

## **CLUB RULES**

El Paraiso Golf Members Club (EPGC) is a friendly, inclusive and progressive golf club with a strong multinational membership representing a good cross section of the Costa del Sol golfing community. The membership conditions have been designed so as to accommodate both local residents and those members who spend only a portion of their time on the coast. By their membership, all are enabled to take part in an active program of competitive and social events whenever present.

This document defines the rules and regulations governing the members' activities within El Paraiso Golf Club (EPGC). It does not concern itself with the management of EPGC SAU which is a Spanish registered, wholly owned subsidiary of El Paraiso Golf Holdings Andaluca SA (EPGH). EPGC SAU is managed by a board of directors [the Board] (appointed by the board of the parent company EPGH) who are responsible for the management of the assets, establishing annual fees, green fees, franchise fees, capital expenditure, and any other sources of revenue or cost associated with the business.

Their ownership responsibilities and rights of administration are in no way limited by the existence of the Club or these Rules.

Note: - These Rules apply to all members of the Club, including non-voting members. All Officers and Committee members must be voting members as defined in Rule 23.4

### **1. Rules of the game.**

The Rules under which the game shall be played shall be those adopted from time to time by the Royal and Ancient Golf Club of St. Andrews, except insofar as they may be modified by the Bye- Laws of this Club or the Spanish Golf Federation

### **2. Members Club Committee**

**2.1** The management of the members' activities within the Club shall be vested in a Members Club Committee. (Committee)

**2.2** The Committee will consist of the following four appointed officers, each of whom shall be a member of the Club at the date of appointment – the Ladies' Captain, the Ladies' Vice-Captain, the Men's Captain and the Men's Vice-Captain. The Men's and Ladies' Captains will operate as Joint Captains and the Men's and Ladies' Vice Captains will be the following years Joint Captains. There will be three additional members of the Club who will be elected as members of the Committee at an Annual General Meeting of the Club (Club AGM).

**2.3** The Committee will be jointly chaired by the Joint Captains and in their absence the Vice- Captains. The Joint Captains will agree the Agenda before each meeting and

identify such items each will lead on. If there is a disagreement on any Agenda item, then this will be put to the Committee for resolution.

The Secretaries of the Social Sub Committee and Handicaps and Competition Sub Committee plus the Committee Secretary will be appointed by the Joint Captains from members of the Committee, who may hold more than one office. The Social Committee and Handicaps and Competitions Committee shall be considered permanent sub committees for the purpose of these rules.

All officers of the Committee shall be required to spend sufficient time at the Club to discharge their responsibilities adequately and to attend the majority of Committee meetings held during the year.

**2.4** Both Joint Captains, both Vice-Captains, and members of the Committee are not precluded from simultaneously being a member of the Board of EPGH or EPGC SAU if they so desire and are elected or have already been elected to one or both Boards. Nor does membership of one or both Boards preclude any member from becoming a Club Officer (except that of President), or a member of the Committee.

### **3. Co Option of Members to the Committee**

The Joint Captains shall have the power to co-opt any eligible member of the Club to fill any of the members' vacancies, which may arise on the Committee from time to time. Any member so co-opted will have full rights within the Committee and remain on the Committee only until the date of the next Club AGM. They may then offer themselves for election to the Committee in accordance with Clauses 16 and 17. The Joint Captains may also invite any member to attend a committee meeting or meetings to advise on any specific topic. They will only be present to offer advice on the specific topic and will not have any voting rights.

### **4. Indemnity of Committee members.**

Committee and sub-Committee members shall be indemnified by EPGC SAU against any legal action brought against them as a result of any action taken by them on behalf of the Club, always providing that such actions are both legal and considered by the Committee/Board as having been undertaken in good faith and in the best interests of the Club.

### **5. Powers of the Committee.**

The Committee shall administer the Club within the powers vested in it by the Board, and according to the rules and regulations as set out within this document and abiding by any decisions made at a General Meeting.

## **6. Committee Meetings.**

Committee meetings shall be held on a regular basis, and normally one per month. The Committee Secretary will notify the date and time of Committee meetings to all Committee members. A quorum will be formed at a committee meeting if four Committee members are present.

Resolutions must have a proposer and seconder, and must be voted upon, when a simple majority will suffice. In the event of a tied vote, the Joint Captains shall share the casting vote and must agree the outcome for the resolution to succeed.

