interest of the Club so requires, by letter, either suspend a Member for such period as they might consider necessary, or invite any Member to resign from the Club within a time specified. In the default of such resignation the Secretary shall communicate with such Member (so that he or she may have the opportunity of explaining or resigning from the Club) and shall call a Meeting of the Board, who shall have the power to expel such Member.
 - a) If a two-third majority of the Members of the Board present vote for his or her expulsion, such Member shall be expelled.
 - b) Any Member so expelled shall have the right, to be exercised within 7 days of receiving notice of expulsion, to appeal to an Extraordinary General Meeting to be summoned within 21 days, after which the right of appeal has been exercised when a majority of two-thirds of those present shall be required to confirm the expulsion. If the expulsion be not confirmed then the Member shall be reinstated.

42. Any Member expelled in accordance with the Rules or otherwise ceasing to be a Member of the Club shall forfeit all such rights to or claim upon the Club or its property or funds, as the Member otherwise would have by reason of Membership.

APPENDIX

Tenby Golf Club Limited Duties of the Club President

- The Club President will be elected by the Club Membership at the AGM to serve a one year term of office.. The nomination process will be as follows:
 - The incumbent President will nominate and propose the first past captain in order of date of their year of captaincy, who has not previously undertaken the President role. Subject to the nominee being a current Full Member of the Club, and also to the nominee's acceptance/approval.
 - Should the first past captain, be unable or unwilling to stand, the incumbent president shall approach the next past captain in chronological order.
- The role of Club President is non-executive and does not involve or require any involvement in the day to day running or management of the Club.
- The role involves being a figurehead for the Club and includes the following duties:-
 - To arrange and organise a Vice Presidents Match and meal each year. To involve all past Club Captains as well as any guests normally, (but not exclusively) the Club Secretary and Club Professional.
 - The President would be expected to sit on the Membership Services Recruitment and Retention Committee. However, the President does not sit on any other Board, Committee or Sub Committee, but may request to attend, on a non-voting basis, through the relevant Chair. There is no right of attendance.
 - Where possible, the President should make themselves available for Presentations/Representation of the Club at major Club competitions, matches or events.
 - They should also liaise with the Club Captain regularly regarding any requirement to cover for them at any of the above events. To assist at least in part with the Captain and Vice Captain with the following Match and Handicap responsibilities regarding KO Cups and Finals Day:
 - Where possible, to attend Finals Day to referee, and present the President's Cup.
 - Club updates, KO Cup entry and Club website; help compile list of winners for medals/trophies for presentation evening for office; confirm list of finalists for KO/ help prepare schedule of finals; arrange for starters/match referees; help compile a list of winners for the evening.

Tenby Golf Club Limited

Duties of the Club Captain

- The Club Captain will be elected by the Membership at the AGM to serve a one year term of office.
- The Club Secretary will liaise with the Captain and Vice-Captain prior to the AGM to clarify the procedure, and what is expected of them in office.
- The new Captain will 'Drive in' on the first tee immediately after the conclusion of the AGM.
- The role of Captain does not involve any management responsibility for day to day running or business of the Club, unless co-opted to do so in a specific role by the Board of Directors eg Project Management. The Captain does not have the right to attend Board of Director meetings (or Sub Committee meetings that they are not already a member of see below,) but can be invited by the relevant Chair.
- The Captain would be expected to sit on the Membership Services Recruitment and Retention Committee as well as the Competitions and Handicaps Committee and to Chair the Open Week/Events Sub-Committee.
- Should ensure that they are fully aware of all the main golfing achievements of members of TGC, and particularly major successes such as County, Internal Sections and, wherever possible, attend any such events or meetings in which club members are taking part.
- Should contribute regular updates of any pertinent and relevant Club Matches or news to the Club Secretary for inclusion in the weekly/monthly Newsletter.
- Should involve themselves and support/encourage other members to take part in any social events or activities organised by the Club.
- Should liaise with the Club Secretary at the beginning of their term and at regular intervals thereafter to ensure that they are fully aware of all Club Matches, Fixtures and Major events in their year of office.
- KO Cups and Finals Day Club Captain/Vice Captain/President • Liaise with C+H committee to ensure the following is completed:--Update and publish KO Cup entry criteria to noticeboards and Club website. (All C&H Members jointly responsible for reviewing match results and updating in HM.) • Compile List of Winners for Medals/Trophies for presentation evening for Office (they could do this from Handicapmaster) • Compile list of Finalists for KO/Prepare schedule of Finals • Arrange for Starters/Match Referees • Compile list of winners for evening. Communicate with the Vice Captain and President on all of the above.

- Be expected to attend and present prizes at all relevant Club Matches, major Competitions (including Finals Day and external County and national events) and to arrange appropriate cover (President or Vice Captain initially) if they are not available.
- To arrange and co-ordinate a Captain's Day and Captain's Charity Day each year and liaise with the Club Secretary to schedule a suitable date in the diary for both.
- Will normally receive £1,000 towards the running of the Captain's Day, eg prizes, food expenses etc, although this is subject to review when the Annual Budgets are set. Any additional costs over and above this amount will be met by the Club Captain themselves.
- The Club Captain will nominate a charity of their choice each year, and will be responsible for collecting and submitting to the Club Secretary any donations or pledges made to them for said charity.