

Table of Contents

1. NAME.....	2
2. OBJECTIVES.....	2
3. PATRON	2
4. BOARD OF DIRECTORS	2
5. BOARD MEETINGS.....	4
5A. BOARD COMMITTEES	4
6. SPORTS SECTIONS	5
I) THE GOLF SECTION COMMITTEE SHALL COMPRISE OF:	5
II) THE FUNCTIONS OF THE GOLF SECTION COMMITTEE SHALL INCLUDE:	5
III) THERE SHALL BE A LADIES GOLF SECTION COMMITTEE WHICH SHALL COMPRISE OF:	5
IV) THE FUNCTIONS OF THE LADIES GOLF SECTION COMMITTEE SHALL INCLUDE:	5
7: MEMBERSHIP	5
7A. FULL MEMBER.....	5
7B. LIFE MEMBER	6
7C. HONORARY LIFE MEMBER	6
7D. JOINT MEMBER.....	6
7E. SOCIAL MEMBER	6
7F. COUNTRY MEMBER	6
7G. ABSENTEE MEMBER.....	6
7H. JUNIOR MEMBER.....	6
7I. CORPORATE MEMBER	7
7J. EXPATRIATE MEMBER.....	7
7K. TEMPORARY MEMBER.....	7
8. ADMISSION OF MEMBERS:.....	7
9. RESIGNATION	8
10. SUBSCRIPTIONS AND JOINING FEES.....	8
11: GENERAL MEETINGS	9
12. ELECTIONS	9
13. DISCIPLINE.....	10

14. ACCOUNTS	11
15. AMENDMENTS TO THE CONSTITUTION	11
16. RULES AND BY LAWS.....	11
17. WINDING UP.....	11
18. TRANSITION	12

KENYA RAILWAY GOLF CLUB

REVISED CONSTITUTION 2021

1. NAME

The Club shall be referred to as the “**Kenya Railway Golf Club**” (hereinafter also referred to as the Club) and shall be a private members’ club.

The club address is **P.O. Box 40476 – 00100 Nairobi**.

2. OBJECTIVES

- I. To offer and promote sporting activities.
- II. To provide recreational and sporting facilities for members.
- III. To maintain a Club-house together with sporting facilities for members.
- IV. To do such other things as are incidental or conducive to the attainment of the objectives of the club.

3. PATRON

The Managing Director of Kenya Railways Corporation from time to time or the successor thereof shall be the Patron of the club. The Patron shall pay no entrance fees or other subscriptions or levies and shall have the privileges and rights of a Full Life Member of the club.

4. BOARD OF DIRECTORS

i) The Club shall be managed by a Board of Directors (hereinafter referred to as **the Board**).

Members of the Board shall consist of the following:-

- (a) Chairman.
- (b) Vice Chairman.
- (c) Honorary Secretary.
- (d) Honorary Treasurer.
- (e) Five (5) other Directors from the general membership of whom not more than 3 shall be of the same gender.
- (f) Golf Captain.
- (g) Lady Captain.
- (h) Green Keeper.

FOR DISCUSSION AND CONSIDERATION AT THE KRGC AGM 2021

- ii) The General Manager shall sit at the Board of Directors meetings as an ex officio member.

- iii) Those eligible to be elected to Board positions must be members who have attained a minimum of two (2) years continuous membership.

- iv) All Board positions eligible for elections shall be filled at the Annual General Meeting (AGM), except for the games captains and green keeper who shall have been elected prior to the AGM by the respective sections. To ensure continuity of the Club's operations, 50% of the Board members, excluding the Vice Chairman, Games Captains and Green keeper, shall retire by rotation and are eligible for re-election if they so offer themselves.

- v) The Directors to retire by rotation in each year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot. No person shall be elected to the position of Vice-Chairman for a period exceeding two (2) consecutive one (1) year terms. No person shall serve in the Board in whichever capacity for a period exceeding five (5) consecutive one year terms.

- vi) No person may be captain of more than one discipline. Any game section which has less than twenty five (25) members shall not be eligible to elect a member to the Board.