## **7. Appointment of the Club President.**

The President shall be nominated by the Committee, after consulting the past Presidents and Board of EPGC. The appointment will be for a term of three years and requires ratification at the Club AGM. The President is a senior, non- executive officer of the Club. As a respected and senior member, they may be approached for advice by either of the Joint Captains, a Board member or any member wishing to benefit from their experience of Club affairs and procedures. The President does not attend Board or Committee meetings unless specifically requested to do so by the Joint Captains or the EPGC SAU Chairman to assist with a particular topic. During their term of office, the President shall not accept any other office of the Club including those of a Captain or Vice-Captain, nor seek election as a director of EPGH Holdings Andalucía SA or EPGC SAU

The President is required under the Rules of the Club to chair General Meetings of the Club and to select and preside at any appeal under the disciplinary process. Other than in these respects, the role of the President is solely representative, in which capacity they may be asked to perform specific tasks by the Board or the Joint Captains.

The President shall not be required to pay their annual subscription. The President shall pay for the costs incurred in running Presidents Day, which under normal circumstances, are expected to be the equivalent amount of their annual subscription. The President's Day will be organized by the Committee in conjunction with the President.

In the event that the President is unable to fulfil his or her duties and there is no Vice President in office then the President may nominate the previous years President to undertake any of the duties of the President.

## **8. Appointment of the Club Vice-President.**

The Committee shall nominate a Club Vice-President after consulting the past Presidents and the Board of EPGC SAU, at the Club AGM, preceding the final year of the President's term and so as to serve as Club Vice President for that final year. The

appointment requires ratification at that AGM. The Club Vice-President will undertake any of the duties of the President if the President isn't available

### **9. Appointment of the Joint Captains.**

The Joint Captains shall be the previous year's Joint Vice-Captains and will hold the office from the Club AGM until the following Club AGM.

Proviso: - The Outgoing Joint Captains and Outgoing Committee will continue to undertake any duties relating to the Members Week competition until that event is completed.

The Joint Captains shall not be required to pay any annual subscriptions or competition fees. The Social Fund shall be responsible for the payment of food for a member's lunch following the Joint Captains drive-in subject to a limit which shall be set from time to time by the Club Committee.

The Joint Captains are allowed non-payment of competition fees in respect of (a) and (b) below or as otherwise agreed by the Committee from time to time: -

- a. All handicap qualifying competitions
- b. All Club Wednesday competitions.

Payment of competition fees is required for all other competitions such as the Roll-up, Epic, Sunday Scramble, etc.

### **10. Appointment of the Joint Vice Captains.**

**10.1** Any member may nominate themselves to become either the Ladies' or Men's Vice-Captain for the following year. When appointed, they will then succeed to the Joint Captaincy on retirement of the current Joint Captains at the following Club AGM.

Nominations should be made in writing to the Joint Captains. Nominations should be received by the end of November of the year prior to which the year as Ladies' and Men's Vice-Captain is scheduled to begin.

The Joint Captains will convene a meeting of all the Past Mens' and Ladies' Captains, who are still members of the Club, as soon as possible after the end of November. The Joint Captains will chair the meeting, and the Current Joint Vice Captains will be invited to attend.

In the event that more than one nomination is received for the position of either Joint Vice Captain, then, the Joint Captains May at their own discretion agree a procedure for the meeting and to include voting procedure. In advance of the meeting the Joint Captains will discuss and agree their preferred nominees with the Men's and Ladies' Vice Captains. They will then advise the Past Men's and Ladies of all nominations received and their preferred choice.

The Joint Captains will vote for their nominees and the Past Captains will then approve or not approve by majority vote the recommended appointment of the proposed nominees. Past Men's and Ladies' Captains unable to attend may vote by email to the current Joint Captains or by nominating, in writing or via email, a proxy to vote on their behalf at the meeting.

In the absence of a majority approval, all the attendees of this meeting will establish and agree upon an alternative appointment. Any nominee appointed must be a current member of the Club and have been a member for a minimum of two years prior to the Club AGM of the year of taking office. The appointments have to be ratified at the Club AGM.

### **10.2 Resignation of either Joint Captain or either Joint Vice-Captain**

If for any reason whatsoever either of the Joint Captains or either Joint Vice-Captain should resign during their term of office, then the immediate past Men's and Ladies' Captains shall nominate a replacement. If one or both are absent, then the next most immediate past Men's and/or Ladies Captain as appropriate will jointly participate in the nomination process.

The Joint Captain(s) will convene a meeting of all the Past Men's and Ladies' Captains, who are still members of the Club. The Joint Captain(s) will chair the meeting, and the current Joint Vice- Captain(s) will be invited to attend.

