

# **NEW ZEALAND GOLF CONSTITUTION**

## **RULES OF NEW ZEALAND GOLF INCORPORATED**

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# **PART 1 – PRELIMINARY**

## **1 NAME**

- 1.1 The name of the Association is “**NEW ZEALAND GOLF INCORPORATED**” (“NZ Golf”).

## **2 REGISTERED OFFICE**

- 2.1 The registered office and headquarters of NZ Golf shall be Level 1, 1 Pupuke Road, Takapuna, Auckland (or such other place as the Board shall from time to time decide).

## **3 INTERPRETATION**

- 3.1 In these Rules, unless the context requires otherwise:

“**Act**” means the Incorporated Societies Act 1908;

“**Affiliate Member**” means a Club, Course or Training Facility affiliated to the Association under Rule 8;

“**Annual General Meeting**” means the annual general meeting of the Association convened pursuant to Rule 16.2;

“**Association**” means New Zealand Golf Incorporated;

“**Board**” means the Board of Directors of the Association constituted under Part 4;

“**Business Day**” means any day in New Zealand other than:

- (a) Saturday, Sunday, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s Birthday, Labour Day, Waitangi Day and the anniversary of a province or the day locally observed as that day; and
- (b) A day in the period commencing with the 24<sup>th</sup> day of December in any year, and ending with the 5<sup>th</sup> day of January in the following year;

“**By-laws**” means the by-laws of the Association issued by the Board pursuant to Rule 36;

“**Chairman**” means the chairman for General Meetings referred to in Rule 18.1;

**“Chief Executive”** means the Chief Executive of the Association appointed under Rule 29;

**“Club”** means a golf club whose name is entered in the Register;

**“Combined District Association”** means a District Association, within the meaning of Rule 7, comprised of both males and females;

**“Conflict of Interests Register”** means the register referred to in Rule 43.2 and required to be maintained by the Chief Executive pursuant to Rule 32.1;

**“Course”** means a golf course that has its name entered in the Register;

**“Delegate”** means the person nominated by a Member to represent it at General Meetings and New Zealand Golf Forums from time to time, as notified to the Chief Executive pursuant to Rule 21.6;

**“Director”** means a member of the Board, other than the Chief Executive or President, elected or appointed in accordance with the provisions of Rule 24;

**“Director Postal Vote Date”** means 30 November in every year;

**“Director Postal Vote Form”** means the form provided by the Chief Executive for the purposes of casting a vote in respect of the election of Directors pursuant to the provisions of Rule 24;

**“District Association”** means a District Association referred to in Rule 7;

**“General Meeting”** means either an Annual General Meeting or a Special General Meeting of the Association convened pursuant to Rule 16 and Rule 22 respectively;

**“Levy Postal Vote Date”** means 29 September in any year that the Board recommends a change to the annual levy and/or the imposition of a special levy under Rule 33.3(a), or such earlier date determined by the Chief Executive and advised to Members;

**“Levy Postal Vote Form”** means the form provided by the Chief Executive for the purposes of casting a vote in respect of a recommendation by the Board under Rule 33.3(a) to alter the annual levy and/or impose a special levy;

**“Life Member”** has the meaning ascribed to it in Rule 9;

**“Member”** means a District Association admitted to membership pursuant to Rule 6.1;

**“Men’s District Association”** means a District Association, within the meaning of Rule 7 that is comprised solely of males;

**“New Zealand Golf Forums”** means the meetings convened pursuant to Rule 7.3;

**“NZ Golf Club, Golf Course and Training Facility Affiliation Regulations”** means the NZ Golf Club, Golf Course and Training Facility Affiliation Regulations relating to golf clubs, golf courses and golf training facilities approved by the Board from time to time in consultation with the Members;

**“Objects”** means the objects of the Association referred to in Rule 4;

**“Officer”** means an officer of the Association in terms of Rule 20;

**“Patron”** means the person elected as Patron of the Association from time to time;

**“President”** means the president of the Association elected pursuant to Rule 20;

**“Register”** means the Register of Affiliate Members under Rule 30;

**“Regulations”** means regulations made by the Board pursuant to Rule 36;

**“Rule(s)”** means the Rules of NZ Golf;

**“Rules of Golf”** means:

- (a) Rules of Golf as approved by R & A Rules Limited;
- (b) Decisions on the Rules of Golf by R & A Rules Limited; and
- (c) The Rules of Amateur Status, and decisions on those rules, as approved and issued by R & A Rules Limited; and
- (d) rulings, interpretations and decisions promulgated in relation to local conditions by the Association;

**“Schedule”** means the schedule referred to in Rule 6.2;

**“Special General Meeting”** means a special general meeting of the Association convened pursuant to Rule 22;

**“Statement of Account”** means the Statement of Account submitted to Members at Annual General Meetings in accordance with Rule 37.3;

**“Term”** means a period of three (3) years;

**“Training Facility”** means a golf training facility that has its name entered in the Register;

**“Transitional Provisions”** means those provisions in Rule 50;

**“Women’s District Association”** means a District Association, within the meaning of Rule 7 that is comprised solely of females.

## 4 OBJECTS

### 4.1 The Objects of the Association are:

- (a) To foster, promote and control the game of golf as played and enjoyed by both women and men of all playing levels and ages;
- (b) To manage and be responsible for the administration of golf in New Zealand;
- (c) To affiliate with and be bound by the rules of the ruling bodies of the game of golf and their respective successors and/or any other international golf organisations the membership of which the Board deems to be in the best interests of the Association;
- (d) To establish and promulgate rules, playing conditions and regulations for the playing of golf in New Zealand;
- (e) To be bound by the laws of golf published from time to time by the R & A Rules Limited subject to such rules, playing conditions, regulations and experimental laws approved and laid down by the Association from time to time;
- (f) To act as the delegate of R & A Rules Limited and as the governing body of golf in New Zealand in the administration, interpretation and enforcement of the Rules of Golf and the Rules of Amateur Status as approved from time to time by R & A Rules Limited and to empower Members to do all such things as shall from time to time be determined in the discharge by it of its powers, duties and rights as such a governing body;
- (g) To promote the importance of the Rules of Golf, the Rules of Amateur Status and education to bodies involved in golf;
- (h) To keep a register of all Clubs, Courses and Training Facilities in New Zealand and such other registers relating to golf clubs, golf courses, training facilities and players as are specified under these Rules or constituted by the Board from time to time;
- (i) To consider and adjudicate upon all disputes between Members of the Association and all matters, whether of misconduct or otherwise arising out of the playing, control, organisation or administration of the game of golf in New Zealand;
- (j) To formulate a New Zealand course rating system and operate and maintain a scheme that secures uniformity in the

handicapping of all New Zealand golfers based on such course rating system;

- (k) To initiate and control golf competitions and representative matches;
- (l) To arrange matches in New Zealand and overseas between teams representing New Zealand and teams representing other countries or states and to select and control teams representing New Zealand in such matches;
- (m) To encourage the improvement of the playing surfaces of New Zealand golf courses and to seek and obtain improved facilities for the enjoyment of golf generally;
- (n) To encourage the playing of golf free from the use of drugs;
- (o) To use and protect the intellectual property of the Association;
- (p) To strive for and maintain government, commercial and public recognition of the Association as the authority for golf in New Zealand; and
- (q) To assist with the provision of coaching programmes for players.

