



# Statutes Golfclub Wylihof

## I. Purpose

### Art. 1 Name and purpose

Under the name Golfclub Wylihof (GCW) exists an association within the meaning of Art. 60 ZGB with its registered office in Deitingen/SO for the purpose of promoting golf, sport in general and, in cooperation with Wylihof Golf AG (WGA), the operation of a golf course in Deitingen/SO.

## II. Membership

### Art. 2 Members

The Wylihof Golf Club has the following membership categories:

- 2.1 Honorary members
- 2.2 Active members
- 2.3 Active members A1 / leaseholder
- 2.4 Company members
  
- 2.5 Temporary members
- 2.6 Trial members
- 2.7 Young members
- 2.8 Newcomers / students
- 2.9 Juniors
- 2.10 Cadets
- 2.11 Kids

Art. 2.1 Honorary members of the Wylihof Golfclub can only be natural persons who have rendered outstanding services to the golf club. They have the rights of active members but are exempt from the annual dues. The honorary membership expires with written waiver of the rightful owner or in case of death of the same.

Art. 2.2 Active members are members aged at least 36 years. You are fully entitled to play within the framework of the membership agreement with Wylihof Golf AG (WGA) and the statutes, regulations and instructions of the golf club. They will be registered with the Swiss Golf Association if they are not already registered as members of another golf club.

Art. 2.3 Active membership A1 refers to those memberships that have been acquired on the occasion of corresponding actions by existing members (shareholders).

Owners of A1 membership enjoy the following special benefits:

- The A1 entitlement to play can be suspended at no cost or leased to another person determined by the owner without any costs.
- The A1 membership can be sold by the owner once to a Person determined by him. This person becomes an active member or a company member in accordance with the present statutes. The active membership A1 will therefore expire with the sale.

Both in the case of leasing the A1 entitlement to play as well as in the case of the sale a membership A1, Art. 3 shall be subject to this provision.

The person entitled to play (tenant) has the same rights and obligations as the company members.

The owner is liable to the Golfclub Wylihof and Wylihof Golf AG for all financial obligations arising from the entitlement to play, even in the event of leasing. The leaseholder is jointly and severally liable with him.

Art. 2.4 Company members can only be legal entities, permanent partnerships and sole proprietorships. Company memberships are equivalent to active membership. The person designated by the company owner is entitled to vote. The company membership includes an entitlement to play for one person. The person entitled to play must be notified to the Executive Board in writing and on a daily basis by the beginning of November of the previous year. The company member is liable for the financial obligations of the nominated person vis-à-vis Wylihof Golf AG and the Golfclub Wylihof (e. g. annual fee). It is not possible to change the person entitled to play within one year.

Art. 2.5 Temporary members are admitted to the Golfclub at the request of Wylihof Golf AG (WGA) and have the full rights and obligations of the full active members during the duration of their direct professional relationship (employee relationship) with Wylihof Golf AG (WGA).

Their membership automatically expires due to a notification from Wylihof AG, according to which Wylihof Golf AG withdraws or does not renew the entitlement granted to the temporary member.

Art. 2.6 Trial members may be admitted to play for a maximum of one year. They pay an annual fee to be determined by the Board of Directors of the WGA and the club dues determined by the GCW and are not entitled to vote. They do not need to have a lease or share.

Art. 2.7 Young members are shareholders or tenants between the ages of 31 and 35. They pay a lower annual fee to be determined by the BoD and the WGA as well as the club fee to be determined by the GCW.

Art. 2.8 Newcomers are active members between the age of 22 and 30 years. They do not have to be shareholders or tenants and pay reduced contributions to be determined by the WGA and the GCW. As club members, they are entitled to vote.

Students among the newcomers, who can prove that they are studying full-time at a university or a comparable institution, have the same rights but pay a further reduction in their annual fee.

- Art. 2.9 Juniors are members between the age of 17 and 21. They are not entitled to vote. They pay the fees to be determined by the WGA and the GCW.
- Art. 2.10 Cadets are members between the age of 11 – 16 years. They are not entitled to vote. They pay the fees to be determined by the WGA and the GCW.
- Art. 2.11 Kids are members up to the age of 10. They are not entitled to vote. They pay the fees to be determined by the WGA and the GCW.
- Art. 2.12 All age details refer to the calendar year and not to the birthday.

Art. 3 Admission

The admission of members is always carried out by the board on the basis of the applications received.

The application for admission with references will be examined by the managing director. If the application meets all requirements (particularly in the case of godparents and impeccable reputation), the membership agreement between Wylihof Golf AG and the applicant is concluded. In case of doubt, the managing director will forward the application to the board of directors for a final decision.

The prerequisite for staying at Golfclub Wylihof is the fulfilment of the financial obligations entered into by the membership contract (club fee, annual fee and other contractually agreed fees), the respect of the statutes, regulations and instructions of the golf club as well as the rules and the label including dress code.

These principles also apply in the event of the sale of a membership as well as in the case of the appointment of a person (tenant) entitled to play in connection with an A1 active membership.

Art. 4 Transfer

Transfer from one category to another is possible if the corresponding requirements are met.

