

## **CASTLE GOLF CLUB**

### **LADIES GOLF BYE- LAWS** (as adopted on 3 December 2020)

#### **The Ladies Golf Committee**

1.
  - (a) These Bye-Laws shall take effect on the date that Golf Ireland becomes the single governing body for golf on the island of Ireland (the “Implementation Date”).
  - (b) The Ladies Golf Committee was formed for the purpose of regulating the golfing activities for female members of the Castle Golf Club Limited (the “Club”) who are affiliated to Golf Ireland.
  - (c) For all purposes, the Ladies Golf Committee shall be subordinate to the Board of the Club (as defined and constituted in accordance with the Constitution of the Club (the “Constitution”) in force from time to time).
  - (d) In the case of any conflict between the provisions of these Bye-Laws and the Constitution, the Constitution shall prevail.
  - (e) Capitalised words and terms used in these Bye-Laws shall have the same meaning as ascribed in the Constitution unless otherwise herein defined or the context clearly otherwise requires.
  - (f) Term – In relation to Ordinary Elected Committee Members a term means two years from the date of election at the Annual General Meeting with the option of re-election for one further year.
  
2. The ILGU Committee in place on the Implementation Date shall, subject to approval by ordinary resolution of the female members of the Club, become the Ladies Golf Committee and remain as such until the first Annual General Meeting of the female members of the Club (the “Female Members”) after such adoption when and for such meeting the Ladies Golf Committee (and all subsequent Ladies Golf Committees) shall consist of the following:
  - The Ladies Captain;
  - The Ladies Vice Captain;
  - The Ladies Handicap Secretary;
  - The Ladies Honorary Secretary; and
  - Six (6) persons (the “Ordinary Elected Committee Members”) elected at the Annual General Meeting of the Female Members of the Club.

- One Intermediate member of the Club (the " Intermediate Elected Member") elected at the Annual General Meeting of the Female Members of the Club.

All such members of the Ladies Golf Committee shall hold such appointment until the date of the Annual General Meeting of the Female Members immediately following the date of appointment PROVIDED THAT (i) a Female Member shall only be capable of being elected as Ladies Handicap Secretary and/or Ladies Honorary Secretary for three successive years in aggregate and if so elected shall not be entitled to seek appointment to either such position for three years after completing such three year period of appointment (ii) an Ordinary Elected Committee Member shall only be capable of being elected to the Ladies Golf Committee as an Ordinary Elected Committee Member for one Term and if so elected shall not be entitled to seek re-election as an Ordinary Elected Committee Member for three years after completing such term and (iii) the Intermediate Committee Member shall hold such appointment until the earlier of a) the completion of one term as the Intermediate Member and if so elected shall not be entitled to seek re-election as a committee member for three years after completing such Term or b) The Female Members AGM immediately preceding the expiry of their Intermediate membership of the Club.

At each Annual General Meeting of the Female Members, the Ladies Captain, the Ladies Vice Captain, the Ladies Handicap Secretary, the Ladies Honorary Secretary, and any two Ordinary Elected Committee Members of the persons elected at previous Annual General Meetings of the Female Members shall retire from office on the Ladies Golf Committee. In the event that no Ordinary Elected Committee Member is due to retire the decision as to who will retire rests with the Ladies Committee.

Any person proposed for election at an Annual General Meeting of the Female Members must have been a voting member of the Club or a Female Intermediate member and affiliated to Golf Ireland (or its predecessor, the ILGU) for a period of at least three years at the commencement of the year in which the Annual General Meeting of the Female Members in question occurs.

3. The Ladies Golf Committee shall have power to co-opt a member to be a member of the committee to fill any vacancy occurring during the year. Any member so co-opted shall cease to be a member of the Ladies Golf Committee at the date of the next following Annual General Meeting of the Female Members.
4. The Ladies Golf Committee shall meet as and when required and any five members thereof shall constitute a quorum.
5. The Ladies Golf Committee shall cause minutes to be made in books provided for the purpose: -
  - (a) of the names of the members present at each committee meeting; and
  - (b) of all decisions and proceedings at all meetings of the committee.

## Meetings

6. The Annual General Meeting of the Female Members shall be held each year at such time and place as the committee shall determine (at all times being in advance of the Annual General Meeting of the Club) of which at least 21 days' notice shall be posted on an appropriate noticeboard in the Clubhouse and/or posted on the website of the Club and sent to the Female Members entitled to receive such notice. The accidental omission to give such notice to any person entitled to receive notice shall not invalidate any such meeting.

All classes or categories of Female Members as set out in Article 2(a) (i) to (viii) of the Constitution and being affiliated to Golf Ireland shall be entitled to receive notice to attend and vote at any general meeting of the Female Members. Each such member shall have one vote at any such meeting.