In advance of the meeting, the Past Men's and Ladies' Captains will be advised of the immediate Past Ladies' and Men's Captains choice of nominee. The Past Captains will then approve or not approve by majority vote the recommended appointment of the proposed nominee. Past Men's and Ladies' Captains unable to attend may vote by email to the current Joint Captains or by nominating, in writing or via email, a proxy to vote on their behalf at the meeting.

In the absence of a majority approval, all the attendees of this meeting will establish and agree upon an alternative appointment. The nominee appointed must be a current member of the Club and have been a member for a minimum of two years prior to the Club AGM of the year of taking office. The appointment of a replacement Vice-Captain should then be ratified at the Club AGM.

#### **10.2.1**

As the current rule 10.2, Resignation of Joint Captain or Joint Vice Captain.

#### **10.2.2. If any Club Officer shall resign**

Such resignation shall be final, and binding once accepted in writing by both Joint Captains. Until such acceptance by the Joint Captains, the Officer may validly withdraw such resignation.

### **10.2.3. If one of the Joint Captains resigns**

Such resignation shall be final and binding if it is accepted in writing by the remaining Joint Captain and one Joint Vice Captain, until such acceptance, the Joint Captain may validly withdraw such resignation.

### **11. Responsibilities of the Secretaries for Social Committee Secretary and Social Events and Handicaps and Competitions.**

An appointed, elected, or co-opted member of the Committee will fill these two positions. Their responsibilities are as follows.

In consultation with the Managing Director of El Paraiso Golf Club SAU and the restaurant franchisee, the Social Committee Secretary represents the Committee for arranging all Club social events which involves agreeing a program of events with the Committee together with their costs and necessary attendance and is responsible for cancellation should support not be at the required levels. Financial arrangements will be made in consultation with the Managing Director of EPGC SAU, and the restaurant Franchisee.

The Handicaps and Competitions Secretary must ensure that handicaps of all Club members are maintained on the Club computer system in accordance with the rules of the Spanish Golf Federation and WHS. Input to the Federation all players' scores in qualifying competitions in the manner. agreed. Changed handicaps should be listed on a weekly basis after qualifying competitions and placed on the club noticeboard.

The Handicaps and Competitions Secretary is in control of all Club competitions which involves liaison with the Managing Director of EPGC SAU to ensure sufficient times are reserved, preparation of entry forms for the notice board, applicable rules, draw for tee times, arrangement of prizes, and ruling in any disputes.

### **12. The Committee Secretary.**

The Committee Secretary will be an officer or member of the Club and Committee whose responsibilities will include the taking of minutes at all meetings of the Committee and making these available for reading by the members. In collaboration with the President and Joint Captains, the Committee Secretary will also be responsible for the arrangement of all General meetings of the Club including appropriate notices to members, collection of nominations, issuing and collection of slips, counting and reporting on any votes as well as the destruction of counted slips.

### **13. Minutes of Committee Meetings.**

In the absence at the meeting of the Committee Secretary, the Chair of the meeting shall appoint one of the members present to take the minutes.

The draft minutes must be available for distribution to Committee members not later than 14 days following such meeting

The approved minutes of all Committee meetings shall be held in the Club office. The members of the Club can request copies of the minutes at no cost to themselves.

The minutes and procedures under Clause 27 shall not be made available until such time as all procedures under that clause have been completed.

The minutes of the preceding Committee meeting must be approved at the next meeting of the Committee. In the event of an objection to these minutes then any minute which is the subject of such objection, shall be voted on and passed if approved by a majority of Committee members present. The names of Committee members objecting and their reasons for so doing shall be recorded in the minutes.

#### **14. Liaison of the Committee with the EPGC SAU Board of Directors.**

One or both of the Joint Captains can attend any management or Board meeting of EPGC SAU in whole or in part subject to being invited to do so by the Chairman of EPGC SAU. Their presence at the meetings would ensure that bilateral discussions on matters of concern to both the Board and Club Committee take place on a regular basis and thereby would help to maintain optimum communication between the two groups. The minutes of Committee meetings will be made available to the Directors not later than seven days prior to the meeting.

#### **15. Election of Committee members.**

Three members shall be elected to the Committee at a Club AGM. In order to provide continuity, once elected they will serve on the Committee for a maximum term of three years after which they must stand down or seek re-election.

#### **16. Mode of Election of Committee members.**

Any two members of the Club may nominate another member for the Committee subject to the member's signed acceptance. Written notice of such nomination must reach the Committee Secretary at least 30 days before the Club AGM. After this date, no further nominations will be accepted unless; at the date of the Club AGM there are insufficient nominations to fill the vacancies for Committee members. Under these circumstances, all the prior nominations will be automatically elected to the Club Committee and further nominations for the remaining vacancies will then be taken from those members present at the Club AGM. If the number of further nominations equals the number of vacancies, then all the further nominees will also be automatically elected to the Club Committee. If, however, the number of further nominees exceeds the number of vacancies, then the further nominees will be voted upon by a show of hands. No poll will be taken even if requested and no proxy votes will be allowed for the election of Committee members.