- vii) The newly elected members of the Board shall take office effective midnight of the date of the elections, with the exception of the games captains and green keeper, who take office on the first day of December following the date of their elections.

- viii) The day-to-day management of the games, the Club-house and social recreational activities shall be vested in the General Manager.

- ix) In case of a casual vacancy occurring on the Board or of any Board position not being filled at the elections, the same shall be filled at the discretion of the Board from the general membership with a person of not less than two (2) years continuous membership. The person filling the position can only serve until the next AGM and would be eligible for re-election, if they so offer themselves.

- x) In the unlikely event that the majority of, or all Board Members being unable to act in that capacity for whatever reason, the Chairman and any two (2) Members shall have the right to convene an Extraordinary General Meeting of the Club for the sole purpose of electing Board Members. The notice required for such a meeting shall be fourteen (14) clear days and the Chairman, or in his/her absence one of the members appointed by the Chairman shall act as Chairman of the meeting.

- xi) All acts done with the authority of the Board thereof in good faith shall be deemed to be the acts of the Club membership and of the individual members thereof and shall be binding on the individual members of the Club. Every Director shall be indemnified by the Club and by the Members thereof for any costs, losses or expenses which any member of the Board may incur or become liable to by reason of any contract entered into or act done by him/her.

- xii) The Board shall not enter into any capital projects (other than the replacement of course implements or repairs of accidental damage of the Club House) before seeking and obtaining the approval of such projects from members at a General Meeting. All capital projects shall be undertaken by the Board.

- xiii) No Director, his/her agent or servant shall directly or indirectly do business with the Club or enter into a contract for gain or pecuniary interest. If a Director had been doing business with the Club prior to his/her election to the Board he/she shall declare this interest to the Board which shall decide the fate of that business interest.

- xiv) Any Director who is expelled or suspended from the Club or from the game of golf shall cease being a Director with effect from the date of expulsion or suspension, and the Board may appoint any eligible Member to replace such expelled or suspended Director on the Board until the date of the next AGM.

FOR DISCUSSION AND CONSIDERATION AT THE KRGC AGM 2021

xv) A member who is an adjudicated bankrupt or compounds with his creditors or is imprisoned shall at the discretion of the Board cease to be a member of the Club but it shall be lawful for the Board on the written application of such a member to re-instate him/her. He/she shall not be called upon to pay a second entrance fee.

5. BOARD MEETINGS

i) The Board shall meet at least once every month and shall have powers to form Board Committees as it may deem fit to assist it discharge its mandate. Club Members who are not Directors may be co-opted to such Board Committees so as to bring in special skills and expertise.

ii) Unless otherwise provided, the first business of the Board shall be to pass necessary resolutions to effect changeovers in bank signatories and other contractual mandates to the newly elected signatories.

iii) The Chairman shall chair all the meetings of the Board of Directors. In the absence of the Chairman, the Vice-Chairman shall chair the meetings. In the absence of the two, the members of the Board present shall elect one of them to be the chairman.

iv) The quorum for a meeting of the Board shall be at least 50% plus one (1) of the members of the Board. In case of a tie of votes upon any proposal, the Chairman of the meeting shall have a second or casting vote.

v) Any elected or co-opted Director who remains absent from the monthly Board meetings on three successive occasions without any reasonable cause shall cease being a Director and the Board may appoint any eligible Member to replace such Director on the Board until the date of the next AGM.

5A. BOARD COMMITTEES

The Board shall constitute the following committees at its first Board meeting following the date of its election:-

i) Finance Committee comprising of the Honorary Treasurer as chair, the Vice-Chairman and any other Director;

ii) Human Resources Committee comprising the Vice-Chairman as chair, the Honorary Secretary and any other Director;

iii) Hospitality & Housekeeping Committee comprising of two (2) Directors (one of whom shall be the chair) and any other two (2) Members as may be co-opted by the Board;

iv) Development Committee comprising the Vice-Chairman as chair, any 2 other Directors and any 2 Members as may be co-opted by the Board;

v) Membership Committee and Disciplinary Committee comprising of Honorary Secretary as chair, the Captain and Lady Captain and two members as may be co-opted by the Board.

vi) Golf Disciplinary and Disputes Committee comprising the Captain as chair, the Lady Captain, the Club Pro and one representative each from the Golf Section Committee and the Ladies Golf Section Committee;

vii) The Financial Audit and Systems Committee comprised of three (3) persons (one of whom shall be a board member as the chair) and two other co-opted members with competent professional audit skills.

viii) Any other committee as the Board may deem necessary or expedient from time to time.

