

CONSTITUTION

OF

AUCKLAND GOLF INCORPORATED



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**CONSTITUTION
OF
AUCKLAND GOLF INCORPORATED**

PART 1 - PRELIMINARY

1. Name

1.1 The name of the Association is

"AUCKLAND GOLF INCORPORATED"

2. Registered Office

2.1 The registered office of the Association shall be Golf House, Remuera Golf Club, Abbotts Way, Auckland or at such place as the Board may from time to time determine.

3. Definitions

"Act" means the Incorporated Societies Act 1908.

"Association" means Auckland Golf Incorporated.

"Board" means the Board established by Rule 22.1.

"Board Member" means any one of the Presidents and the Directors.

"Chief Executive Officer" means the Chief Executive Officer of the Association appointed pursuant to Rule 30.2.

"Club" means any incorporated golf club that is a member of the Association in accordance with Rules 7.1 and 8.

"Convenors" means the various Convenors to be appointed pursuant to Rule 47.1.

"Delegate" means a female or male delegate appointed under Rule 12.

"Director" means a person elected or appointed as a director under Part 6.

"District" means the territory of the Association defined in Rule 6.1.

"Financial Year" means the 12 month period commencing on 1 September in any year and ending on 31 August of the following year.

"Junior Men" and "Junior Women" members means members of Clubs under 19 years of age.

"Management Committees" means the Women's and Men's Management Committees established by Rules 46.1, 46.2 and 46.3.

"NZ Golf" means New Zealand Golf Incorporated.

"Officer" means a person elected or appointed pursuant to Rule 20.1 and Part 6.

"Selectors" means the sub-committees appointed pursuant to Rule 52.1.

4. Objects

4.1 The Objects of the Association are:

- (a) To foster, promote and manage 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 Auckland;
- (c) To affiliate with and be bound by the rules of NZ Golf;

- (d) To uphold the Rules of Golf and to establish and promulgate playing conditions and regulations for the playing of golf in Auckland;
- (e) To promote the importance of the Rules of Golf, the Rules of Amateur Status, and to provide education to bodies involved in golf;
- (f) To consider and adjudicate upon all disputes between Clubs and all matters, whether of misconduct or otherwise arising out of the playing, control, organization or administration of the game of golf in Auckland;
- (g) To uphold the New Zealand Handicapping and Course Rating system;
- (h) To initiate and manage golf competitions and representative matches in Auckland and to select and control teams representing Auckland in such matches;
- (i) To use and protect the intellectual property of the Association; and
- (j) To assist with the provision of coaching programmes for players.

5. Powers

- (a) The Association has the power to do all things necessary, desirable or convenient for the promotion of its Objects and in particular, to:
- (b) Provide means for properly conducting, managing and carrying on the game of golf and regulating the conduct of players and to penalize 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;
- (c) Purchase, take on 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. No purchase of or lease of land may be made except pursuant to a resolution passed at a general meeting;
- (d) 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 provided always that any disposition of an interest in land may only be made pursuant to a resolution passed at a general meeting;
- (e) Manage 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 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 pursuant to the powers given by these Rules and the objects of the Association;
- (i) Invest 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 Club with or without security on such terms and conditions as the Board may determine;
- (k) Exercise discipline over Clubs and other persons who participate either as players or officials in any golfing event or activity which is under the management of the Association and to apply penalties for any breaches of discipline in accordance with the Disciplinary Policy adopted by the Association from time to time;

- (l) Give rulings as to the application and interpretation of the Rules of Golf in consultation, where appropriate, with Auckland & North Harbour Golf Referees Association Incorporated;
- (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 adopted by the Association from time to time;
- (o) 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;
- (p) Produce, develop, create, license and otherwise exploit, use and protect intellectual property of the Association;
- (q) 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
- (r) 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.

6. **Association Territory**

- 6.1 The territory of the Association shall be that part of The North Island of New Zealand encompassed by a line drawn from Erangi Point on the West Coast to Pukematekeo Trig Station, thence to the Henderson Creek, thence to follow the Northern edge of the Waitemata Harbour to North Head, thence to Thumb Point on Waiheke Island, thence to Waitakaruru on the Western Coast of the Thames estuary, thence to Churchill, thence to Port Waikato on the West Coast, and thence following the western coastline to point of origin at Erangi Point. The territory of the Association is illustrated on the map in Schedule C.