## **5 POWERS**

5.1 The Association has the power to do all things necessary, desirable or convenient for the promotion of its Objects and in particular, to:

- (a) Provide means for properly conducting, controlling and carrying on the game of golf and regulating the conduct of players and to penalise any person who may breach any code of conduct laid down by the Association and if necessary to implement a code of conduct to regulate the same;
- (b) Purchase, take or lease, hire or otherwise acquire and hold real and personal property, rights and privileges which the Association may think necessary for the attainment of any of its Objects or generally promoting, carrying on and fostering the game of golf;
- (c) Sell, lease, mortgage, charge or otherwise dispose of any of the property of the Association and to grant such rights and privileges thereover in such manner as the Board may from time to time deem necessary and proper;
- (d) Construct, maintain and alter any buildings, facilities, golf courses, conveniences or works necessary or convenient for the



purposes of, or which seem likely to advance, the Association and the game of golf in New Zealand;

- (e) Control and raise money, including the power to borrow money by way of Bank overdraft or otherwise for the purposes of the Association, and to secure the payment thereof by way of mortgage or charge over all or any part of the real or personal property of the Association, or by debenture or bonds payable to bearer or otherwise, and either secured by mortgage in favour of Trustees or otherwise;
- (f) Raise money by subscriptions, levies, gate charges or otherwise and to invest the funds of the Association upon such securities and upon such terms and conditions as may from time to time be determined by the Board;
- (g) Take any gift of property whether subject to any special trust or not for any one or more of the Objects of the Association, provided the Association shall only deal with any such trusts in such manner as is allowed by law;
- (h) Enter into any contract, agreement or arrangement with any person or body;
- (i) Invest, lend or deal with money not immediately required for the purposes of the Association as the Board may determine from time to time;
- (j) Lend money to a Member or Affiliate Member with or without security on such terms and conditions as the Board may determine;
- (k) Exercise discipline over persons who participate either as players or officials in any golfing event or activity which is under the control of the Association;
- (l) Give rulings as to the application and interpretation of the Rules of Golf and restore the amateur status of any golfer on being satisfied that restoration is justified;
- (m) Make regulations and by-laws for the government, control and management of the Association and to establish and maintain an effective management system in order to implement the Objects of the Association;

- (n) Implement drug sampling and testing measures, and apply penalties for doping infractions in accordance with any drugs or doping policy issued by the Association from time to time;
- (o) Affiliate to other organisations in furtherance of the Objects of the Association, in particular, but not limited to, the International Golf Federation, the Asia Pacific Golf Confederation and the NZ National Olympic Committee;
- (p) Print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer system or software package that the Association may think desirable for the promotion of its Objects;
- (q) Produce, develop, create, licence and otherwise exploit, use and protect intellectual property of the Association;
- (r) Enter into arrangements with any government or authority that are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Association, and to obtain rights, privileges and concessions from such government or authority and carry out, exercise and comply with any such rights, privileges and concessions; and
- (s) Generally do all things whatsoever for the benefit of golf which may be deemed expedient or which may be directly or indirectly incidental or ancillary to the Objects of the Association provided however that the foregoing Objects shall in no way limit the rights and powers conferred upon societies incorporated under the Act and its amendments.

## **PART 2 – THE ASSOCIATION**

### **6 MEMBERSHIP**

#### **TYPES OF MEMBERSHIP**

- 6.1 The membership of the Association shall as from the coming into force of these Rules consist of:
- (a) All District Associations listed in the Schedule hereto;
  - (b) All District Associations which the Board subsequently agrees to accept as Members in accordance with Rule 7;
  - (c) Affiliate Members within the meaning of Rule 8; and
  - (d) Life Members within the meaning in Rule 9.

#### **MEMBERS TO BE LISTED**

- 6.2 All Members under Rule 6.1(a) and 6.1(b) above shall be listed in a Schedule of Members in terms of the Schedule attached.
- 6.3 All Affiliate Members under Rule 6.1(c) shall be listed in the Register.
- 6.4 All Life Members under Rule 6.1(d) shall be listed in a separate register maintained by the Chief Executive.
- 6.5 Both the Schedule and the Register shall be kept up to date by the Chief Executive at all times.

#### **CHIEF EXECUTIVE TO MAKE REGISTER AVAILABLE ON REQUEST**

- 6.6 The Chief Executive shall make the Schedule and the Register available for inspection upon reasonable request.

### **7 DISTRICT ASSOCIATIONS**

#### **FORMATION OF A DISTRICT ASSOCIATION**

- 7.1 An association of golf clubs shall, for the purposes of these Rules, become a District Association where:
- (a) Not fewer than five golf clubs situated within a particular area of New Zealand form an incorporated association to represent the common interest of those golf clubs;
  - (b) The Board approves the rules of that association, including rules specifying the association's boundaries and in particular those boundaries relating to other District Associations; and

- (c) The Board has approved that association's application for membership of the Association.

#### **DISTRICT ASSOCIATION BOUNDARIES NOT TO CHANGE**

- 7.2 The boundaries of a District Association shall not be changed without the approval of the Board.

#### **NEW ZEALAND GOLF FORUMS**

- 7.3 A New Zealand Golf Forum of all Members shall be called by the Board at least twice annually for the purpose of discussing matters Members wish to raise with the Association generally. Members may, pursuant to a resolution passed by a majority of Delegates in attendance at any New Zealand Golf Forum, make recommendations to the Board for consideration by the Board at the next following meeting of the Board. The Board shall advise Members of the outcome of their discussions concerning all recommendations received pursuant to this Rule.

### **8 AFFILIATE MEMBERS**

- 8.1 A golf club, golf course or golf training facility (as defined in the NZ Golf Club, Golf Course and Training Facility Affiliation Regulations) may apply to the Chief Executive in the form approved by the Board to be affiliated to the Association and to have its name entered in the Register.
- 8.2 The applications referred to in Rules 8.1 shall include all information required by the Association together with undertakings that, if affiliation is approved and the golf club, golf course or golf training facility (whatever the case may be) is entered in the Register, the golf club, golf course or golf training facility (whatever the case may be) will:
  - (a) Pay all amounts payable or that become payable by the golf club, golf course or golf training facility as determined by the Association under these Rules from time to time;
  - (b) Comply with the Rules and all Regulations, decisions and By-laws of the Association lawfully applying to the golf club, golf course or golf training facility; and
  - (c) Be deemed to have renewed its affiliation to the Association annually unless it shall have been terminated for any reason during the previous year.
- 8.3 Where a golf club, golf course or golf training facility has applied to be affiliated in accordance with this Rule 8 and the application has been approved by the Board, the Chief Executive will enter the name of that golf

club, golf course or golf training facility (whatever the case may be) in the Register.

- 8.4 The NZ Golf Club, Golf Course and Training Facility Affiliation Regulations shall form part of the criteria that the Board will consider in deciding whether a golf club, golf course or golf training facility should be approved as an Affiliate Member. The other criteria shall be determined by the Board from time to time in the Board's sole, absolute and unfettered discretion.

#### **AFFILIATE MEMBER RIGHTS**

- 8.5 Affiliate Members shall be entitled to the benefits of affiliation as determined by the Board from time to time but shall not be entitled to attend any General Meetings of the Association or to vote.
- 8.6 Affiliate Members may be represented at General Meetings of the Association only by virtue of their membership of a District Association that is a Member of the Association.

#### **TERMINATION OF AFFILIATE MEMBERSHIP**

- 8.7 An Affiliate Member shall cease to be an Affiliate Member of the Association where:
- (a) The Affiliate Member requests the Association in writing, addressed to the Chief Executive, to remove its name from the Register; or
  - (b) The Board resolves to remove the name of the Affiliate Member from the Register following suspension pursuant to Rule 15; or
  - (c) A District Association notifies the Chief Executive that the Club or Course (whatever the case may be) has been expelled from, or has resigned from that District Association; or
  - (d) An Affiliate Member has been wound up.
- 8.8 Any Affiliate Member that resigns under Rule 8.7(a) shall remain liable to the Association for all moneys owing and unpaid at the date of resignation.
- 8.9 Before any resolution of the Board to remove the name of an Affiliate Member from the Register is put to the vote, the Affiliate Member shall be given the opportunity to be heard.
- 8.10 An Affiliate Member that ceases to be an Affiliate Member for whatever reason shall forfeit all right in and claim upon the Association and its property including intellectual property for the duration of the suspension.