The General Manager shall be an ex-officio member of the Committees set up under Clause 5A(i), (ii), (iii), (iv) and (v) above.

FOR DISCUSSION AND CONSIDERATION AT THE KRGC AGM 2021
6. SPORTS SECTIONS

Each sporting activity (e.g., golf, tennis, gym, swimming, others) shall be managed by a section committee. The board shall develop the other sports sections as need arises.

i) The Golf Section Committee shall comprise of:

- a) Golf Captain
- b) Vice Golf Captain
- c) Green Keeper
- d) Four (4) other Members

All members of the Golf Section Committee shall be elected on an annual basis.

ii) The functions of the Golf Section Committee shall include:

- a. Management of golfing activities in the Club
- b. Planning and managing Golf Competitions
- c. Managing Handicaps
- d. Liaising with Kenya Golf Union (KGU)

iii) There shall be a Ladies Golf Section Committee which shall comprise of:

- a) Lady Captain
- b) Vice Lady Captain
- c) Three (3) other Members
- d) All members of the Ladies Golf Section shall be elected on an annual basis by the Lady Members of the Club

iv) The functions of the Ladies Golf Section Committee shall include:

- a. Management of Ladies golf activities
- b. Liaising with Kenya Ladies Golf Union(KLGU)

7: MEMBERSHIP

The club shall consist of such number of members as the Board may from time to time determine. Membership shall comprise the following categories:-

- a) Full Members
- b) Life Member
- c) Honorary Life Member
- d) Joint Member
- e) Social member
- f) Country Member
- g) Absentee Member
- h) Junior Member
- i) Corporate Member
- j) Expatriate Member
- k) Temporary Member

7A. Full Member

A Full Member is one who has been balloted and admitted as such by the Board. He/she shall be entitled to all privileges of the Club including voting at any General Meeting and shall be eligible for election as Director after two (2) years' continuous membership.

FOR DISCUSSION AND CONSIDERATION AT THE KRGC AGM 2021

7B. Life Member

i) A Life Member is a member who has been a Full Member for a continuous period of not less than twenty-five (25) years and who has attained the age of sixty-five (65) years and who has been admitted as such by the Board.

ii) On admission, a Life Member shall pay no further subscriptions but shall be liable to pay other levies and charges payable by Full members from time to time. A Life Member shall enjoy all the privileges of Full membership for life unless he/she is expelled or resigns from the Club.

7C. Honorary Life Member

An Honorary Life member is a member, who is a Full Member, and who by reason of having performed outstanding meritorious service or contribution to the Club, has been admitted as such by the Board. He/she shall pay no further subscriptions but shall be liable to pay other levies and charges payable by Full members from time to time and shall enjoy all the privileges of Full Membership unless he/she is expelled or resigns from the Club.

7D. Joint Member

Joint membership shall be open to husband and wife who shall be entitled to all privileges of the Club including voting at any General Meeting and shall be eligible for election as officer(s) or member(s) of the Board.

7E. Social Member

A Social member shall be a Member admitted as such and who will have opted not to have golf playing rights but shall be entitled to all other privileges of the Club including voting at any General Meeting and shall be eligible for election as a Director.