All prior nominations will be posted in the clubhouse with the names of their proposers and seconders. This information will also be incorporated in the forms, which will be sent to all members along with the notice of the Club AGM. Members may vote for up to the total number of vacancies available as shown on the forms and return their forms duly signed to the Committee Secretary to arrive by post, e-mail or fax no later than seven days before the date of the Club AGM.

Any member who has been suspended from the Club as a result of disciplinary action brought under rule 28 will not be eligible to stand for election to the Committee or be co-opted to the Committee or serve on a Club sub-Committee for a period of three years from the end of the period of suspension.

Any Committee member who has been removed from the Committee as a result of action brought under Rule 18 (c) or (d) will not be eligible to stand for re-election to the Committee or be co-opted to the Committee or serve on a Club sub-Committee for a period of three years from the time of removal.

#### **17. Disqualification and Removal of Committee Members.**

A Committee member's position shall be vacated if

- a. They cease to be a member of the Club,
- b. They resign their office by notice to the Club, subject to the provisions of Rules 10.2.2 and 10.2.3 which shall take precedence
- c. They do not attend Committee meetings for a period of three months without prior permission and the Committee resolve that their office be vacated,
- d. They act in a manner prejudicial to the best interests of the Club as decided by the Committee and the Committee resolve that their office be vacated.

#### **18. Sub-Committees.**

The Joint Captains shall be able to co-opt members to serve on any sub-committees as they deem appropriate for the efficient running of the Club. Any person chairing a permanent sub-committee shall have the right to co-opt any eligible member to serve on their sub-committee and may nominate a member of such permanent sub-committee to attend Club Committee meetings on their behalf, but only when they themselves are unable to do so.

The Joint Captains shall appoint a member to act as the Members Course Committee (MCC) Secretary during each year and such secretary shall report to the Committee on greens issues. The MCC shall be composed of the appointed Secretary, Handicaps and

Competitions Secretary, Greens Liaison Officer, a members Representative of each of the Men's and Ladies Sub Committees and 2 other co-opted members.

### **19. The Annual General Meeting of the members' Club (Club AGM).**

The Club AGM for election of members to the Committee, revising of the rules and other general matters shall be held on the Wednesday of the Spring Week Competition each year. The date of that competition will be decided by the Committee, but will commence on the last Sunday in April, or exceptionally on the first Sunday in May.

### **20. At the Club AGM**

There are three methods of voting at a Club AGM, which are as follows:

**a.** Postal, e-mailed or faxed papers sent to and received back from members of the Club at least seven days before the Club AGM

These are used and valid for the election of members to the Committee. Proxy votes are not allowed for this purpose.

**b.** Show of hands of members present at the meeting.

This is the normal way of voting on resolutions, proposals and recommendations etc. but it is, of course, restricted to the members present at the meeting.

**c.** A poll.

In response to a demand for a poll, by two or more members papers have to be handed out at the meeting then collected and counted. In addition, the results of any proxy votes, which have been received, are also added to the final figures.

The procedure at any General Meeting is as follows: -

Before the start of any Club AGM or Extraordinary General Meeting (Club EGM) all persons attending will be checked in with their membership number and current membership status and all proxy votes, in writing and duly signed, should be handed in to the Committee Secretary. At any General Meeting, a resolution or recommendation put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded either before a show of hands or on declaration of the result of the show of hands such poll being requested by at least two members. A declaration by the Chairman that a resolution has been carried or lost shall be recorded in the minutes of the meeting. In the event of a tied vote, the Chairman can exercise a casting vote on subjects, which only require a simple majority in order to be accepted.

### **21. Extraordinary General Meetings. (Club EGM)**

A Club EGM may be called at any time by the Committee or by a written petition sent to the Committee and signed by at least 50 of the current members of the Club. Such

petition must state the resolution(s) to be laid before the meeting. The date for the Club EGM will be set within two months of the receipt of the petition. Twenty-one days' notice of such a General Meeting, specifying the business to be transacted thereat, shall be sent to every member. Notifications of the EGM can be sent by post or email and if posted they will be deemed delivered 24 hours after posting. Rules on the chairman and the forming of a quorum for such a meeting are as for the Club AGM.