8.11 Any Affiliate Member that ceases to be an Affiliate Member shall lose all rights to the services of the Association including but not limited to those services listed in Rule 8.

## **9 LIFE MEMBERSHIP**

### **BOARD MAY RECOMMEND LIFE MEMBERS**

9.1 The Board may recommend to a General Meeting of the Association any person, who has made an outstanding contribution to golf or golf administration within New Zealand for election as a Life Member of the Association.

### **MEMBERS MAY RECOMMEND LIFE MEMBERS**

9.2 Any Member may nominate to the Board any person for consideration as a Life Member.

### **LIFE MEMBERS RIGHTS**

9.3 A Life Member may attend any General Meeting of the Association and may take part in any discussion at such meeting but shall not be entitled to move or second motions or to vote.

### **REVOCATION OF LIFE MEMBERSHIP**

9.4 The membership of a Life Member may be revoked by a resolution passed by a majority of Members in General Meeting.

## **10 MEMBER ASSISTANCE**

### **ASSOCIATION MAY ASSIST MEMBERS**

10.1 The Association may in its absolute discretion act to assist any Member in whatever manner it considers appropriate if that Member experiences administrative, operational or financial difficulties.

## **11 OBLIGATIONS ON MEMBERS**

11.1 Each Member shall:

- (a) Adopt the Objects of the Association and adopt such rules as may reflect, and which are to the extent permitted or required by the Act in conformity with, these Rules;
- (b) Be incorporated under the Act;
- (c) Forward to the Association upon request details of its administrative committee, member Clubs, member Courses and

the name of the person who is currently the Delegate for the Member;

- (d) Subject to these Rules, appoint a Delegate to represent it at General Meetings of the Association and New Zealand Golf Forums;
- (e) Support the Association in the encouragement and promotion of its Objects;
- (f) Abide by these Rules; and
- (g) Be deemed to have renewed its membership to the Association annually unless it has ceased before the end of a year.

## **12 MEMBER CONSTITUTIONS**

### **COPIES OF MEMBER CONSTITUTIONS**

12.1 Each Member shall provide the Association with a copy of its constituent documents and all amendments to those documents.

12.2 Each Member shall ensure that its constituent documents (and all amendments to those documents) are consistent with the provisions of these Rules.

### **CHANGES TO MEMBER CONSTITUTIONS**

12.3 Where a provision in a Member's constituent documents is contrary to these Rules, the Member shall do all things necessary to amend its constituent documents so that they are consistent with the provisions of these Rules.

## **13 ANNUAL RETURNS BY MEMBERS**

13.1 The Board shall promulgate a form of annual return, to be submitted by each Member on an annual basis, containing such information as the Board may specify, including any changes to a Member's constitution or other constituent documents, the name of the person nominated as its Delegate to represent the Member at General Meetings and New Zealand Golf Forums for the time being, and any changes in its officials.

## **14 CESSATION OF MEMBERSHIP**

14.1 Any Member shall cease to be a Member of the Association:

- (a) By resignation by notice in writing to the Chief Executive, but shall remain liable to the Association for all moneys owing and unpaid at the date of resignation; or

- (b) By decision of the Board to suspend the Member (but having first given to the Member a right of audience) pursuant to Rule 15; or
- (c) Where a Member no longer complies with the minimum requirements of District Association membership under Rule 7.1; or
- (d) Where a majority voting in General Meeting (but having first given to the Member a right of audience) vote to expel a Member.

14.2 Any Member whose membership is suspended under Rule 14.1(b) hereof may appeal the decision pursuant to the appeal provisions in Rule 44.

14.3 A Member who is suspended for whatever reason shall forfeit all right in and claim upon the Association and its property including intellectual property for the duration of the suspension.

14.4 A Member's entitlement to be represented at General Meetings and New Zealand Golf Forums shall cease immediately upon the suspension of the Member and shall last for the duration of the suspension.

## **15 SUSPENSION FROM MEMBERSHIP**

15.1 The Board may, after due and proper inquiry, immediately suspend from membership of the Association for any period not exceeding twelve (12) months any Member or Affiliate Member who has infringed the Rules, Regulations or By-Laws of the Association or has been guilty of conduct which in the opinion of the Board is unbecoming of a Member or Affiliate Member or is prejudicial to the game of golf or to the interests of the Association.

15.2 The Board may, after due and proper inquiry, immediately suspend from membership any Member or Affiliate Member if the levy or fee payable by that Member or Affiliate Member for any financial year is unpaid three (3) months after the date fixed for payment, or if that Member or Affiliate Member has failed to meet a valid requirement of the Association within the time prescribed for satisfaction of that requirement, such suspension to remain in effect until the levy is paid or the requirement is met.

15.3 Any Member or Affiliate Member may appeal under Rule 44 against a suspension ordered under Rules 15.1 and 15.2.



## **PART 3 – GENERAL MEETINGS**

### **16 GENERAL MEETINGS**

- 16.1 A General Meeting of the Association shall consist of:
- (a) The Officers;
  - (b) The Life Members;
  - (c) The Delegates;
  - (d) The Board; and
  - (e) The Patron.
- 16.2 The Annual General Meeting of the Association shall be held annually at such time and place as the Board shall decide but not later than 30 April in each year. The Chief Executive shall give not less than thirty five (35) Business Days' written notice of date time and place of the meeting to all Members of the Association.
- 16.3 The Chief Executive shall also give written notice to all Members, either in the notice referred to in Rule 16.2 or by a separate written notice at least twenty (20) Business Days prior to the date of the meeting, of all business proposed to be brought before the meeting.
- 16.4 Any Member requiring any business to be discussed or any resolution to be considered at the Annual General Meeting shall give notice in writing to the Chief Executive of such business or such resolution no later than thirty (30) Business Days prior to the date fixed for the meeting.
- 16.5 The Chief Executive may invite any person to attend any General Meeting. Any person attending a General Meeting pursuant to this Rule shall not be entitled to speak without leave of the Chairman and shall not be entitled to vote.

### **17 ORDER OF BUSINESS**

- 17.1 The business of the Annual General Meeting shall be to:
- (a) Receive and adopt the Annual Report;
  - (b) Receive and adopt the audited Statement of Financial Performance and Statement of Financial Position for the previous financial year;

- (c) Elect the President; having due regard to the provisions in Rules 20 and 50;
- (d) Appoint an Auditor;
- (e) Consider any business or proposed resolution for constitutional changes of which notice has been given; and
- (f) Transact any general business of which notice has been given to the Chief Executive pursuant to Rule 16.4.

## **18 PROCEDURE AT GENERAL MEETINGS**

### **CHAIRMAN**

18.1 At all General Meetings the chair shall be taken by the President, but if the President is not present, able or willing to take the chair then the chairman of the Board will chair such meeting. If the chairman of the Board is not present, able or willing to take the chair then those present and entitled to vote shall elect a chairman for such meeting. That chairman shall remain in the chair until the arrival of the President if the President was not present at the meeting when the chairman of the Board took the chair or when a person was elected as the chairman for the meeting, whatever the case may be.

### **PERSONS ENTITLED TO SPEAK**

18.2 The President is entitled to attend, chair and speak at a General Meeting but shall not have the right to vote. Other persons entitled to be present at a General Meeting may speak to any motion or on any question of general business, except that a person present by invitation may speak only with the leave of the Chairman.

### **QUORUM**

18.3 At General Meetings of the Association a quorum shall be Members, represented by their Delegates, present having the power to exercise 55% of the total number of votes able to be cast at a General Meeting.

## **19 VOTING**

19.1 The Delegate for each Women's District Association and each Men's District Association shall each be entitled to one (1) vote. The Delegates for Combined District Associations shall be entitled to two (2) votes. No other person, including any Director, shall be entitled to vote at any meeting of the Association.