7F. Country Member

A Country member is an existing member of the Club who, during the currency of his/her membership changes his/her residence from Nairobi to another location within Kenya which is one hundred (100) kilometers or more from the Nairobi City Boundary. Such member shall apply in writing to the Board to convert his or her membership to Country Member and shall after being so confirmed, be entitled to a reduction in the annual subscriptions as may be set out by the Board from time to time, provided that if such member relocates his/her residence to within a radius of one hundred (100) kilometers from the Nairobi City boundary he/she shall immediately notify the Honorary Secretary and shall immediately revert to his/her earlier category of membership. A Country Member is allowed to play golf at the Club for a maximum of thirty six (36) days in any one (1) calendar year.

7G. Absentee Member

An Absentee member is an existing member of the Club who during the currency of his/her membership changes his/her residence from Kenya to another country and opts, subject to the written approval of the Board, to retain membership of the Club. Such member shall be entitled to a reduction in the annual subscriptions as may be set out by the Board from time to time, **PROVIDED** that if such member resumes permanent residence in Kenya he/she shall immediately notify the Honorary Secretary and shall immediately revert to his/her earlier category of membership. An Absentee Member is allowed to play golf at the Club for a maximum of thirty six (36) days in any one (1) calendar year.

7H. Junior Member

A Junior member is a child of a Full Member, or one sponsored by a Full Member, who has been admitted as such, and who has paid the prescribed fee for the time being payable for such junior membership as fixed by the Board.

FOR DISCUSSION AND CONSIDERATION AT THE KRGC AGM 2021

- i) No person shall qualify for admission as a Junior Member unless the said person is below the age of twenty five (25) years.

- ii) Junior members shall be entitled to all benefits and privileges of membership except that they shall not be entitled to be Members of the Board, nor to attend, vote or participate in a General Meeting or introduce guests, but shall be allowed to constitute their own committee under the name of Junior Section where issues pertaining to Junior Members, shall be deliberated upon and presented to the Board through a member of the Board who is nominated to sit in the Junior Section.

- iii) Upon reaching the age of twenty-five (25) years, a Junior Member of the Club shall become eligible to obtaining Full Membership upon application and shall be subject to balloting by the Membership Committee. Upon becoming a Full Member, he/she shall pay the appropriate membership conversion fee at 35% prevailing Full Member entrance fee;

- iv) In the case of a Junior Member not seeking or not being admitted to Full Membership, his/her Junior Membership shall automatically lapse upon reaching the age of 25.

- v) Should a Junior Member fail to take up the full membership of the Club within one (1) year after attaining twenty-five (25) years of age, this option will be forfeited and such Junior Member will have to apply for membership like any other applicant, subject to the rules of the Club.

- vi) Any liabilities incurred by a Junior Member will be the responsibility of his/her Parent or Sponsor.

7I. Corporate Member

- (i) Corporate members shall be five (5) or more Members sponsored to join the Club by approved companies, diplomatic missions and statutory bodies. The Board shall vet and approve such sponsors and set the fees payable for entrance, transfer fee and other levies, which shall not be less than 80% of the then prevailing rates.

- (ii) The members of the Kenya Railway Corporation will be admitted as Corporate Members by presenting a letter of introduction from the Managing Director of KRC and paying an entrance fee equivalent to 33% of the then prevailing Full Membership entrance fee. The members of KRC who have been admitted as Full Members will have all rights and privileges of Full Members.

7J. Expatriate Member

Expatriate Membership shall be extended to Non-Kenyan citizen applicants with valid work permits and not the less than three-year contract to work and live in Kenya. The fee for this category shall be set from time to time, by the Board of Directors.

7K. Temporary Member

A Temporary member is a member who is admitted as such by the Board for such period not exceeding one (1) year as the Board may determine. Those members who are under the Club's Golf Talent Development Programme shall be temporary members under the meaning of this section. They shall be proposed by the respective golfing sections and approved by the Board of Directors. Such persons shall hold membership for a period of two (2) years which may be extended by the Board of Directors subject to conduct and improvement in the sport of Golf.

8. ADMISSION OF MEMBERS:

- i) Every applicant for admission as a member other than as an Honorary Life Member, Junior or Temporary Member shall be proposed and seconded by Members in good standing who have attained a membership of not less than two (2) years.

