

# **Augustowski Klub Golfa**

## **STATUTE**

### **Name, operating area, centre of operations, legal character**

#### § 1

Augustowski Klub Golfa (Augustow Golf Club), further referred to as Club, is an association of physical education.

#### § 2

Centre of operations of the Club is Augustow, and the operating area encompasses Republic of Poland.

#### § 3

The Club operates in compliance with Associations Law, Physical Education Act, and the hereby statute.

#### § 4

The Club is a legal entity.

#### § 5

The Club can be a member of international and domestic organizations (such as Polski Związek Golfa), which promote golf as a sport.

#### § 6

The Club is a voluntary, autonomous organization which operates through, and supported by, its members.

#### § 7

1. The Club sets its goals, operating agenda and organizational structure independently. It also resolves its internal code of conduct.
2. To achieve realization of its statutory goals, the Club can create external organization units. Decision to create such units and its organizational structure is decided during a General Meeting.

## **Club's aims and means of their realization**

### § 8

Club's aims are the promotion, development and organization of golf. It will also represent and protect the affairs of its members in the area linked to this sport.

### § 9

Club's aims are realized through:

1. Training of both members and non-members
2. Cooperation with schools and other youth associations in order to popularise golf as a sport among young people
3. Organization and administration of golf courses and training objects in order to allow both members and non-members to use these facilities.
4. Organization of golf competitions, open and closed, and participation in both domestic and international competitions organized by other clubs
5. Establishment of internal Club regulations and popularisation of golf rules published by Royal and Ancient Golf Club of St. Andrews with USGA
6. Cooperation with domestic and international organizations and people, that are working in the area of training and popularisation of golf
7. Commercial activity, profit from which will be used to support Club's statutory aims and goals

### § 10

Within the confines of Club's commercial activity, the Club can create agencies and participate in economic ventures.

### § 11

In order to conduct its affairs, the Club can hire staff, including a director. Chairman of the Club, or an appointed by him member of the board, represents the Club among the hired staff.

## **Club membership**

### § 12

There are three basic types of Club membership: ordinary, supporting and honorary.

### § 13

Any private person can become an ordinary member of the Club, regardless of their nationality or place of residence.

A person, who is 16 or less, can become a member of the Club when agreed on by statutory representatives, without the right to vote during general meetings and without the right to be elected to any Club authorities.

### § 14

A legal entity that wants to help popularise and promote golf as a sport can become a supporting member. A supporting member has all the rights of an ordinary member however excluding rights be elected to any Club authorities. Voting during general meetings is conducted by a representative of such legal entity. The entry condition is described in a agreement between the entity and the Club

### § 15

A private person, legal entity or any other organization that earned merit for popularising golf can become an honorary member. An honorary member has all the rights of an ordinary member except for the right to vote during general meetings and be elected at Board elections.

An honorary member is exempt from entrance and annual membership fees.

### § 16

A private person or legal entity that wants to become an ordinary or supporting member has to fill an application, declare that they will obey the rules and obtain declaration of support from two ordinary or one founder member of the Club. The above does not apply to founder members, who become ordinary members with the moment of Club's registration.

### § 17

Decision on accepting a member described in § 13 is made by the Board of Directors. A person accepted to the Club is obliged to pay entrance fee, amount of which is decided annually by the general meeting. The entity gains full membership rights when it pays the entrance fee.

### § 18

Honorary membership status is given to a person by resolution of general meeting. The motion to admit an honorary member must be made by the Board of the Club or ten ordinary members.

## § 19

A member can leave the Club by presenting a proper notice to the Board. Such notice is effective from the first day of the next month after presenting it to the Board.

## § 20

General meeting can, by motion made by the Board, withdraw a membership status of an ordinary, honorary or supporting member. Such exclusion is possible when the member's actions are detrimental to the Club, the member does not obey the rules, or repeatedly fails to meet the financial obligations. Before the motion to exclude the member is made, the Board is obliged to make an attempt at disciplinary action towards the member by administering a written rebuke.