- 19.2 Subject to Rule 19.3, voting on a resolution before the meeting is to be on a show of hands.
- 19.3 Where a vote is taken on a show of hands, any Delegate may:
- (a) Before the declaration of the result; or
  - (b) Immediately after the declaration and before the meeting proceeds to other business;
- request a secret ballot.
- 19.4 Where a secret ballot is requested:
- (a) It is to be taken as the Chairman directs;
  - (b) Two (2) scrutineers are to be appointed by the meeting;
  - (c) The Chairman shall declare the result as and when notified to him or her by the scrutineers; and
  - (d) The ballot papers are to be destroyed.
- 19.5 The declaration by the Chairman as to the result of a vote (whether on a show of hands or at a ballot) shall be entered in the Association's minute book and is evidence as to that result.
- 19.6 A motion or resolution of which due notice has been given, if unsuccessful, may not be resubmitted, nor may any other motion having a similar effect be moved at a subsequent Special General Meeting before the next Annual General Meeting.

#### **EQUALITY OF VOTES**

- 19.7 In the case of an equality of votes on any motion at a General Meeting the motion shall be deemed to be lost.

#### **PROXY VOTING**

- 19.8 Unless otherwise determined by the Board, proxy voting shall not be permitted.

### **20 OFFICERS AND PATRON**

- 20.1 The Officers of the Association shall comprise:
- (a) The President; and
  - (b) The Chief Executive.
- 20.2 Upon being elected President or appointed Chief Executive, a Director is deemed to have resigned his or her position as Director.

## **PRESIDENT TO BE ELECTED**

20.3 The President is to be elected at an Annual General Meeting in accordance with Rules 20.4 to 20.10 and shall hold office for a term of three (3) years from the conclusion of that Annual General Meeting until the conclusion of the third following Annual General Meeting. The Transitional Provisions set out in Rule 50 shall apply in respect of the President elected prior to the adoption of these Rules.

## **NOMINATIONS FOR PRESIDENT**

20.4 Nominations for President shall be:

- (a) In writing and signed by the president, chairman, director or secretary of a Member and also by the candidate; and
- (b) Lodged with the Chief Executive not later than twenty (20) Business Days before the day fixed for the relevant Annual General Meeting.

20.5 If no nomination for the position is received, nominations may be made from the floor at the meeting.

## **APPOINTMENT OF PRESIDENT**

20.6 If there is one candidate only for the position, the Chairman shall declare that candidate elected.

20.7 If there is more than one candidate for the position, a secret ballot is to be held. Voting in the ballot will proceed in accordance with Rule 19.

20.8 The result of the ballot is to be announced by the Chairman and the voting papers destroyed.

20.9 In the event of an equality of votes for any position, a further ballot is to be held among the candidates who secured equal highest votes.

20.10 If there is still an equality of votes, then the appointment will be determined by lot.

## **TERMINATION OF POSITION OF OFFICER**

20.11 An Officer of the Association shall cease to hold office if the Officer:

- (a) Resigns in writing; or
- (b) Suffers from mental incapacity as certified by a qualified medical practitioner, or becomes a person whose person or estate is made the subject of a Court Order under any law relating to mental health; or

- (c) Is convicted on indictment of a criminal offence; or
- (d) In the case of the President, if, on notice of motion duly given, a resolution for removal from office is carried at a General Meeting of the Association by a majority of not less than two thirds of those persons entitled to be present and voting; or
- (e) In the case of the Chief Executive, if the Board terminates the appointment or on death or resignation; or
- (f) Is declared bankrupt.

20.12 Before any resolution proposing the removal of the President is put to the vote, the President shall be given the opportunity to be heard and may be assisted by legal counsel.

#### **CASUAL VACANCY OF PRESIDENT**

20.13 In the event of:

- (a) The expected prolonged absence or incapacity; or
- (b) A casual vacancy,

in respect of the President, the Board shall appoint any qualified person to serve as the President until the next General Meeting of the Association.

20.14 At the next General Meeting following such appointment, the Members shall elect a substitute for the period of the unexpired Term of office of the President.

20.15 For the sake of clarity, the above provisions relating to casual vacancies do not apply to the Chief Executive.

#### **ELECTION OF PATRON**

20.16 The Patron shall be elected at an Annual General Meeting as and when required following the voting procedure set out in Rules 20.4 to 20.10.

20.17 The Patron shall hold office unless removed by unanimous resolution of the Board.

### **21 MEMBERS' REPRESENTATION AT GENERAL MEETINGS AND NEW ZEALAND GOLF FORUMS**

21.1 Each Member shall appoint one (1) Delegate to represent it at General Meetings and New Zealand Golf Forums.

21.2 Members may be represented in the Association only by their Delegate at General Meetings and New Zealand Golf Forums.

- 21.3 All Delegates must be members of a Club in the District Association that they represent.
- 21.4 The President and Chief Executive of the Association shall not be eligible to act as a Delegate.
- 21.5 No person appointed as a Delegate shall be entitled to represent more than one Member, at a General Meeting or New Zealand Golf Forum.
- 21.6 No later than five (5) Business Days prior to the commencement of any General Meeting or New Zealand Golf Forum each Member shall advise the Chief Executive in writing of the name, address and phone number of the person appointed as the Delegate for that Member.
- 21.7 NZ Golf will pay the reasonable travel and accommodation costs of Delegates when attending New Zealand Golf Forums and General Meetings called by the Chief Executive.

## **22 SPECIAL GENERAL MEETINGS**

- 22.1 All the rules applicable to the Annual General Meeting shall, where not inconsistent, apply to a Special General Meeting.
- 22.2 The Chief Executive shall convene a Special General Meeting at the request of the Board or upon receipt of a written requisition by five (5) Members. The requisition shall set forth the purpose of the meeting.
- 22.3 The Meeting shall be held within thirty five (35) Business Days of receipt by the Chief Executive of the request or requisition.
- 22.4 Twenty (20) Business Days' notice of the Special General Meeting shall be given to Members.

## **PART 4 – THE BOARD**

### **23 COMPOSITION OF THE BOARD**

- 23.1 The Board shall comprise up to eight (8) directors, elected or appointed under Rule 24. The Board shall comprise at least two (2) male Directors and two (2) female Directors.
- 23.2 The Directors (and any Director appointed to fill a casual vacancy) are to comprise six (6) elected Board members (elected pursuant to Rules 24.2 to 24.12) and up to two (2) other Directors (appointed pursuant to Rules 24.13 to 24.15).

#### **TERM**

- 23.3 Subject to the rotational and transitional provisions contained in Rules 23.4 and 50, Directors shall hold office:
- (a) In the case of elected Directors, for three (3) years from the date of their appointment pursuant to Rule 24.10; and
  - (b) In the case of appointed Directors, for three (3) years from the date of their appointment pursuant to Rule 24.15.

#### **ROTATIONAL DIRECTORSHIPS**

- 23.4 The Board is to operate a rotational directorship policy on the basis that two (2) of the elected Directors shall resign in each year. The Transitional Provisions set out in Rule 50 shall apply in respect of the Directors elected and appointed prior to the adoption of these Rules and also to the Directors elected pursuant to this Part 4 in 2011 and 2012.

### **24 ELECTION AND APPOINTMENT OF DIRECTORS**

#### **EMPLOYEES AS DIRECTORS**

- 24.1 No employee or independent contractor in the nature of an employee of the Association shall be eligible to stand for election or appointment to the Board or to be a Director.