- ii) Upon proposal and payment of the dues appropriate at the time, the application shall be posted on the Club Notice Board for a period of not less than thirty (30) days before it comes up for consideration by the Board .

FOR DISCUSSION AND CONSIDERATION AT THE KRGC AGM 2021

iii) If after thirty days the proposer and or the seconder fail to get the applicant introduced to the members of the Board, the application shall automatically be withdrawn and the dues aforementioned refunded to the applicant who will be entitled to reapply for admission within ninety (90) days from the date of withdrawal.

iv) Admission to membership shall be by the board's balloting Committee. During balloting, should any application be opposed by any three members of the Balloting Committee, the application shall be declined and the proposer will be advised. In such a case, all moneys paid to the Club by the applicant shall be refunded to the applicant less 5% administrative fees.

v) Upon application for membership, the applicant shall pay entrance fees, first year subscription on prorata basis, together with any other Club fees and levies payable by members as the Board shall from time to time decide. These payments must be made before the application is posted on the Club's Notice Board.

vi) Save as the Board may otherwise determine; the Proposer and the Seconder must introduce the applicant to the members of the Board. A minimum of six (6) Directors should sign the application form.

vii) Before admission of any new member, any existing Member of the Club shall be entitled to make an objection to the admission of such a new member within thirty (30) days of publication of the application on the Club's Noticeboard in a letter marked "**CONFIDENTIAL**" containing reason(s) why such applicant should not be admitted to the Club and addressed to the Honorary Secretary which letter shall be disclosed to the Board.

viii) Upon admission, the applicant shall be notified thereof by the Honorary Secretary who shall furnish him/her with a copy of the Constitution. Upon application and before admission the applicant shall enjoy the privileges due to a temporary member.

ix) The Board shall have powers to admit into membership of the Club any person who in the opinion of the members of the Board will add value to the Club or has a talent which can be nurtured through the Club. The Board shall have powers to waive any portion of the entrance fees for such a member.

9. RESIGNATION

Any member wishing to resign from the Club shall inform the Honorary Secretary in writing. However, the member should have paid all the dues owing to the Club for if in default the same will become recoverable at the instance of the Club.

10. SUBSCRIPTIONS AND JOINING FEES

i) The Entrance fees, rates of subscriptions and all levies shall be such as shall be proposed and approved by the Annual or Special General Meeting of the Club by the Board. Once approved, such entrance fees, subscriptions or levies will take effect as shall be resolved by the General Meeting.

ii) All new members will be liable to pay Development Levies as may be decided by the Board from time to time.

iii) A member shall be required to pay annual subscriptions at such rates as may be determined, from time to time, by the Club through a General meeting.

iv) The Board shall have the right to re-admit any person who had resigned from the Club on such terms as they may determine.

v) The Board shall have the right to levy interest, penalties and surcharges on late payments and to offer incentives for early payments at such rates as it may determine from time to time.

FOR DISCUSSION AND CONSIDERATION AT THE KRGC AGM 2021
11: GENERAL MEETINGS

There shall be two (2) classes of General Meetings; Annual General Meetings (AGM) and Special General Meetings (SGM) which might be held at the club house or through a virtual platform as the board of directors may direct.

i) The Annual General Meeting shall be held not later than the 31st day of March in each year. Twenty one (21) Days prior written notice shall be given and posted on the Club website as well as the Club Notice Boards accompanied by a copy of the Club's audited Financial Statements for the immediately preceding financial year, and an Agenda as known of the business to be transacted at such meeting shall be stated in such notice. The business to come before such meeting shall be: -

a) Confirmation of the minutes of the last Annual General Meeting and any Special General Meetings held since then.

b) Matters arising out of such minutes.

c) The presentation of the Chairman's report.

d) Discussion and adoption of the Report and audited financial statements of the Club for the immediately preceding financial year.

e) Reports of any Special Committees

f) Election of the Board of Directors

g) To appoint Auditors

h) Any other business of which not less than seven (7) Days' prior notice shall be given in writing to the Honorary Secretary, which notice must be exhibited on the club's Main Notice Board for at least seven (7) days prior to the date of the meeting.

