

CASTLE GOLF CLUB

MENS GOLF BYE-LAWS

(as adopted on 10 November 2022)

The Men's 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 Men's Golf Committee was formed for the purpose of regulating the golfing activities for male members of the Castle Golf Club Limited (the "Club") who are affiliated to Golf Ireland.
- (c) For all purposes, the Men's 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.

2. The GUI Committee in place on the Implementation Date shall, subject to approval by ordinary resolution of the male members of the Club, become the Men's Golf Committee and remain as such until the first Annual General Meeting of the male members of the Club (the "Male Members") after such adoption when and for such meeting the Men's Golf Committee (and all subsequent Men's Golf Committees) shall consist of the following:

- The Men's Captain;
- The Men's Vice Captain; and
- Nine (9) persons (the "Ordinary Elected Committee Members") elected at the Annual General Meeting of the Male Members of the Club; and
- One Intermediate member of the Club (the "Intermediate Elected Member") elected at the Annual General Meeting of the Male Members of the Club.

All such members of the Men's Golf Committee shall hold such appointment until the date of the Annual General Meeting of the Male Members immediately following the date of appointment PROVIDED THAT an Ordinary Elected Committee Member shall only be capable to being elected to the Men's Golf Committee as an Ordinary Elected Committee Member for two successive terms in aggregate and if so elected shall not be entitled to seek re-election as an Ordinary Elected Committee Member for three years after completing two such successive terms of appointment. The Intermediate Member shall hold such appointment until the earlier of (a) 3 years from the date of election as the Intermediate Elected Member or (b) The Male Members' AGM immediately preceding the expiry of their Intermediate membership of the Club.

At each Annual General Meeting of the Male Members, the Men's Captain, the Men's Vice Captain and three of the Ordinary Elected Committee Members elected at previous Annual General Meetings of the Male Members shall retire from office on the Men's Golf Committee, with the persons to retire being those who have been longest in office. In the case of equal seniority, the persons chosen shall be by lot. Members who retire in this manner shall, subject to these Bye-Laws be eligible for re-election, subject to the provisions of this Bye-Law 2 above. An Intermediate Elected Member may only serve one three year term as the Intermediate Elected Member.

Provided Always that for the purpose of counting terms in office of Ordinary Elected Committee Members and/or the Intermediate Elected Member, the term in office on the GUI Committee of each such member shall be carried forward to the new office on the Men's Golf Committee for the purpose of establishing eligibility for re-election.

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

3. The Men's Golf Committee shall have power to co-opt a member to be a member of the Men's Golf Committee to fill any vacancy occurring during the year. Any member so co-opted shall cease to be a member of the Men's Golf Committee at the date of the next following Annual General Meeting of the Male Members.
4. The Men's Golf Committee shall meet as and when required and any five members thereof shall constitute a quorum.
5. The Men's 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 Male Members shall be held each year at such time and place as the Men's Golf 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 Male 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 Male 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 Male 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 Male Members shall be:-
 - (a) to elect the Men's Captain, Men's Vice Captain and members of the Men's Golf Committee for the following year in accordance with Bye-Law 2 above, PROVIDED that the Men's Captain and the Men's Vice Captain, shall upon election to office be automatic members of the Men's 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 Men's Golf Committee on Mens' 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 Male Members who are affiliated to Golf Ireland.

The annual election of members of the Men's Golf Committee other than the Men's Captain and the Men's Vice Captain shall be by way of a poll and shall not be decided on a show of hands. The annual election of the Men's Captain and the Men's Vice Captain 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 Men's Golf Committee) unless the chairman of the meeting determines that it shall be decided by way of poll in accordance with these Bye-Laws.

- 8. The Men's 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 the same as for Annual General Meetings of the Male Members. 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 Men's Golf Committee may, with the approval of the Board, make special arrangements or regulations for attending at and voting on resolutions of the Men's Golf Committee and/or the general meetings (including Annual General Meetings) of the Male Members including the holding of such meetings by way of 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 Male Members of the Club for the purpose of making decisions or passing resolutions.

- 10. At all general meetings of the Male Members, the chairman of any such meeting shall be the Men's Captain. In the absence of the Men's Captain, the chairman of any such meeting shall be determined in the following order: -
 - (a) the Men's Vice Captain;
 - (b) a member elected by the Men's 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 Men's 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 chairman 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 chairman 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 chairman 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 chairman of the general meeting at which the vote takes place, shall be entitled to a second or casting vote.

A poll demanded on the election of a person as chairman 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 chairman 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 Men's 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 Men's Captain and the Men's Vice Captain shall be decided on a show of hands or such other means, unless the chairman 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 Male 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 Male Members Annual General Meeting and the names of candidates for election as the Men's Captain, the Men's Vice Captain, and members of the Men's 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 Male Members under these Bye-Laws as if such Constitution Articles were repeated herein.
16. These Bye-Laws may be altered or amended by resolution of the Male Members in general meeting subject to prior Board approval.