#### **NOMINATION OF DIRECTORS FOR ELECTION**

- 24.2 Nominations for the position of Director shall be made by a Member and must be:
- (a) In writing;
  - (b) On the prescribed form (if any) provided for the purpose;

- (c) Accompanied by the nominee's curriculum vitae;
  - (d) Signed by or on behalf of a Member; and
  - (e) Certified by the nominee expressing a willingness to accept a position as a Director.
- 24.3 Subject to Rules 24.4 and 24.5, all nominations for Directors must be received by the Chief Executive no later than twenty (20) Business Days before the Director Postal Vote Date.
- 24.4 If the Chief Executive does not receive a sufficient number of nominations pursuant to Rules 24.2 and 24.3 to fill all of the positions available for elected Directors, the Chief Executive shall notify Members in writing that he or she is accepting further nominations for the position of Director in accordance with Rule 24.2 for a further period of time specified by the Chief Executive. In this event, every person already nominated for the position of Director in accordance with Rules 24.2 and 24.3 shall be declared by the Chairman to be elected as Directors pursuant to Rule 24.7. The remaining positions available for elected Directors shall then be filled by following the procedures set out in Rules 24.7 to 24.12. However, the Chief Executive shall be entitled to nominate a new Director Postal Vote Date for the purposes of carrying out the election.
- 24.5 The Chief Executive shall repeat the process in Rule 24.4 until all positions available for elected Directors are filled.
- 24.6 Subject to these Rules, Directors are to be elected and appointed pursuant to the provisions of this Rule 24.

#### **POSTAL VOTING**

- 24.7 If the number of candidates is not greater than the number of positions to be filled, the Chairman is to declare each candidate elected.
- 24.8 If the number of candidates is greater than the number of positions, a vote is to be held. The Chief Executive must give each Member at least fifteen (15) Business Days written notice of the persons nominated for the position of Director, together with a Director Postal Vote Form. The Members shall vote for the number of positions to be filled by delivering a signed Director Postal Vote Form to the Chief Executive prior to 5:00p.m. on the Director Postal Vote Date. Any Director Postal Vote Forms received by the Chief Executive after 5:00p.m. on the Director Postal Vote Date shall not be counted towards the election of any person nominated for the position of Director.



- 24.9 Women's District Associations and Men's District Associations shall each be entitled to one (1) vote for each position. Combined District Associations shall be entitled to two (2) votes for each position.
- 24.10 The Chief Executive shall appoint two (2) scrutineers for the purpose of counting the postal votes and verifying the results of the postal vote. The results of the postal vote shall then be communicated to the Members by the Chief Executive as soon as possible following the Director Postal Vote Date and the successful candidates will be appointed Directors with effect from 1 January in the following year. All voting papers (including the Director Postal Vote Forms) shall then be destroyed by the Chief Executive.
- 24.11 In respect of the election of Directors pursuant to this Rule 24, the candidates with the highest number of votes shall fill the vacancies available. Where, as a result of an equality of votes, the number of candidates with the highest number of votes exceeds the number of vacancies available, a further postal vote shall be held in respect of such candidates who secured the equal lowest votes.
- 24.12 If there is still an equality of votes between the candidates after following the process in Rule 24.11 above, the remaining available positions for the position of Director shall be determined by lot between such candidates.

#### **APPOINTED DIRECTORS**

- 24.13 There shall be up to two (2) Board members appointed to the Board at any one time, pursuant to the provisions of Rules 24.14 to 24.15.
- 24.14 Following the election of the directors pursuant to Rules 24.1 to 24.12 above, the Chief Executive shall convene a meeting between:
- (a) The chairman of the Board;
  - (b) One (1) other Board member (appointed by the existing Board);
  - (c) The President; and
  - (d) One (1) person from the Institute of Directors (appointed by the existing Board),
- ("the Board Appointment Panel"), provided that in the case of an equality of votes the chairman of the meeting shall not have a casting vote in respect of the appointment of any person to the Board.
- 24.15 Subject to Rules 23.1 and 23.4, the Board Appointment Panel may (at the meeting convened pursuant to Rule 24.14 following the election of the directors pursuant to Rules 24.1 to 24.12 above) appoint up to two (2)

Directors as appointed members of the Board with effect from the date determined by the Board Appointment Panel.

#### **CHAIRMAN AND DEPUTY CHAIRMAN OF THE BOARD**

24.16 The chairman of the Board shall be elected annually by the Board at the first meeting of the Board following the election and appointment of the Board pursuant to Rules 24.2 to 24.15 above. The chairman of the Board shall hold office until the Board chooses to replace him or her as the chairman of the Board.

24.17 The chairman of the Board shall have a deliberative and casting vote at Board meetings.

24.18 Following the election of the chairman of the Board pursuant to Rule 24.16 above, the Board shall also appoint a deputy chairman of the Board. The deputy chairman of the Board shall hold office until the Board chooses to replace him or her as the deputy chairman of the Board.

24.19 The deputy chairman of the Board shall not have a casting vote at Board meetings.

#### **25 MEETINGS**

25.1 A meeting of the Board is to be convened:

- (a) As the Board resolves; or
- (b) As the chairman of the Board directs; or
- (c) If a request for a meeting is made in writing to the Chief Executive by two (2) or more Directors.

25.2 Five (5) Directors present in person form a quorum at meetings of the Board.

25.3 The chairman of the Board (or, if absent or unwilling to act as chairman, the deputy chairman of the Board or some other Director to be chosen by the Board) shall preside over all Board meetings.

25.4 Each Director has one (1) vote on all motions.

25.5 The Board may invite any person to be present at a particular Board meeting and to speak with leave of the meeting.

25.6 Subject to Rules 25.1 to 25.5, the Board is to determine its own procedures in relation to its meetings.

25.7 The Chief Executive shall be entitled to attend and to speak at all meetings of the Board but shall have no vote and shall not be counted for a quorum.

25.8 The President shall be entitled to attend and speak at all meetings of the Board but shall have no vote and shall not be counted for a quorum.

## **26 TERMINATION OF POSITION ON THE BOARD**

26.1 A Director ceases to be a Director if:

- (a) The Director is elected President; or
- (b) The Director dies, resigns in writing or a substitute is appointed by the Board in consequence of the expected prolonged absence or incapacity of the Director; or
- (c) A Director's elected Term of office has expired; or
- (d) On notice of motion duly given, a resolution removing the Director from the Board is carried at a meeting of the Board by a majority of not less than two-thirds of the Directors; or
- (e) The Director becomes bankrupt, or makes any arrangement or composition with creditors generally; or
- (f) The Director suffers from mental incapacity as certified by a qualified medical practitioner, or becomes a person whose person or estate is made the subject of a Court Order under any law relating to mental health; or
- (g) The Director is directly or indirectly interested in any contract or proposed contract with the Association and fails to disclose the nature of that interest; or
- (h) In the opinion of the Board, the Director has:
  - (i) Acted in a manner unbecoming or prejudicial to the Objects and interests of the Association or golf; or
  - (ii) Brought the Association, any Member or golf into disrepute; or
  - (iii) The Director would otherwise be prohibited from being a director of a company under the Companies Act 1993.

26.2 Any Director who fails to attend two (2) consecutive meetings of the Board without leave of absence may be removed if so resolved by the Board at a subsequent meeting.

26.3 A resolution removing a Director shall not be put to the vote until the Director has been given the opportunity to be heard, where that Director may be supported by legal counsel.

- 26.4 A person removed from the Board may, within twenty (20) Business Days, lodge an appeal for reinstatement. The President shall appoint an independent nominee to consider this appeal.
- 26.5 The independent nominee shall hear and decide the appeal as soon as is reasonably practicable (but not less than fifteen (15) Business Days after the lodgement of the appeal) and shall give the person the opportunity to be heard, and to be supported by legal counsel.