ii) A Special General Meeting may be called at any time by the Board or at the written request of at least one hundred (100) Full Members of the Club in good standing. Notice of any such meeting and its Agenda must be given in writing to enable it to be exhibited in the Club house for at least twenty one (21) Days, and a Notice of the meeting together with its Agenda shall be given by the Honorary Secretary and posted on the Club website and notice boards for at least twenty one (21) Days before the date of the Meeting.

iii) Any member desiring at the Annual General Meeting to bring forward any resolution upon any subject other than those on the Agenda as posted must send a notice of the same in writing to the Honorary Secretary so that it can be exhibited at the Club for at least seven (7) Days prior to the meeting.

iv) One Hundred (100) members registered for the meeting shall form a quorum for an AGM or SGM. In the absence of a quorum, the meeting shall be adjourned for at least seven (7) Days, due notice being posted in the Club. No quorum shall be required for an adjourned meeting

v) Voting by proxy shall not be allowed at any General Meeting or SGM.

12. ELECTIONS

i) Elections for office bearers may be done through ballot papers, or through a designated electronic platform.

ii) Election for positions of Members of the Board of Directors other than those of the games captains and the green keeper shall be held in an Annual or Special General Meeting in accordance with the provisions of this constitution.

FOR DISCUSSION AND CONSIDERATION AT THE KRGC AGM 2021

iii) The nomination sheet shall be displayed on the Notice Board at least 30 days before the date of the Annual General Meeting or Special General Meeting scheduled for the elections.

iv) It is the responsibility of all members to nominate duly qualified persons as candidate in light of provisions of the Club's constitution. For avoidance of doubt any member who is posted for non-payment of Club dues, shall not be eligible to nominate or be nominated for election.

v) The nomination process shall close seven (7) days before the date of the scheduled elections. Consequently the nominations sheet shall be removed from the Notice Board at least seven (7) days before the date of election and thereafter the Hon. Secretary shall cause a printed list of all the duly nominated candidates to be published and put on the Notice Board for the period of five (5) days before the elections.

vi) The Board shall verify the candidates duly proposed, seconded and accepted for purposes of preparing the ballot papers for the elections:-

- a) If a position has only one candidate, that candidate's name shall be forwarded as an uncontested position to the election officials for the purpose of declaring him/her as duly elected to that position, if found to be validly nominated and elected.
- b) If any position remains uncontested, the special general meeting or annual general meeting shall mandate the Board to fill in the said position.

vii) The Chairman, or in his absence, the person chairing the general meeting shall elect a returning officer and two (2) officials by acclamation from members attending the general meeting. The persons so elected shall be the election officials.

viii) The election officials shall take over the conduct of elections immediately in case of physical or virtual voting, and shall:-

- a) Distribute the ballot papers for voting or in the case of virtual, open the electronic platform.
- b) Collect and receive the ballot papers once cast in the ballot box or in the case of virtual announce the results as tabulated in the virtual polling system.

ix) After the voting for each candidate in the case of physical voting, the counting of the votes shall be done in the open and the candidate with the highest number of votes shall be declared the winning candidate for the particular position.

x) The winning candidate for any of the contested positions shall be declared the duly elected person for that position by the returning officer. The decision of the election officials shall be final.

13. DISCIPLINE

The procedure for handling Club & non-Golf related disciplinary cases will be as follows:-

i) The Board through the Club & non-Golf related Disciplinary Committee shall have powers to discipline any member who has been reported in writing by another member or members or by any employees of the Club for unbecoming behavior.

ii) The Board shall write to the accused member to file his/her defense in writing and after due consideration of accusations and defense, take any appropriate measures as the Board deems fit. Such measures may take the form of warning, suspension or expulsion from the Club. Such suspended or expelled member's name shall be exhibited on Club Notice Boards and communicated to all reciprocating clubs. The decision of the Board shall be final.

iii) Pending investigation by the Board of the matters referred to above or any other matter of indiscipline or breach of the Club Constitution, the member shall be eligible to enjoy the services of the Club until such time when The Board communicates its disciplinary action report.