7. The business to be considered at the Annual General Meeting of the Female Members shall be: -
  - (a) to elect the Ladies Captain, Ladies Vice Captain, the Ladies Handicap Secretary, the Ladies Honorary Secretary and members of the committee for the following year in accordance with Bye-Law 2 above PROVIDED that the Ladies Captain, the Ladies Vice Captain, the Ladies Handicap Secretary and the Ladies Honorary Secretary shall upon election to office be automatic members of the Ladies Golf Committee;
  - (b) to approve any relevant resolution which may be submitted to the meeting as hereafter provided; and
  - (c) to consider a report of the Ladies Golf Committee on Female Members' golfing activities.

No business shall be transacted at any general meeting under this Bye-Law 7 unless it specifically pertains to golfing activities for the Female Members who are affiliated to Golf Ireland.

The annual election of members of the Ladies Golf Committee other than the Ladies Captain, the Ladies Vice Captain, the Ladies Handicap Secretary and the Ladies Honorary Secretary shall be by way of a poll and shall not be decided on a show of hands. The annual election of the Ladies Captain and the Ladies Vice Captain, the Ladies Handicap Secretary and the Ladies Honorary Secretary shall be decided on a show of hands (or such other means of establishing support for or opposition to such resolution as may be agreed by the Ladies Golf Committee) unless the chairperson of the meeting determines that it shall be decided by way of poll in accordance with these Bye-Laws.

8. The Ladies Golf Committee may convene an Extraordinary General Meeting at any time and the regulations as to notice and right to attend and vote at any such meeting shall be as for Annual General Meetings. All business transacted at an extraordinary general meeting is special business and the general nature of such business shall be specified in the notice convening such meeting.
9. The Ladies Golf Committee may, with the approval of the Board, make special arrangements or regulations for attending at and voting on resolutions of the Ladies Golf Committee and/or the general meetings (including annual general meetings) of the Female Members including the holding of such meetings by Electronic Meeting.

**Electronic Meeting** means any meeting referred to in these Bye-laws at which participants can participate and be deemed present by the use of conference telephone, video-conferencing or other electronic communications technology designed to allow all persons participating to hear each other speak.

A member taking part in this way will be counted as being present at the meeting as if the taking part were in the physical presence of other participants, including for the purposes of determining whether the quorum for the transaction of business exists, and an Electronic Meeting will be considered to be a meeting of the Female Members of the Club for the purpose of making decisions or passing resolutions.

10. At all general meetings of the Female Members, the chairperson of any such meeting shall be the Ladies Captain. In the absence of the Ladies Captain the chairperson of any such meeting shall be determined in the following order:
  - (a) the Ladies Vice Captain;
  - (b) a member elected by the Ladies Golf Committee.
11. Save as hereinafter provided at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands (or such other means of establishing support or opposition for such resolution as may be agreed by the Ladies Golf Committee) unless a poll is (before or on the declaration of the result of the show of hands or other such means) demanded: -
  - (a) by the chairperson of the general meeting; or
  - (b) by at least three members present at the general meeting.

Unless a poll is so demanded, a declaration by the chairperson of the general meeting that a resolution, on a show of hands, or such other means, has been carried unanimously or by a majority or lost, and an entry to that effect in the book containing the minutes of proceedings, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

Except as hereinafter provided, if a poll is duly demanded it shall be taken in such manner as the chairperson of the general meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Where there is an equality of votes, whether on a show of hands, or such other means, or on a poll, the chairperson of the general meeting at which the vote takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

A poll demanded on the election of a person as chairperson of the general meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the general meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Notwithstanding the foregoing (a) the annual election of members of the Ladies Golf Committee shall be by way of a poll and shall not be decided on a show of hands and (b) the annual election of the Ladies Captain, the Ladies Vice Captain, the Ladies Handicap Secretary and the Ladies Honorary Secretary shall be decided on a show of hands, or such other means, unless the chairperson of the meeting determines that it shall be decided by way of poll in accordance with these Bye-Laws

12. A bare majority present and voting at a general meeting shall be sufficient to pass a resolution of a general meeting and any resolution of a general meeting shall bind the minority and all Female Members.
13. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, the quorum at any general meeting shall be twenty five voting members present.
14. Notice of any resolution to be moved at the Female Members Annual General Meeting and the names of candidates for election as the Ladies Captain, the Ladies Vice Captain, the Ladies Handicap Secretary and the Ladies Honorary Secretary and members of the Ladies Golf Committee shall be sent in writing and delivered by hand or sent by post, email or by any other means of electronic communication so as to reach the General Manager of the Club not less than ten days before the date fixed for the meeting and the same, together with the names of those members retiring and seeking re-election, shall be posted on an appropriate noticeboard in the Clubhouse and/or posted on the website of the Club not less than seven days before such date. Candidates for election at a general meeting shall require one proposer and one seconder.

15. Articles 44 and 45 of the Constitution in respect of service of notices shall apply equally to notices served on Female Members under these Bye-Laws as if such Articles were repeated herein.
16. These Bye-Laws may be altered or amended by resolution of the Female Members in general meeting subject to prior Board approval.