PART 2 – THE ASSOCIATION

MEMBERSHIP

7. **Members**

- 7.1 The membership of the Association consists of:
- (a) The Clubs listed in Schedule A.
 - (b) The Life Members listed in Schedule B.
- 7.2 All Members in Schedule A and new members under Rule 8.1 shall be listed in a Register of Members maintained by the Chief Executive Officer from time to time.
- 7.3 All Life Members in Schedule B and new Life Members shall be listed in a separate Register of Life Members maintained by the Chief Executive Officer.

8. **Applications**

- 8.1 Any incorporated golf club whose course is within the territory of the Association may apply in writing to become a member. The applicant club shall become a member as from the date of acceptance of the application by the Board, and shall be liable for the annual levies for the current financial year.
- 8.2 The application for membership shall be in such form and shall be accompanied by such documents and material as the Board shall from time to time prescribe.

8.3 Prior to accepting the application for membership, the Board shall be entitled to be satisfied that the applicant club has adequate tenure for its course and in respect of such further matters as may be determined from time to time by the Board.

9. Withdrawal

9.1 Any Club desiring to withdraw from the Association shall give not less than 90 days notice in writing to the Chief Executive Officer. Subject to all levies for the current Financial Year being paid by the withdrawing Club, the Club shall cease to be a member at the expiry of the Association's then current financial year.

9.2 In the event of a group of Clubs giving notice of withdrawal from the Association with effect from a date part way through a financial year, then, subject to payment by such Clubs of such subscription or levy for the part year, as may be fixed by the Board, the Clubs withdrawing shall cease to be members as from the date approved by the Association.

10. Expulsion

10.1 Every Club undertakes to comply with these rules and decisions of the Board and the Management Committees. Any refusal or neglect to comply after 1 months notice in writing from the Association shall render such Club liable to expulsion from the Association by a resolution passed at a general meeting of the Association passed by not less than 75% of those present and voting.

11. Life Members

11.1 Life membership of the Association may be conferred on any person by resolution passed at an annual general meeting of the Association. Life membership shall be conferred only on persons who have over a substantial number of years rendered outstanding service to the game of golf in general, rather than for a particular club or clubs, whether in administration or in a playing capacity.

11.2 Life membership shall not carry or imply any authority or office in the Association and shall be conferred solely to honour the person on whom it is bestowed.

11.3 Life members shall be entitled to attend general meetings of the Association. They shall have speaking but no voting rights.

11.4 The membership of a Life Member may be revoked by a decision of the Association in General Meeting.

12. Delegates

12.1 Each Club shall appoint a female Delegate and a male Delegate to represent it at all general meetings of the Association. A Delegate may not be a Director, Officer or Management Committee member of the Association.

12.2 Each Club shall give notice in writing to the Chief Executive Officer of the appointment of its Delegates and any such appointment may be revoked at any time and a new Delegate appointed.

12.3 Each Delegate shall hold office until a new Delegate is appointed or until the end of the day of any general meeting at which he or she is elected an Officer.

12.4 Each Club may appoint an alternate female Delegate or male Delegate to represent it at any general meeting or meetings of the Association which one of its Delegates does not attend.

12.5 The instrument appointing the Delegate or alternate shall be in writing signed by the executive officer of the Club appointing the Delegate, or alternate, and shall be deposited with the Chief Executive Officer before the time appointed for holding the meeting at which the Delegate or the alternate proposes to vote.

12.6 A Delegate and any alternate must be a financial member of the Club he or she represents.

13. **Golf Courses**

- 13.1 Any person, body corporate or government agency (called in this Rule the Operator), that provides and controls a golf course within the territory of the Association, not being a golf course operated by a golf club that is entitled to be a member of the Association, may apply to be affiliated to the Association.
- 13.2 The Board may approve the application for affiliation on condition that the Operator pay such annual affiliation fee as the Board may determine from time to time.

14. **Obligations of Members**

- 14.1 Each Club shall:
- (a) Be incorporated;
 - (b) Forward to the Association upon request details of its administration committee and Delegates and any alternates nominated to represent the Club at General Meetings;
 - (c) Support the Association in the encouragement and promotion of its Objects;
 - (d) Abide by these Rules; and
 - (e) Be deemed to have renewed its membership to the Association annually unless it has ceased before the end of a year.