## § 21

In the event described in § 20, Board of Directors can suspend the ordinary or supporting member in his rights and duties until the next general meeting. Suspended member can appeal against the Board's decision before jury consisting of elected Club members. The jury can confirm suspension, or overrule it. In the latter case, suspended member will retain their rights and duties until the next general meeting, which will make the final decision regarding exclusion.

## § 22

Ordinary members lose their membership with the moment of their death, while supporting membership for legal entities or other organizations with the moment of their removal from registry.

## **Rights and duties of Club members**

## § 23

Ordinary members have the right to:

- Elect and be elected for Club's authorities
- Take part in general meetings
- Exercise their membership privileges, including use of Club's facilities free of charge
- Make a motion or postulate to Club's authorities
- Take part in competitions organized by the Club

## § 24

Members have a duty to:

- Actively work towards popularisation of the Club and its aims
- Obey the statute and regulations of the Club, golf rules, and observe the rules of proper conduct among golf players
- Meet their financial obligations towards the Club, particularly the annual membership fees

### **Club authorities**

## § 25

General meeting is the Club's highest authority, and it can be either ordinary or extraordinary. Ordinary general meetings are arranged once a year, before the end of March. First ordinary general meeting will be conducted in March, a year after Club's registration. Extraordinary general meeting is organized not later than three months from the date of applying for it. Extraordinary general meeting can be requested by at least one third of ordinary members, supervisory board or jury. Request for extraordinary general meeting has to contain a proposal of agenda.

## § 26

General meeting is called by Board of Directors. Chairman of the Board opens the meeting by confirmation of validity of the meeting and orders the election of a chairman of the meeting. In certain justified cases, general meeting is opened by another member of the Board, or chairman of the jury. For the general meeting to be valid, at least half of ordinary members have to be present.

## § 27

Decisions made during general meeting have a form of resolutions. Before a resolution is taken into consideration, it has to be listed in the meeting agenda. The agenda cannot be changed, unless all ordinary members are present, and they vote to change the agenda. This is not possible in case of resolution proposals put forward by supporting members.

## § 28

Points to the general meeting agenda can be added by Board of Directors, supervisory board, jury and group of ordinary members representing at least one third of ordinary members or representatives of supporting members representing at least half of supporting members.

## § 29

When the number of ordinary members reaches 300, general meeting can make a decision to change its form from members' meeting to delegates' meeting as the Club's highest authority. Such decision, which has to be passed as a resolution with at least two thirds of votes, will set the rules for electing delegates as well as their term of office.

## § 30

Not later than six weeks before general meeting, the Board has an obligation to inform all members about its date, location and agenda. Such notice is made in a way which has been established as the most effective, including notices in Club buildings, website, mail, fax, and e-mail.

## § 31

General meeting's authority includes:

1. Approval of Board's annual report
2. Approval of annual finance statements and supervisory board's report
3. Approval of Jury's report
4. Giving its vote of approval to the Board of Directors upon supervisory board's motion
5. Election and dismissal of Club organs and authorities
6. Passing budget for the Club, setting size of membership and entry fees
7. Considering Board's motion on member's exclusion
8. Passing changes in the statute
9. Approval of Club's internal regulations
10. Granting a honorary membership status
11. Passing a resolution to dissolve the Club
12. Passing the electoral rules
13. Taking care of all other matters not reserved for other Club's authorities

## § 32

Club's Board of Directors consists of at least three members, including the chairman. General meeting decides the number of members of the Board. Chairman and members of the Board are elected by general meeting, based on existing election rule. If the Board or one of its members doesn't receive a vote of approval for the previous year, he can be dismissed from the Board at a general meeting.

## § 33

Duration of tenure for the Board is five years. However, term of office for the first Board of directors, elected by founder members, expires in March during second general meeting. Members of the Board can be elected for tenure more than once.