## **27 CASUAL VACANCIES ON THE BOARD**

- 27.1 Whenever a casual vacancy occurs on the Board, the Board may appoint a replacement Director. The term of office of the replacement Director shall:
- (a) correspond with the term of the Director in respect of whom the vacancy occurred, if such Director was appointed by the Board Appointment Panel under Rules 24.13 to 24.15; and
  - (b) be for the period from the date of appointment by the Board until 31 December in the year that the vacancy occurred, if the Director in respect of whom the vacancy occurred was elected as a Director under Rules 24.2 to 24.12.
- 27.2 In the event that Rule 27.1(b) applies, a new Director shall be elected in place of the replacement Director by following the procedures set out in Rules 24.2 to 24.12 (but subject to Rule 27.4) so that the new elected Director is in office from 1 January in the year following the year in which the vacancy on the Board originally occurred.
- 27.3 In the event that a replacement Director is not appointed by the Board under Rule 27.1 in respect of a casual vacancy on the Board arising from a Director elected under Rules 24.2 to 24.12, a new Director shall be elected in place of such Director by following the procedures set out in Rules 24.2 to 24.12 (but subject to Rule 27.4) so that the new elected Director is in office from 1 January in the year following the year in which the vacancy on the Board occurred.
- 27.4 Notwithstanding anything to the contrary contained in these Rules, the term of office of any Director elected under the operation of Rule 27.2 or Rule 27.3 shall correspond with the term of the Director in respect of whom the vacancy on the Board originally occurred.

## **28 POWERS AND DUTIES OF THE BOARD**

28.1 The Board shall be the executive of the Association, manage the affairs of the Association, control its finances, and shall have the following duties:

- (a) To appoint a Chief Executive of the Association and enter into an employment contract with such remuneration and on such terms and conditions as the Board thinks fit;
- (b) To adopt and regularly review a strategic plan for the Association, prepared by the Chief Executive, which shall include goals and objectives for golf and measures of short term and long term success. Any strategic plan for the Association shall be circulated (with the annual plan and budget referred to in (c) hereunder) to the Board for comment not less than twenty (20) Business Days prior to the meeting of the Board at which it is to be considered for adoption;
- (c) To adopt an annual plan and budget for financial performance, prepared by the Chief Executive, and to monitor results against the annual plan and budget;
- (d) To make, repeal and amend all such By-laws and Regulations, including a code of conduct, as the Board thinks expedient for the management of the Association or for the furtherance of the Objects including rules and regulations to govern and/or restrict the use of drugs of any nature by persons playing golf in an event under the control of the Association or representing the Association either in New Zealand or overseas;
- (e) To make, repeal and amend rules for the regulation and control of any competition or events under the Association's control;
- (f) To adopt clearly defined delegations of authority from the Board to the Chief Executive and to confirm delegation from the Chief Executive;
- (g) To impose, after due and proper inquiry, any penalty upon any Member, Affiliate Member or golfer representing the Association or playing in an event under the Association's control found guilty of breaching any of the Rules, By-Laws, Regulations or code of conduct made by the Board, or of refusing to give effect to any resolution passed by the Board or any General Meeting of the Association;

- (h) To control expenditure and to raise any money as provided by the Objects of the Association;
- (i) To carry out the aims and Objects of the Association generally and to deal with any matter not provided for in these Rules;
- (j) To determine the processes and terms to apply in respect of the appointment of coaches, selectors and managers of New Zealand teams;
- (k) To ensure that the Association has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results;
- (l) To ensure that the Association meets its international obligations;
- (m) To regularly agree performance indicators and standards within management;
- (n) In conjunction with Members, to define from time to time the responsibilities of the Members; and
- (o) To review its own processes and effectiveness.

28.2 The Board shall have, in addition to all such administrative powers as may be necessary for properly carrying out the Objects of the Association as hereinbefore set forth, the following particular powers and authorities:

- (a) To discipline any Member, Affiliate Member, team or player playing in an event under the control of the Association or representing the Association pursuant to Rules 28.11 to 28.15;
- (b) In fulfilling the Objects of the Association, to invest any of the property, assets and income in a manner appropriate for a professional trustee operating under New Zealand law. The Board may by resolution delegate the investment and management of its investments to a fund manager;
- (c) To open and operate in the name of the Association such banking accounts as deemed necessary;
- (d) To enter into any agreement in the name of and on behalf of the Association for sharing profits, or for mutual assistance with any Affiliate Member, person or persons or body corporate which it may seem to the Board that is capable of directly or indirectly benefiting the Association;
- (e) To fill any vacancy on the Board which may occur by death, resignation or otherwise of a Director;

- (f) To call Special General Meetings of the Association;
- (g) To admit District Associations to membership in accordance with the provisions of Rule 7 hereof and to suspend membership in accordance with Rule 15 hereof; and
- (h) To approve the affiliation of golf clubs, golf courses and training facilities in accordance with the provisions of Rule 8 hereof and to suspend membership in accordance with Rule 15 hereof.

#### **DELEGATION**

- 28.3 The Board may delegate to any person or persons, or to a subcommittee appointed under Rules 28.7 to 28.10, any of the Board's powers.
- 28.4 The Board may determine in writing, conditions for any such delegation including its duration.
- 28.5 A delegation and any determination in relation to a delegation shall not be affected by reason only of a change in the Board's composition.
- 28.6 The delegation of a power under this Rule does not exclude the exercise of that power by the Board.

#### **SUBCOMMITTEES**

- 28.7 In the exercise of its powers, the Board may appoint subcommittees.
- 28.8 The Board may determine, in writing, conditions for the operation of a subcommittee including the duration of its appointment and its powers.
- 28.9 A determination relating to conditions shall not to be affected by reason only of a change in the composition of the Board or the subcommittee.
- 28.10 A subcommittee shall have no power to delegate the powers delegated to it by the Board.

#### **DISCIPLINE**

- 28.11 The Board or its nominee shall have the power to enquire into the conduct of any Member, Affiliate Member, team or player and shall have the power, after due and proper inquiry, to impose or remove any penalty affecting participation in the game of golf, including disqualification. Where a penalty is imposed by the Board or its nominee, the Board or its nominee shall properly take into account the imposition of any penalty already imposed but in any event any penalty imposed by the Board or its nominee shall, at the discretion of the Board, be enforced and carried out by all Members, Affiliate Members, teams and players.

28.12 No player who has been suspended or disqualified by any Club or Member shall be allowed to play in any event under the control of the Association or a Member:

- (a) Until such suspension or disqualification is removed; or
- (b) The Board determines otherwise.

28.13 In addition to any other penalty provided for by these Rules, a Member or Affiliate Member which commits a breach of Rule 28.11 shall, if the Board so decides, be liable to forfeit all matches in which a suspended or disqualified player takes part.

28.14 The Board shall develop such procedures for hearing and determining discipline issues as it sees fit.

28.15 All matters relating to the control of banned substances and doping offences will be dealt with in accordance with any New Zealand Golf Anti-Doping Code as amended from time to time.



## **PART 5 – THE CHIEF EXECUTIVE**

### **29 THE CHIEF EXECUTIVE**

- 29.1 The Chief Executive is to be appointed by the Board on terms and conditions, and in accordance with procedures, approved by the Board.
- 29.2 The Chief Executive shall control the office of the Association and, subject to Rule 29.3, is to be taken to have substantial initiative for the implementation of the policies, and the conduct of the ordinary business, of the Association.
- 29.3 The Chief Executive is to be directly responsible to the Board, which may give directions and require information and reports as it considers appropriate.
- 29.4 The Chief Executive is to be entitled *ex officio* to attend meetings of the Association and of any entity of the Association including the Board.
- 29.5 In relation to the Board, the Chief Executive is not to be counted for purposes of a quorum and is not to have voting rights.

#### **SPECIFIC DUTIES**

- 29.6 The Chief Executive shall:
- (a) Be entitled to notice of, and as far as is practicable, shall attend and participate in debate at, all meetings of the Board, and all General Meetings;
  - (b) Prepare the agenda for all Board meetings and all General Meetings;
  - (c) Facilitate the recording and preparation of minutes of the proceedings of all meetings of the Board and the Association, and shall distribute relevant minutes to Directors and Members in a timely manner; and
  - (d) Regularly report on the activities of, and issues relating to, the Association.