PART 3 – MEETINGS

15. **Delegates Meetings**

- 15.1 At least 2 Delegates meetings of the Association shall be held each year.
- 15.2 At the Delegates meetings the Board and the Management Committees shall report to Delegates on such matters as they consider appropriate and the Delegates may make recommendations to the Board and the Management Committees.
- 15.3 The Delegates meetings shall be held on such days as may be fixed by the Board.
- 15.4 At least 28 days notice shall be given to Clubs of each Delegates Meeting and of the matters intended to be reported on.
- 15.5 The Chair of the Board, or in his or her absence, a person nominated by the Board, shall take their chair at all Delegates meetings. If no such person is present the persons present and entitled to vote shall elect a chair.
- 15.6 The procedure at each Delegates meeting shall be determined by the Chair of the meeting. The meeting may split into separate meetings for female delegates and male delegates at the discretion of the Chair.

Annual General Meeting

- 15.7 The annual general meeting of the Association shall be held in each year on such day as may be fixed by the Board.
- 15.8 The Chief Executive Officer shall give preliminary notice of the date of the annual general meeting at least 3 months prior to the date of the meeting.
- 15.9 At each annual general meeting reports from the Board and the Presidents and a duly audited balance sheet and income and expenditure account for the preceding year shall be presented. Formal notice of the meeting with copies of such reports, balance sheet and income and expenditure account and any Notices of Motion shall be forwarded to each Club and to Delegates at least 14 days prior to the annual general meeting.

Special General Meetings

- 15.10 A special general meeting may be called at any time pursuant to a resolution of the Board. A special general meeting shall be called on a written requisition by not less than 5 Clubs provided that the requisition shall state the resolution or resolutions to be moved at such meetings. At least 14 days notice of any special general meeting shall be given to Clubs, with the business of the meeting being set out in the notice,

together with any resolution or resolutions to be moved at the special general meeting.

16. **Voting at General Meetings**

- 16.1 At all general meetings of the Association voting shall be by a show of hands. If before, or immediately after, the declaration of the result of a show of hands, and before the meeting proceeds to the next business, a secret ballot is demanded by any 1 Delegate present in person or by his or her alternate, then voting on the resolution or resolutions shall be by secret ballot.
- 16.2 If a secret ballot is duly demanded it shall be taken forthwith in such manner as the chair directs. Three scrutineers shall be appointed by the meeting for the counting of votes. The result of the secret ballot shall be deemed to be the resolution of the meeting. The ballot papers shall be destroyed.
- 16.3 On a show of hands or on a secret ballot each Delegate present in person or by alternate, each Officer, each Director and each Management Committee member shall have 1 vote PROVIDED THAT a person shall have only 1 vote even though she or he may have more than 1 qualification to vote.
- 16.4 A declaration by the Chair that a resolution has, whether on a show of hands or on a secret ballot, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Association's minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.
- 16.5 In the event of an equality of votes, whether on a show of hands or on a secret ballot, the motion shall be deemed to be lost.

17. **Procedure at General Meetings**

- 17.1 The Chair of the Board, or in his or her absence, a person nominated by the Board, shall take the chair at all general meetings. If no such person is present the persons present and entitled to vote shall elect a chair.
- 17.2 The quorum at all general meetings shall be one or both Delegates of Clubs present, either personally or by alternate, representing not less than 55% of all Clubs.

18. **Notices of Motion**

- 18.1 No motion shall be proposed, discussed, or put to the vote, at any general meeting, unless either:
- (a) Notice thereof has been given in the notice calling the meeting; or
 - (b) A resolution passed by at least a 75% majority of all Delegates or alternate present at the meeting determines that such motion shall be considered.
 - (c) Any Club which wishes to propose a motion at an annual general meeting shall give notice of the motion to the Association by 1 October in each year.

19. **Auditor**

- 19.1 At each annual general meeting the Association shall appoint an auditor for the ensuing year who shall audit the Association's accounts for that year. Such auditor shall be an independent Chartered Accountant and not a member of the Board.