### § 34

The Board is managing Club's activities and represents the Club. Board of Directors' authority include:

1. Carrying out resolutions passed by general meeting and realization of statutory aims and goals.
2. Maintaining contact with clubs, organizations, authorities and local community
3. Calling and organizing of general meetings
4. Managing Club's assets
5. Publishing internal Club regulations, including special conditions for playing golf on the Club grounds. Such regulations must be approved by general meeting
6. Conducting a "general management" in all areas, except for those which are reserved for other Club organs.

### § 35

Each member of the Board is authorized to represent the Club and to manage its affairs within the confines of general management. Making decisions that would make the Club financially liable require co-operation of at least two members of the Board.

Taking credits and considerably increasing Club's financial liabilities needs to be approved by the Board's resolution. Resolutions of the Board are valid, if they were passed with majority of the votes, and at least two thirds of the members of the Boards were present.

### § 36

Board of Directors' work is managed by a chairman. The Board works on a basis of regulations that were passed by general meeting. An exception is the first Board, which operates until the first general meeting on a basis of unapproved regulations.

### § 37

Supervisory board is comprised of three members, including the chairman. Term of office for supervisory board is three years. First tenure ends at the same time as the first Board of Directors'. Members of supervisory board, elected from ordinary members, cannot be members of Board, other Club authorities or its employees.

### § 38

Supervisory board's authority includes:

1. Annual financial audit
2. Informing general meeting on the results of an audit
3. Making a motion to grant, or not, a vote of approval to the Board of Directors for previous financial year
4. Moving proposals to the Board involving financial management
5. Applying to the Board for calling an extraordinary general meeting

§ 39

A member of supervisory board can participate as an advisor during Board of Directors' session.

§ 40

The jury consists of five ordinary members, including the chairman. Term of office for a jury is five years, with first tenure being elected by the first ordinary general meeting. Members of the jury, elected from ordinary members, cannot be members of Board, other Club authorities or its employees. Before the election of the first jury, its duties are performed by Board of Directors.

§ 41

The jury's authority includes:

1. Considering matters of exclusion of a member from the Club after the appropriate motion has been made
2. Settling sport disputes between Club members
3. Considering Board's motions to administer penalties on members who break internal regulations, golf rules, or generally accepted customs
4. Applying to the Board for calling an extraordinary general meeting
5. Presenting an annual report on jury's activities to general meeting

§ 42

A member of jury can participate as an advisor during Board of Directors' session.

§ 43

Jury operates when at least three out of five members are present. The proceedings are public however the decision making process is secret. The jury's ruling is final and cannot be appealed against.

§ 44

The jury is to do its very best to consider all cases in a reasonable time. The jury informs all parties about the date of proceedings. Rulings can also be made without involved parties present, in absentia.

§ 45

Type of punishment and the course for disciplinary action is determined by Club regulations, passed by the Board and approved by general meeting.

## **Club assets**

### § 46

1. Club assets can include property, movables, securities and money
2. Club funds comprise of:
  - a. Entrance fees of ordinary members
  - b. Entrance fees of supporting members
  - c. Annual fees of ordinary members
  - d. Annual fees of supporting members
  - e. Donations and subsidies, domestic and foreign
  - f. Subsidies from help funds, domestic and foreign
  - g. Fees from non-members using the Club facilities
  - h. Revenue from Club's economic activities
  - i. Other income from Club's statutory activities

### § 47

Board of Directors is responsible for managing the Club finances.

## **Status changes and Club dissolution**

### § 48

Resolution on Club dissolution or status change is passed by general meeting with two thirds majority and at least half of the members present.

### § 49

Resolution on Club dissolution will specify method of asset liquidation and money distribution.

## **Final resolution**

### § 50

Present statute was passed unanimously by founding committee of Augustow Golf Club on 15<sup>th</sup> of October 2003.

Right to interpret of present statute is granted to general meeting, and when general meeting is not in session, to the jury that has a duty to approve its interpretation of statute on the next general meeting.