#### **BROAD POWER TO MANAGE**

- 29.7 Subject to the Act and these Rules, the Regulations, By-Laws and any directives of the Board, the Chief Executive shall have the power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Association in General Meeting shall invalidate any prior act of the Chief Executive or the Board which would have been valid if the resolution had not been passed.

### **CHIEF EXECUTIVE TO EMPLOY**

29.8 The Chief Executive may employ such personnel as are deemed necessary from time to time. Such appointments shall be for such a period and on such conditions as the Chief Executive, in consultation with the Board, determines.

### **CHIEF EXECUTIVE TO KEEP RECORDS**

29.9 The Chief Executive shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board or General Meeting.

## **30 REGISTER OF AFFILIATE MEMBERS**

30.1 The Chief Executive is to keep a register to be called the Register of Affiliate Members.

30.2 The Register is to include the name of every Affiliate Member.

## **31 REMOVAL FROM REGISTER OF AFFILIATE MEMBERS**

31.1 The Chief Executive shall cause the name of an Affiliate Member to be removed from the Register where:

- (a) The Affiliate Member requests the Association in writing, addressed to the Chief Executive, to remove its name from the Register;
- (b) The Board resolves to remove the name of the Affiliate Member from the Register following suspension pursuant to Rule 15;
- (c) A District Association notifies the Chief Executive that the Club or Course (whatever the case may be) has been expelled from, or has resigned from that District Association; or
- (d) The Affilitate Member has been wound up.

31.2 Before any resolution of the Board to remove the name of the Affiliate Member from the Register is put to the vote, the Affiliate Member shall be given the opportunity to be heard.

## **32 CONFLICT OF INTERESTS REGISTER**

32.1 The Chief Executive is to keep a register to be called the Conflict of Interests Register.

32.2 The Register is to include the details of every conflict of interest disclosed to the Board pursuant to Rule 43.

## **PART 6 – GENERAL**

### **33 LEVIES AND FEES**

- 33.1 In accordance with its powers under Rule 5, the Association in General Meeting may impose on Members and Affiliate Members annual levies, special levies and/or any other fees, payable per capita or on some other equitable basis as the Association may decide.
- 33.2 The Association may notify to Members and Affiliate Members a method of payment in respect of a levy and a period or periods within which payment or payments are to be made.
- 33.3 The Association shall not alter the amount of the annual levy, or impose a special levy, unless:
- (a) The Board has recommended by resolution to that effect not later than 31 July in the year preceding the calendar year to which the recommendation relates; and
  - (b) The amount of levy to be imposed on each Member or Affiliate Member does not exceed the amount recommended by the Board.
- 33.4 The Association shall not alter the amount of the annual levy, or impose a special levy, unless such levy is approved by a majority of Members at a General Meeting or by a majority of Members pursuant to a postal vote carried out by the Chief Executive, in any case prior to 30 September in the year preceding the calendar year to which the recommendation under Rule 33.3(a) relates.
- 33.5 If a postal vote is held by the Chief Executive under Rule 33.4, the Chief Executive must give each Member written notice of the proposed levy change and/or imposition of the proposed special levy (whatever the case may be) together with a Levy Postal Vote Form (and all such other documents and information that the Chief Executive deems appropriate) at least fifteen (15) Business days prior to the Levy Postal Vote Date. The Members shall vote by delivering a signed Levy Postal Vote Form to the Chief Executive prior to 5:00p.m. on the Levy Postal Vote Date. Any Levy Postal Vote Forms received by the Chief Executive after 5:00p.m. on the Levy Postal Vote Date shall not be counted, and the question of whether a majority of the votes of the Members has been received by the Chief Executive for these purposes shall

be determined from the Levy Postal Vote Forms actually received by the Chief Executive prior to this time.

### **34 STATEMENT AS TO MEMBERSHIP**

34.1 Not later than 31 March in each year, or another day fixed by the Board (“the Relevant Date”):

- (a) Each Club shall confirm to the Chief Executive that the number of members in that Club in the respective classes of membership obtained from the New Zealand Golf Network Limited Handicapping Database as at the Relevant Date is accurate. Each Club shall also provide a copy of the Club’s last annual report and accounts; and
- (b) Each Member shall provide to the Chief Executive:
  - (i) A statement or copy of the District Association’s annual accounts for the preceding financial year; and
  - (ii) The programme of district fixtures for the current calendar year; and
  - (iii) Any other information the Board may reasonably require, certified as correct by the executive officer of the District Association.

34.2 As soon as practicable after receiving the statement by a Club under Rule 34.1(a), the Chief Executive shall provide a copy to the District Association Member of which the Club is a member.

### **35 SUBSEQUENT ENTRY ON REGISTER**

35.1 Where a golf club, golf course or training facility becomes affiliated to the Association and has its name entered in the Register after the Relevant Date in a year, the Board:

- (a) May fix a day before which the annual levy must be paid, and the statement provided under Rule 34.1(a), in respect of that year; and
- (b) May reduce or waive the amount of the annual levy as it thinks reasonable in the circumstances.

## **36 REGULATIONS AND BY-LAWS**

### **THE BOARD TO FORMULATE REGULATIONS AND BY-LAWS**

36.1 The Board may formulate, issue, adopt, interpret and amend such Regulations and By-laws for the proper advancement, management and administration of the Association, the advancement of the Objects of the Association and golf as it thinks necessary or desirable. Such Regulations and By-Laws must be consistent with the Objects and Rules of the Association and the provisions of the Act.

### **REGULATIONS AND BY-LAWS BINDING**

36.2 Regulations and By-Laws made under Rule 36.1 shall be binding on the Association, its Members and Affiliate Members.

## **37 RECORDS AND ACCOUNTS**

### **RECORDS TO BE KEPT IN ACCORDANCE WITH THE ACT**

37.1 Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Chief Executive.

### **ASSOCIATION TO RETAIN RECORDS**

37.2 The Association shall retain such records for seven (7) years after the completion of the transaction or operation to which they relate.

### **BOARD TO SUBMIT ACCOUNTS**

37.3 The Board shall submit to the Members at the Annual General Meeting the Statement of Account of the Association in accordance with these Rules.

### **ACCOUNTS CONCLUSIVE**

37.4 The Statement of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three (3) months after such approval or adoption.

### **ACCOUNTS TO BE SENT TO MEMBERS**

37.5 The Chief Executive shall provide to all persons entitled to receive notice of General Meetings of the Association in accordance with these Rules, a copy of the Statement of Account, the Board's Report, the Auditor's report and any other document required under the Act if any.

## **NEGOTIABLE INSTRUMENTS**

- 37.6 All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or by the Chief Executive and one Director or in such other manner as the Board determines.

## **38 FINANCES AND PROPERTY**

- 38.1 The Association's financial year ends on 31 December in each year.
- 38.2 The property and funds of the Association are to be applied only to the promotion of the Objects of the Association.
- 38.3 All money received by or on behalf of the Association must be paid into a bank account with a bank appointed by the Board.
- 38.4 All financial statements, management accounts and other financial information relating to the Association shall be made available to the Board by the Chief Executive upon request.

## **39 MINUTE BOOKS**

- 39.1 The Chief Executive is to maintain minute books of the Association in which the proceedings of meetings of the Association and the Board respectively are to be recorded.
- 39.2 Minutes of a meeting, when signed as a correct record by the Chairman for meetings of the Association or the chairman of the Board for meetings of the Board (whatever the case may be) at which the minutes are confirmed, are evidence of the matters stated in those minutes.