PART 4 – OFFICERS

20. **Officers of the Association**

- 20.1 The Officers of the Association shall consist of a Women's President, a Men's President, a Women's Vice President and a Men's Vice President.
- 20.2 Officers shall retire annually but shall be eligible for re-election. A President or Vice President may not hold office in his or her respective position for more than 2 consecutive years.
- 20.3 Each of the Officers shall be a financial member of a Club.

20.4 Should any of the Officers be elected from the Delegates, the Club he or she represents shall appoint another person as Delegate.

21. Vacation of Offices

21.1 The office of President and Vice President shall be vacated if any holder:

- (a) Ceases to be a financial member of a Club; or
- (b) Resigns his/her office in writing; or
- (c) Becomes of unsound mind; or
- (d) In the case of a President, is absent without reasonable excuse (as determined by the Board) from 3 consecutive meetings of the Board.

21.2 In the event of a vacancy occurring in any of the Officers, the Board may fill such vacancy for the unexpired term of the office.

PART 5 – THE BOARD

22. Composition of the Board

22.1 The Board shall comprise the Presidents and 4 Directors, elected under Part 6.

22.2 The Directors (and any Director appointed to fill a casual vacancy) are to comprise 2 female Directors and 2 male Directors at all times.

23. Term

23.1 Subject to the rotational provisions contained in Rule 24.1 , Directors shall hold office for 2 years from the end of the Annual General Meeting when elected.

23.2 Directors are eligible for re-election, up to a maximum consecutive period of 8 years.

24. Rotational Directorships

24.1 The Board is to operate a rotational directorship policy with only those Directors who have completed their 2-year term coming up for election in any year.

25. Employees as Directors

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

26. Chair of the Board

26.1 The Chair of the Board shall be one of the Directors who shall be elected annually by the Board immediately after the Annual General Meeting in each year and shall hold office until the commencement of the first meeting of the Board after the next Annual General Meeting unless the Board chooses to replace the chair between Annual General Meetings.

27. Board Meetings

27.1 A meeting of the Board is to be convened:

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

provided that at least 6 meetings shall be held in each financial year.

27.2 4 Board Members present in person, with a minimum of 1 Director of each gender, form a quorum at meetings of the Board.

27.3 The Chair of the Board (or, if absent or unwilling to act as the Chair, some other Board Member to be chosen by the Board) shall preside over all Board meetings.

27.4 Each Board Member has 1 vote on all motions.

27.5 In the case of an equality of votes on any motion before the Board the motion shall be deemed to be lost.

- 27.6 The Board may invite any person to be present at a particular Board meeting and to speak with leave of the meeting.
- 27.7 Subject to Rules 27.1 to 27.6, the Board is to determine its own procedures in relation to its meetings.

28. Termination of Position of Director

- 28.1 A Director ceases to be a Director if:
- (a) The Director is elected a 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 general meeting of the Association; 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 liable to be dealt with in any way under the 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 Directors 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 Club or golf into disrepute; or
 - (iii) The Director would otherwise be prohibited from being a director of a company under the Companies Act 1993.
- 28.2 Any Director who fails to attend 2 consecutive meetings of the Board without leave of absence may be removed if so resolved by the Board at a subsequent meeting.
- 28.3 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.
- 28.4 A person removed by the Board may, within 20 Business Days, lodge an appeal for reinstatement. The Chair of the Board shall appoint an independent nominee to consider this appeal.
- 28.5 The independent nominee shall hear and decide the appeal as soon as is reasonably practicable (but not less than 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.

29. Casual Vacancies on the Board

- 29.1 Whenever a casual vacancy occurs on the Board, the Board shall, so as to comply with the gender provisions set out in Rule 22.2, appoint a replacement Director. Such replacement Director shall hold office until the next Annual General Meeting of the Association. The term of office of the Director to be then elected will be one or two years, to correspond with the term of the Director in respect of whom the vacancy occurred.

30. Powers and Duties of the Board

- 30.1 The management and control of the Association shall be vested in the Board subject to the power and duties given to the Management Committees pursuant to Rules 51.1 and 51.2. The Board shall have all the powers of the Association which are not expressly required by these rules, or by the Act and its amendments, to be done, or

exercised by the Association in general meeting, or as otherwise provided by these rules.