## **22. Membership of the Golf Club.**

The following provisions relating to membership of the Club shall apply.

**22.1** Only individuals may be members of the Club. A member is any person who has paid the

relevant subscription for their membership classification for the current year and honorary

members.

**22.2** Honorary members may from time to time be elected to the Club on the recommendation of the Members Club Committee, subject to the approval of the Board of EPGC SAU and ratification at a Club AGM.

### **22.3 Junior, Student and Transitional Membership**

The Committee in consultation with the Board of EPGC SAU shall determine the conditions under which persons in these categories may play golf at El Paraiso and participate in Club Competitions and activities from time to time.

**22.4** The only members, in addition to honorary members, who may vote at general meetings, who may be elected to the Committee or who may be elected as an officer of the Club shall be:

**a.** EPGH shareholders who are Club members.

**b.** Life annual members.

**c.** Annual members and Introductory members who pay a subscription entitling them to unlimited golf; and in each case, who have paid their annual membership fees as required by the relevant date.

**22.5** Application for membership of the Club (in any category of membership) shall not entitle any person to become a member. The grant of membership is in all cases:

**(a)** at the discretion of the Board of EPGC SAU in consultation with the Committee which shall not be required to give reasons for its refusal of membership; and

**(b)** subject to due payment of the fees applicable to the category of membership granted save in the case of officers or members not required by these Rules to pay

subscriptions & subject to the period of grace provided for in the case of annual memberships by clause 23 below.

(c) subject to the provisions of these Rules.

### **23. Payment of Membership Subscriptions.**

Annual fees (of whatever category) are due on the 1st of January each year. No member may play on the course until their subscription has been paid. Where a subscription has been stated to be able to be paid in two instalments, payment of the full amount of the first instalment will entitle the member to play on the course. Where the second instalment has not been paid by 1st July, the member will not be permitted to play on the course until payment has been made.

In the event of no payment being received by 1st February, a ten per cent surcharge will be applied and a final reminder will be sent to the member's address, which is recorded in the Club's membership records. Where the member has provided an e-mail address, this will be used for this purpose.

If payment has not been received by the 1st of March, the membership will be terminated. A member wishing to continue in membership will have to make a new application for one of the forms of membership then available and will be required to pay any current joining or re-joining fee. In exceptional circumstances the Board of EPGC SAU may agree to waive any current joining or re-joining fee payable following termination of membership under this rule.

An EPGC full annual or full life member who has applied for overseas membership shall pay the first instalment of their full subscription as the subscription due by the 1st of January. If the application for overseas membership is successful, the Club will refund any excess amount paid within 28 days of the notification of the result. If it is not successful, the applicant must give notice in writing to the Club within 28 days of the notification as to whether the member will wish to terminate their membership at the 1st of July. In that event the second instalment of the subscription will be waived.

### **24. Loss of membership rights.**

In the event that a person ceases to be a member of the Club for any reason whatsoever, they shall cease to have any rights or claims as a member in or in relation to the Club or any of its property or funds (including any part of their membership fee or entrance fee paid to EPGC) whatsoever.

### **25. Communication of the Committee with members.**

Members wishing to communicate with the Committee should do so in writing or email addressed to the Committee Secretary who will direct the letter or email to the appropriate Committee member for action. Members' letters or emails will be

discussed at the first available Committee meeting and a written response on the decision of the Committee forwarded within fourteen days of that Committee meeting.

#### **26. Members Handicap.**

The Handicap Secretary in accordance with the current rules of the Spanish Golf Federation determines a member's handicap.

#### **27. Disciplinary procedure.**

All disciplinary procedures shall be conducted in accordance with the EPGC Code of Conduct as varied from time to time

#### **28. Guests.**

The member may introduce guests into the Club provided that they have a current handicap certificate, if entered into an official Club competition in which a guest is permitted to participate. The member thereby accepts responsibility for their guest and must play with him/her unless they are both entered into a Club competition.

An individual guest may only be introduced on a reduced fee basis for a maximum of ten rounds per year in total irrespective of how many members introduce the guest.

#### **29. Course care, etiquette, and local rules.**

All members, and any guests they introduce, are required to take good care of the golf course, show good course etiquette, and abide by all local rules. This rule also applies to visitors.

#### **30. Changes to the Club Rules.**

These Rules can only be changed at a Club EGM or at the Club AGM and seventy per cent of the votes cast must be in favour of any change.

The Committee may propose an alteration of these rules. In addition, any two members entitled to vote at a general meeting may propose an alteration of these rules by written notice to the Committee Secretary received at least thirty-five days before a Club EGM or Club AGM.

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