## **40 COMMON SEAL**

- 40.1 The Association is to have a common seal, which shall be kept in the custody of the Chief Executive and is not to be used except in accordance with a resolution of the Board.
- 40.2 Any document to which the common seal is affixed shall be signed in the presence of each other by two Directors or the Chief Executive and one Director.

## **41 AUDITOR**

- 41.1 At each Annual General Meeting, the Association shall approve arrangements for the appointment of an auditor to audit the Association's accounts for the ensuing year.

## **42 SPECIAL PROCEDURE FOR CONDUCT OF BUSINESS**

- 42.1 Subject to these Rules, the Board may conduct its meetings as it considers appropriate and may permit a member to take part by telephone, closed circuit television or any other means of communication.
- 42.2 A resolution in writing, signed or assented to by any form of viable or other electronic communication by all the members of the Board for the time being present in New Zealand shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- 42.3 Such document may be delivered to the Association's office personally, by post, fax or email.
- 42.4 For the purposes of Rule 42.2, two or more separate documents in identical terms that are set out and signed in accordance with that Rule are to be taken as one document.
- 42.5 Where a meeting of the Board is taken to be held under Rule 42.1;
- (a) The holding of the meeting and the business transacted are to be recorded in the appropriate minute book; and
  - (b) The minutes are to be placed on the agenda of the next normally constituted meeting of the Board for confirmation,
- as if the meeting under Rule 42.1 was a normally constituted meeting.

## **43 DISCLOSURE OF INTEREST**

- 43.1 A member of the Board who has a financial or property interest in a matter being considered, or about to be considered, by the Board shall, as soon as possible after becoming aware of such an interest, disclose the nature of the interest at a meeting of the Board.
- 43.2 The disclosure is to be recorded in the minutes of the Board and in the Conflict of Interests Register. Unless the Board resolves otherwise, the member shall not:
- (a) Be present during any discussion of the matter; or
  - (b) Take part in any decision of the Board in relation to the matter.



43.3 Subject to Rule 43.4, a member of the Board is to be taken to have an interest in a matter if:

- (a) The member has a direct or indirect pecuniary or property interest in the matter;
- (b) The matter concerns a company or other organisation or group and the member is involved in its administration or financial affairs; or
- (c) The matter concerns a natural person and the member is related to, or involved in the affairs of, the person.

43.4 A member of the Board is not to be taken to have an interest in a matter by reason only that the matter concerns a sporting body (including any Member or Affiliate Member) of which he is a member or with which he is otherwise officially associated.

#### **44 APPEALS**

44.1 Any Member, Affiliate Member, player or team wishing to appeal any decision, any disciplinary decision or ruling or Regulation made under these Rules or the By-Laws by the Board or the Association can appeal to the Sports Tribunal of New Zealand.

44.2 The right of appeal to the Sports Tribunal of New Zealand is the sole right of appeal.

#### **45 INDEMNITY**

45.1 The Members of the Board and all other Officers and servants of the Association shall be indemnified by the Association from and against all losses and expenses incurred by them in the discharge of their respective duties, except as a result of their own dishonesty and fraud.

#### **46 MATTERS NOT PROVIDED FOR**

46.1 If any matter shall arise which, in the opinion of the Board, is not provided for in these Rules then the same may be determined by the Board in such a manner as it deemed fit, and every such determination shall be binding upon Members unless and until set aside by resolution of a General Meeting.

#### **47 AMENDMENT OF RULES**

47.1 These Rules may be altered, added to or rescinded or otherwise amended by a resolution passed by a two-thirds majority at a General Meeting pursuant to

a notice of motion which must be received in writing by the Chief Executive not later than twenty-five (25) Business Days before the day fixed for the meeting. The Chief Executive shall give to Members not less than fifteen (15) Business Days' notice of the date, time and place of the meeting.

47.2 The notice of motion shall set forth the purpose of the proposed alteration, addition, rescission or other amendment.

47.3 Duplicate copies of every such alteration, addition, rescission or amendment shall forthwith be delivered to the Registrar of Incorporated Societies in accordance with the provisions of the Act.

## **48 WINDING UP**

48.1 In the event of the winding up of the Association, if a surplus of assets remains after the payment of all the Association's debts and liabilities, the assets shall not be paid to or distributed among the Members, but shall be given to such charitable incorporated societies with like or similar objects as the Association resolves in General Meeting. Payment shall be made only to an incorporated society whose Rules prohibit the distribution of funds of the society among the members of that society.

## **49 NOTICES**

49.1 Any notice to be given to any person pursuant to these Rules may be given by personal delivery, ordinary or email post to that person's last known address, or by fax to the person's last known fax number. If notice is given by post it is deemed to have been received in the ordinary course of post. If notice is given by email or fax it is deemed to have been received at the time of transmission.

## **50 TRANSITIONAL PROVISIONS**

50.1 These Rules are to be read subject to the Transitional Provisions. The Transitional Provisions take precedence where there is any inconsistency between these provisions and the rest of the Rules.

### **LIFE MEMBERS**

50.2 The existing life members of the Association shall be deemed to be validly appointed as Life Members under these Rules.

### **PRESIDENT**

50.3 The President elected at the 2011 Annual General Meeting of the Association shall be deemed to have been elected President under these Rules.

50.4 For the avoidance of doubt, the President elected at the 2011 Annual General Meeting shall serve until the Annual General Meeting held in 2013.

50.5 The election and appointment of subsequent Presidents shall then proceed in accordance with the procedure set out in Part 3 of these Rules.

#### **PATRON**

50.6 The Patron of the Association at the conclusion of the Association's 2011 Annual General Meeting shall be deemed to have been elected Patron under these Rules.

#### **THE BOARD**

50.7 The Directors in office at the date of adoption of these Rules shall be deemed to have been duly elected or appointed under these Rules.

50.8 The Directors in office at the date of adoption of these Rules shall retire at the expiry of the term for which they were elected or appointed (but shall be eligible for re-election and re-appointment in accordance with the procedure set out in Part 4 of these Rules).

50.9 The election and appointment of subsequent Directors shall then proceed in accordance with the procedure set out in Part 4 of the Rules. However, in respect of the Directors elected pursuant to this procedure in 2011 and 2012:

- (a) the Director elected in 2011 with the lowest number of votes shall hold office for two (2) years; and
- (b) the Director elected in 2012 with the lowest number of votes shall hold office for one (1) year.

50.10 If there is more than one (1) Director elected in 2011 with the lowest number of votes or the Directors elected in 2011 were not elected pursuant to a vote, the Director who will hold office for two (2) years under Rule 50.9(a) shall be determined by lot.

50.11 If there is more than one (1) Director elected in 2012 with the lowest number of votes or the Directors elected in 2012 were not elected pursuant to a vote, the Director who will hold office for one (1) year under Rule 50.9(b) shall be determined by lot.

#### **THE CHIEF EXECUTIVE**

50.12 The Chief Executive shall be deemed to have been duly appointed under these Rules.

## **SCHEDULE OF MEMBERS**

### **A. ASSOCIATIONS CONSTITUTED SOLELY OF MALE GOLFERS**

1. The Poverty Bay East Coast Golf Association Incorporated

### **B. COMBINED ASSOCIATIONS INCORPORATED FOR BOTH MALE AND FEMALE GOLFERS**

1. Waikato Golf Association Incorporated
2. North Harbour Golf Association Incorporated
3. Aorangi South Canterbury Golf Association Incorporated
4. Auckland Golf Incorporated
5. Bay of Plenty Golf Incorporated
6. Canterbury Golf Incorporated
7. Golf HB & PBW Incorporated
8. Golf Northland Incorporated
9. Golf Southland Incorporated
10. Wellington Golf Incorporated
11. Taranaki Golf Association Incorporated
12. Tasman Golf Incorporated
13. Manawatu-Wanganui Golf Association Incorporated
14. Golf Otago Incorporated