- 30.2 The Board shall appoint a Chief Executive Officer on terms and conditions, and in accordance with procedures, approved by the Board. The terms and conditions of appointment of the administration staff shall be determined by the Board in consultation with the Management Committees.
- 30.3 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 Officer 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 Officer, which shall include goals and objectives for golf and measures of short term and long term success;
 - (c) To adopt an annual plan and budget for financial performance, prepared by the Chief Executive Officer, 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;
 - (e) To adopt clearly defined delegations of authority from the Board to the Chief Executive Officer and to confirm delegation from the Chief Executive Officer to other staff members;
 - (f) To impose, after due and proper inquiry, any penalty upon any Club refusing to give effect to any resolution passed by the Board or any General Meeting of the Association;
 - (g) To control expenditure and to raise any money as provided by the Objects of the Association;
 - (h) To carry out the aims and Objects of the Association generally and to deal with any matter not provided for in this Constitution;
 - (i) 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.

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:

- (j) To discipline any Member, Club, team or player playing in an event under the control of the Association or representing the Association pursuant to the Association's Disciplinary Policy;
- (k) 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;
- (l) To open and operate in the name of the Association such banking accounts as deemed necessary;
- (m) To fill any vacancy on the Board which may occur by death, resignation or otherwise of a Director;
- (n) To call Special General Meetings of the Association.

31. Delegation

- 31.1 The Board may delegate to any person or persons, or to a subcommittee appointed under Rule 32.1 any of the Board's powers.
- 31.2 The Board may determine in writing, conditions for any such delegation including its duration.

32. Subcommittees

- 32.1 In the exercise of its powers, the Board may appoint subcommittees.
- 32.2 The Board may determine, in writing, conditions for the operation of a subcommittee including the duration of its appointment and its powers.
- 32.3 A subcommittee shall have no power to delegate the powers delegated to it by the Board.

PART 6 – ELECTION OF OFFICERS AND DIRECTORS

33. Election by Clubs

- 33.1 All Officers and Directors shall be elected by the Clubs.

34. Nomination to Chief Executive Officer

- 34.1 Nominations for the Officers and Directors shall be made to the Chief Executive Officer by 1 October in each year.

35. Form of Nomination

- 35.1 Nominations for the position of an Officer or Director shall be made by a Club 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 and any other information supplied by the nominee (not in total exceeding one side of an A4 sheet of paper);
 - (d) Signed by or on behalf of a Club; and
 - (e) Certified by the nominee expressing a willingness to accept a position as an Officer or Director.

36. Election Without Ballot

- 36.1 In the event of insufficient nominations or just sufficient nominations being made for the available positions then those nominated shall be declared elected without a ballot.

37. Postal Ballot

- 37.1 If the number of candidates is greater than the number of positions for an Officer or Director, a secret postal ballot is to be held.

38. Distribution of Ballot Papers

- 38.1 The Chief Executive Officer shall cause ballot papers to be printed and posted to all Clubs no later than 28 days prior to the date of the Annual General Meeting, together with instructions approved by the Board as to how to vote and informing Clubs that for votes to be valid ballot papers properly marked must be in the hands of the Chief Executive Officer by 1pm on the day of the Annual General Meeting. The Chief Executive Officer shall also send to the Clubs such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Chief Executive Officer by or on behalf of each nominee in support of the nomination.

39. Order of Elections

- 39.1 If a person stands for election for more than one of the positions of President, Vice President and Board Member, the elections shall be decided in the following order:-
- President
 - Director
 - Vice President

40. Ineligibility for Second Position

- 40.1 If a person is successful in an election for one position then that person shall be ineligible for any election decided later in the order set out Rule 39.1.

41. Scrutineers

- 41.1 The Board shall appoint as scrutineers one female person and one male person who are not candidates in that year's election. Between the time fixed for the closing of the ballot and the commencement of the Annual General Meeting the scrutineers shall count the votes and report the result of their count to the Chair of the Annual General Meeting, who shall declare the result at such Meeting.

42. Tie to be decided by Lot

- 42.1 In the event of a tie in the voting the Chair of the Annual General Meeting shall resolve it by lot at the Annual General Meeting.

43. Shortfall in Nominations to be Filled by Board

- 43.1 If no nominations or insufficient nominations are made for any position, the position may be filled by the Board.

44. Results and Voting Papers

- 44.1 The results of the ballot shall be declared by the Chair of the meeting and the voting papers destroyed.