Art. 5 Resignation

The resignation of a shareholder member can only take place with simultaneous sale of the membership (shares of WGA). Article 13 of the membership contract applies.

In the event of an inheritance or liquidation of a legal entity, Article 14 of the membership agreement applies.

For members who have not signed the new membership agreement with the free tradability of the shares (against renunciation of the loan) in 2001, their existing membership agreement still applies (no free tradability of the shares).

Art. 6 Closure, exclusion and other sanctions

At the request of the managing director, one of his members, the WGA or of five members with voting rights, the executive board is entitled to issue warnings to members who violate statutes, regulations, directives or etiquette, and to dispose of a blockade until the end of a season. Legal hearing must be protected.

In the event of such violations, the managing director is entitled to issue warnings on his own initiative.

These decisions of the board of directors and the managing director are final and cannot be taken further.

At the request of a member of the Board, the WGA or five voting members, the Board of Directors shall decide on requests for expulsion from members in the first instance.

The member concerned shall be granted the right to be heard.

Exclusion decisions are to be opened to the member concerned in writing, with a brief statement of reasons.

Exclusion decisions may be taken by the WGA and the member concerned within 30 days of notification of the decision to the next general meeting. The onward movement (recourse) has no suspensive effect. The General Assembly of Members makes a final decision. A further move is excluded. The files of the proceedings and the decision of the board are made available for inspection by the voting members 10 days before the handling of the case by the general meeting in the club secretariat.

Applications by the WGA for expulsion due to a breach of the member's financial obligation are binding on the GCW. In this case it is not possible to move on to the general meeting.

With the expulsion any entitlement to play in the Wylihof ends.

Art. 7 Claims of the excluded member

The excluded member is not entitled to the assets of the club. The annual fee of the WGA and the club dues for the current season will not be refunded.

In the event of expulsion, the rules of the membership agreement (Articles 16 and 17) on the expiry of membership apply.

These principles also apply to persons entitled to play in connection with membership A1.

Art. 8 Suspension of membership

In cases of hardship (illness, longer stays abroad, etc.), the BoD of the WGA may suspend membership for up to one year at the request of the Board of Directors upon written application by the member with the corresponding documents (physician's certificate, etc.). For important reasons, this suspension can be extended by a further year at most. During this period, the member shall pay an appropriate annual fee to be determined by the BoD.

A1 shareholders retain the right to suspend their membership on a free decision and without cost.

Art. 9 Club dues, annual dues and liability of members

Club dues are determined annually by the general meeting. The association's assets are exclusively liable for the liabilities of the association. Any personal liability of the members for the association's liabilities is excluded, as is an obligation to pay additional contributions in addition to the club's dues.

The annual fees for the individual member categories are determined by the Board of Directors of the WGA.

Art. 10 Organs

The organs of the association are:

- a) General Assembly
- b) Executive Board
- c) Control authority

a) Mitgliederversammlung

Art. 11 competences

The General Assembly of Members is entitled to decide on the following matters:

- a) Approval of the protocol of ordinary and extraordinary members' meetings.
- b) Receipt of the club president's annual report.
- c) Acceptance of the annual financial statements, the report of the auditing authority and discharge of the Management Board.
- d) Decide on the club's next annual budget.
- e) Determination of the annual club fee.
- f) Election of at least three and at most eight members of the Board of Directors, as well as the members of the Auditors,
- g) Election of the club president (from among the elected board members).
- h) Transactions which are submitted to the General Assembly for resolution at the request of two members of the Board.
- i) Appeal decisions against rulings pursuant to Art. 6
- k) Proposals submitted in writing by 25 members to the Board of Directors for the attention of the Ordinary General Meeting by 31 January.
- l) Transactions which, by virtue of other provisions of the Articles of Association, comply with the resolution of the reserved for the General Assembly of Members.

Art. 12 Meeting of members

The regular meeting of members is held annually in spring.

Extraordinary meetings of the members will be convened by the board, as far as business exists, which is to be dealt with and decided by the general meeting.

The convening of extraordinary general meetings may also be requested in writing from 50 members with voting rights, stating the items on the agenda of the board.

Art. 13 Invitations to the meeting of members

Invitations to the meeting of members are issued in writing, stating the place and time as well as the agenda items to be dealt with. Invitations must be sent to members at least 20 days prior to the meeting to the member's last address provided to the club.

The annual reports, the annual accounts and the budget for the following financial year must be enclosed with the invitations to the ordinary general meeting.

Art. 14 Meeting and protokoll keeping

General assemblies are chaired by the club president and, if the president dies, by his or her alternate.

Minutes are kept of the meetings of the general meeting. The minute-taker is determined by the meeting.

For the determination of the voting and election results, the vote counters are determined by the meeting from among the members entitled to vote.

Art. 15 Right to vote

Each member has one vote at the general meeting, with the exception of the following categories: Taster members, juniors and cadets.

In dealing with business transactions and in elections, the provisions on outstanding accounts pursuant to Art. 68 Swiss Civil Code (ZGB) must be observed.