FOR DISCUSSION AND CONSIDERATION AT THE KRGC AGM 2021

iv) All golf-related disciplinary issues and disputes shall be dealt with by the Golf Disciplinary and Disputes Committee, which shall have powers to issue warnings, to suspend the handicap of any Member or take such other action as may be necessary to protect the integrity of the game of golf.

v) A Member dissatisfied with the decision of the Golf Disciplinary and Disputes Committee may appeal to the Board within fourteen (14) days from the date of the decision, and the Board's decision on any such appeal shall be final.

vi) Any member of either of these two (2) committees who is the subject of or has any interest in any dispute or complaint referred to them shall recuse/remove himself/herself from all proceedings relating to that dispute or complaint and his/her position in the subject committee during such proceedings shall be taken over by another Member co-opted by the remaining members of that Committee.

14. ACCOUNTS

(i) The funds of the Club shall only be used in the furtherance of the objects of the Club. The authority for the administration of all Club funds shall be vested in the Board.

(ii) Bank accounts shall be kept. All monies or sponsorship funds received on behalf of the Club shall be deposited to the credit of such accounts and not

(iv) The Board shall have powers to sue any person where the rights and interests of the Club are infringed and shall also enter into defense in any matters for which the Club is sued.

(v) The Board shall have powers to borrow and enter into contractual arrangements with third parties on behalf of the Club in exercise of its mandate to manage the affairs of the Club.

15. AMENDMENTS TO THE CONSTITUTION

i) This Constitution shall not be rescinded, amended or added to except by a resolution of an Annual or Special General Meeting of Full members of the Club passed by a majority vote of two thirds of the members present and voting.

ii) The written text of any proposed alterations to the constitution (if from members) must be submitted to the Honorary Secretary at least twenty-one (21) days before the date of the meeting at which such alterations are to be discussed. If the proposed alterations are from The Board, they must be exhibited prominently in the Clubhouse and the Club's website at least twenty one (21) days before the date of the meeting at which the alterations are to be discussed.

iii) All amendments to the Constitution shall take effect from the day they are enacted by the General Meeting or on any other date as may be determined by the General Meeting.

iv) The Board shall submit to a General meeting by-law necessary to give further effect to this constitution. The by-laws, so submitted shall be adopted upon being voted for by a majority of members attending the General meeting.

16. RULES AND BY LAWS

The Board of Directors shall have the power to make such By-Laws and Local Rules (not being inconsistent with the Constitution) as it may consider necessary for the general management of the Club, and for regulating the playing of the game of golf over the golf course, provided that members of the General Meetings shall have the right to repeal or amend the By Laws or Local Rules.

17. WINDING UP

i) The Club may be wound-up only by a resolution passed at a General Meeting by a two thirds majority of the Full members of the Club present and voting. The quorum for such a meeting shall be at least one-third of full and ordinary members registered.

FOR DISCUSSION AND CONSIDERATION AT THE KRGC AGM 2021

- ii) No such winding-up resolution shall be considered unless notice of the proposal shall have been given in writing to all full and ordinary members at least six (6) calendar months prior to the date of the meeting .

- iii) Upon the passing of a winding-up resolution as aforesaid, the Board shall implement the resolution and may employ such professional persons as may be deemed necessary to assist in the winding-up process.

- iv) Subject to payment of lawful creditors, the net assets of the Club shall be donated to clubs of similar objectives.

18. TRANSITION

- i) The Board of Directors shall comprise such positions and such persons as are the Management Committee Members as at the time this Constitution is passed, who shall continue to hold office until their respective term of office expires as envisaged under the Rules previously applicable (Revised 1993 Rules).

- ii) Should this Constitution pass, it shall *mutatis mutandis*, govern the AGM and election of officials and all other matters related thereto, going forward.

- iii) The enactment and adoption of this Constitution supersedes the provisions of the Rules (as revised in 1993) and all resolutions made up to and including at the General meeting of September 5, 2020.

....END....