45. Number of Votes to be Recorded

- 45.1 The number of votes cast for each candidate shall be recorded by the Chief Executive Officer.

PART 7 – MANAGEMENT COMMITTEES

46. Composition of the Management Committees

- 46.1 There shall be a Women's Management Committee and a Men's Management Committee.
- 46.2 The Women's Management Committee shall comprise the Women's President, Vice President, Match Committee Convenor, Handicapping and Course Rating Convenor and Junior Convenor.
- 46.3 The Men's Management Committee shall comprise the Men's President, Vice President, Match Committee Convenor, Handicapping and Course Rating Convenor and Junior Convenor.

47. Appointment of Convenors

- 47.1 Subject to these Rules, Women's and Men's Match Committee, Handicapping and Course Rating and Junior Convenors are to be appointed annually by the Board on the recommendation of the Officers and shall serve for a term of 1 year but are eligible for re-appointment.

48. Chairman of the Management Committee

- 48.1 The Presidents shall each be the Chair of the respective Management Committees.

49. Management Committee Meetings

- 49.1 The Management Committees are to meet monthly, except January, at the Association's offices, unless otherwise agreed by the particular Management Committee.
- 49.2 3 members present in person form a quorum at meetings of a Management Committee.
- 49.3 The respective President (or, if absent or unwilling to act as the Chair, some other Management Committee member to be chosen by the Management Committee) shall preside over all Management Committee meetings.
- 49.4 Each Management Committee member has 1 vote on all motions.
- 49.5 In the case of an equality of votes on any motion before a Management Committee the motion shall be deemed to be lost.
- 49.6 A Management Committee may invite any person to be present at a particular Management Committee meeting and to speak with leave of the meeting.
- 49.7 Subject to Rules 49.1 to 49.5, the Management Committees are to determine their own procedures in relation to their meetings.
- 49.8 The Women's Management Committee shall call 4 meetings per year with the female Delegates. 14 days' notice of such meeting shall be given to the female Delegates.
- 49.9 The Men's Management Committee shall call 4 meetings per year with the male Delegates. 14 days' notice of such meeting shall be given to the male Delegates.
- 49.10 Any 5 female Delegates may call a meeting with the female Delegates on giving 14 days' notice of such meeting.
- 49.11 Any 5 male Delegates may call a meeting with male Delegates on giving 14 days' notice of such meeting.

50. Termination of Position of Convenors

- 50.1 A Convenor ceases to hold office if:
- (a) The Convenor dies, resigns in writing or a substitute is appointed by the Officers in consequence of the expected prolonged absence or incapacity of the Convenor; or
 - (b) A Convenor's term of office has expired; or
 - (c) On notice of motion duly given, a resolution removing the Convenor is carried at a meeting of the Board by a majority of not less than two-thirds of the members; or
 - (d) The Convenor becomes bankrupt, or makes any arrangement or composition with creditors generally; or
 - (e) The Convenor suffers from mental incapacity as certified by a qualified medical practitioner, or becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (f) The Convenor is directly or indirectly interested in any contract or proposed contract with the Association and fails to disclose the nature of that interest; or
 - (g) In the opinion of the Management Committee, the Convenor 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 Club or golf into disrepute.
- 50.2 Any Management Committee member who fails to attend 2 consecutive meetings of his/her Management Committee without leave of absence shall forthwith cease to be a member of that Management Committee and in the case of an Officer, cease to be an Officer.
- 50.3 Casual Vacancies of Convenor
Whenever a casual vacancy occurs in respect of a Convenor, the Board on the recommendation of the Officers shall, appoint a replacement Convenor. Such

replacement Convenor shall hold office until a new annual appointment has been made.

51. **Powers and Duties of the Management Committees**

- 51.1 The respective Management Committees shall exercise all the powers necessary to control and manage Women's and Men's golf in the District in accordance with the objects of the Association. Their role and duties shall include:
- (a) To foster and promote the game of golf played at all levels irrespective of age.
 - (b) Arrange and control inter-club competition and representative golf.
 - (c) In conjunction with NZ Golf, within the District to:
 - (i) administer the Rules of Golf
 - (ii) uphold the Rules of Amateur Status
 - (iii) administer the Handicapping and Course Rating system.
 - (d) Correlate and approve an annual programme of events.
 - (e) Arrange coaching programmes for the development of players in the District.
- 51.2 The Management Committees shall have the power to appoint sub-Committees and delegate duties where considered necessary.