Art. 16 Voting mode

In the case of factual transactions and elections, votes are generally taken openly, unless the Executive Board or 15 voting members present at the meeting require secret ballots.

Art. 17 Specialist business

A resolution is reached when half of the stimuli given plus one are combined. Blank and invalid votes will not be taken into account.

Art. 18 Votes

Elected is the person who achieved the absolute majority in the first ballot.

Art. 19 Second votes

If an election is not possible in the first ballot due to a lack of an absolute majority, a second ballot shall be held in which the relative majority shall apply.

In the event of an equal number of votes, the decision shall be made by lot.

b) The Board of Directors

Art. 20 Composition and Election

The Executive Board consists of three to a maximum of eight members.

The election of the board members by the general meeting takes place for a term of office of three years. Re-election is permissible.

If substitute elections are held during the current term of office, the newly elected serve the term of office of their predecessors.

Art. 21 Constitution

The president is elected by the general meeting.

The remaining Board of Directors is self-constituting.

Art. 22 Responsibilities

Within the framework of the cooperation agreement with the WGA, the Board of Directors is responsible for the management of the club (club life and game operations). It decides on all matters which are not reserved for the general meeting under the articles of association. The board is also responsible for the club's accounting.

The Executive Board concludes a cooperation agreement with WGA.

The Board of Directors may delegate special tasks to individual or several members as well as to third parties for special tasks and thereby determine their competences.

Art. 23 Representation of the Club

The legally binding signature shall be carried by the club president or vice president together with another member of the board.

The Board of Directors is entitled to appoint further authorised signatories.

Art. 24 Convening of the board meetings

The board meetings shall be convened by the club president, indicating the main items on the agenda, usually ten days before the meeting.

Meetings duly convened are quorate if at least half of the members of the Executive Board are present or represented.

Art. 25 Chairmanship of the board meetings

Board meetings shall be chaired by the club president, or by the vice president if he is prevented from attending, or by another member of the board if he is prevented from attending.

Minutes of the negotiations and resolutions shall be taken, which shall be signed by the Chairman and the minute-taker - who is appointed by the Board and does not have to be a member of the Board - and shall be sent to all members of the Board as soon as possible.

The minutes are deemed approved if they are not objected to at the next board meeting.

Art. 26 Quorum for resolutions and elections

All resolutions and elections require a majority of the votes cast. In the event of a tie, the Chairman has the casting vote.

Art. 27 Voting mode

The right to vote as well as the mode of election and voting in the board of directors is governed by the statutory regulations applicable to the general meeting.

Art. 28 Accounting (club treasury)

The accounts shall be kept by a member of the Board or a third party to be determined by the Board.

The members of the Board of Management are entitled to inspect the accounts and their supporting documents at any time.

Art. 29 Treatment of applications for admission

The board can obtain information from the godparents or third parties for the processing of the application, which is to be treated confidentially.

The rejection of an application is made without giving reasons. It's final.

Art. 30 Treatment of measures in accordance with Article 6

The Executive Board also deals with cases of objectionable conduct on the part of members pursuant to Art. 6.

After reviewing the objections and after hearing the member, the Board is authorised to decide on the measures provided for therein.

It also deals in the first instance with applications for the expulsion of members from the golf club. He shall determine the procedure to be followed for the review of the individual case, which may be carried out orally or in writing.

In any case, the member concerned shall be heard.

c) The Control Authority

Art. 31 Composition

The Audit Office consists of two members who are elected by the General Assembly for a three-year term of office and are eligible for re-election.

Art. 32 Relinquishment

The audit office is responsible for auditing the club's accounts, annual accounts and budget.

The control body shall submit a written report to the general meeting, and it may also supplement it orally at the general meeting and answer any questions addressed to the control body from the members' meeting.

### III. General information

Art. 33 Club year

The association year coincides with the calendar year.

Art. 34 Amendments to the Articles of Association

Changes to the statutes can be made by the general meeting, whereby a majority of 2/3 of the members who are present and entitled to vote is required to pass a resolution.

With regard to the partnership relationship with the WGA, the draft of the new Articles of Association drawn up by the Board of Directors or, if it originates from the members, its draft, shall be submitted to the Board of Directors of the WGA for information and comment before forwarding it to the General Assembly of Members. Any proposals for amendments to the draft by the WGA Board of Directors must be brought to the attention of the General Assembly together with the proposal of the Board of Directors.

The Board of Directors of the WGA may submit its own proposals for changes to the General Assembly.



Art. 35 Dissolution

The dissolution of the association can be decided by a general meeting, if a majority of 3/4 of the members entitled to vote agrees to the dissolution.

The assets of the golf club remaining after payment of all liabilities are to be used for the purposes of golf sport promotion according to the resolutions of the general meeting or to be transferred to organisations which deal with the promotion of golf sport for a specific purpose.

The execution of the resolutions of the general meeting is the task of the board.

Art. 36 Coming into force

These statutes were adopted at the founding meeting on 2 November 1993. Amendments to these statutes were made at the general meetings of 31 May 1996, 27 April 2001 and 11 March 2011.

Deitingen, 5<sup>th</sup> April 2014



René Misteli  
President



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