52. **Selectors**

- 52.1 The Selectors of senior Women's and Men's teams to represent the Association shall be appointed annually by the Board.
- 52.2 If there is any vacancy in the Selectors, the Board shall appoint a replacement.

53. **Committees**

- 53.1 There shall be a Women's Match Committee and a Men's Match Committee. The members of the Match Committees shall be the respective Match Convenor and such other members as may be appointed by their respective Management Committees on the recommendation of their respective Convenors.
- 53.2 The Match Committees shall call up and administer the annual programmes for the Association for all fixtures and pennant and interclub competitions with the assistance of the Junior Convenor where appropriate. The Committees shall also assist Clubs in an advisory capacity in the running of Association or NZ Golf events.
- 53.3 There shall be Women's and Men's Handicapping and Course Rating Committees. The members of the Handicapping and Course Rating Committees shall be the respective Handicapping and Course Rating Convenor and such other members as may be appointed by their respective Management Committee on the recommendation of their respective Convenors. The respective Handicapping and Course Rating Committees shall maintain and assist in the formulation of policy relating to the New Zealand Golf Handicapping system and the setting of the New Zealand Course Ratings and slope ratings of courses within the District in accordance with the procedures set down in the NZ Golf handbook on handicapping and course rating.

PART 8 – GENERAL

54. **Levies and Fees**

- 54.1 In accordance with its powers under Rule 5, the Association in General Meeting may impose on Clubs and Operators of affiliated Golf Courses, annual levies, special levies, and/or any other fees payable per capita or on some other equitable basis as the Association may decide.
- 54.2 The levies payable in respect of Junior Men and Junior Women members shall be such sum as may be fixed at the annual general meeting each year on the recommendation of the Board, but in any event shall be not more than one-half the levy for other members.

- 54.3 The Association may notify to Clubs and Operators a method of payment in respect of a levy and a period or periods within which payment or payments are to be made.
- 54.4 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 Clubs at a General meeting or by a majority of Clubs pursuant to a postal vote carried out by the Director, in any case prior to 31 October in the year preceding the calendar year to which the recommendation under Rule 54.1 relates.
- 54.5 If a postal vote is held by the Chief Executive Officer under Rule 54.4, the Chief Executive Officer must give each Club 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 Officer deems appropriate) at least fifteen (15) Business days prior to the Levy Postal Vote Date. The Clubs shall vote by delivering a signed Levy Postal Vote Form to the Chief Executive Officer prior to 5.00pm on the Levy Postal Vote Date. Any Levy Postal Vote Forms received by the Chief Executive Officer after 5.00pm 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 Officer for these purposes shall be determined from the Levy Postal Vote Forms actually received by the Chief Executive Officer prior to this time.
- 54.6 The Board may, in its discretion, on application by a Club made prior to 31 May in any year, allow that Club to pay its subscription by instalments for that year with or without an additional charge.
- 54.7 Any individual club members belonging to two or more Clubs of Auckland Golf Incorporated shall only be charged a levy through his or her Home Club as recorded on DotGolf on 31 December in each year.

55. Statement as to Membership

- 55.1 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 Officer that the number of members in that Club in the respective classes of membership obtained from the New Zealand Golf Network Limited Handicapping Database at the Relevant Date is accurate; and
 - (b) Each Club shall provide to the Chief Executive Officer:
 - (i) A statement or copy of the Club's annual accounts for the preceding financial year; and
 - (ii) Any other information the Board may reasonably require; certified as correct by the executive officer of the Club.

56. Subsequent Entry on Register

- 56.1 Where a Club becomes a member of 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 55.1(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.

57. Common Seal

- 57.1 The Association shall have a common seal which shall be kept in the custody of the Chief Executive Officer. Every document to which the seal of the Association shall be required shall be sealed pursuant to a resolution of the Board to that effect in the presence of the Chief Executive Officer and at least 2 Officers who shall attest the same.

58. Property and Funds

- 58.1 The property and funds of the Association shall be applied solely towards the promotion of the objects of the Association in such manner as the Board shall from time to time resolve. All moneys received by or on behalf of the Association shall be paid into a bank account with such bank as the Board shall appoint. All accounts shall be paid by cheque or other means as approved by the Board drawn on the Association's account.
- 58.2 Cheques may be signed by the Chief Executive Officer or authorised cheque signatory alone.

59. Minute Books

- 59.1 The Chief Executive Officer is to maintain minute books of the Association in which the proceedings of meetings of the Association, the Board and the Management Committees respectively are to be recorded.
- 59.2 Minutes of a meeting, when signed as a correct record by the chair of the meeting at which the minutes are confirmed, are evidence of the matters stated in those minutes.

60. Special Procedure for Conduct of Business

- 60.1 Subject to these Rules, the Board or a Management Committee (called in this Rule "the Relevant Body") 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.
- 60.2 A resolution in writing, signed or assented to by any form of viable or other electronic communication by all the members of the Relevant Body 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 Relevant Body duly convened and held.
- 60.3 Such document may be delivered to the Association's office personally, by post, fax or email.
- 60.4 For the purposes of Rule 60.2, 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.
- 60.5 Where a meeting of the relevant body is taken to be held under Rule 60.1;
- (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 relevant body for confirmation;
- as if the meeting under Rule 60.1 was a normally constituted meeting.

61. Disclosure of Interest

- 61.1 A member of the Board or a Management Committee (called in this Rule "the Relevant Body") who has a financial or property interest in a matter being considered, or about to be considered, by the Relevant Body shall, as soon as possible after becoming aware of such an interest, disclose the nature of the interest at a meeting of the Relevant Body.
- 61.2 The disclosure is to be recorded in the minutes of the Relevant Body and, unless it resolves otherwise, the member shall not:
- (a) be present during any discussion of the matter; or
 - (b) take part in any decision of the Relevant Body in relation to the matter.
- 61.3 A member of the Relevant Body 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.
- 61.4 A member of the Relevant Body is not to be taken to have an interest in a matter by reason only that the matter concerns a sporting body (including any Club or District Association) of which he is a member or with which he is otherwise officially associated.
- 62. Appeals**
- 62.1 Any Member, Club, 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 a Management Committee can appeal to the Sports Disputes Tribunal of New Zealand.
- 62.2 The right of appeal to the Sports Disputes Tribunal of New Zealand is the sole right of appeal.
- 63. Indemnity**
- 63.1 The Members of the Board and the Management Committees 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 wilful default.
- 64. Matters Not Provided For**
- 64.1 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.
- 65. Alterations to Rules**
- 65.1 These rules may be altered, added to or rescinded at any general meeting of the Association carried by a majority of at least two thirds of the total votes cast including any votes by an alternate.
- 65.2 No amendments shall be made to Rules 66.1 and 66.2 without the consent of the Inland Revenue Department.
- 66. Disposition of Property on Winding Up**
- 66.1 In the event of the winding up of the Association, if there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the surplus shall not be paid or distributed amongst clubs, but shall be given to some other charitable association or body associated with golf, or failing any suitable association or body being available, some form of charitable athletics association.
- 66.2 Payment shall be made only to an association or body whose rules prohibit the distribution of funds of the association or body amongst the members of that association or body.

The foregoing rules are signed by three members of the Association pursuant to section 21(2) of the Incorporated Societies Act.

SIGNED for and on behalf of

CLUB INCORPORATED

SIGNED for and on behalf of

CLUB INCORPORATED

SIGNED for and on behalf of

CLUB INCORPORATED

SCHEDULE A

Akarana Golf Club Incorporated
Awhitu Golf Club Incorporated
Chamberlain Park Golf Club Incorporated
Chamberlain Park Ladies Golf Club Incorporated
Clarks Beach Golf Club Incorporated
Formosa Auckland Country Club Limited
Howick Golf Club Incorporated
Maramarua Golf Club Incorporated
Maxwells Golf Club Incorporated
Maungakiekie Golf Club Incorporated
Onewhero Golf Club Incorporated
Pakuranga Country Club Incorporated
Pukekohe Golf Club Incorporated
Remuera Golf Club Incorporated
Royal Auckland and Grange Golf Club Incorporated
Titirangi Golf Club Incorporated
Waiheke Golf Club Incorporated
Waiuku Golf and Squash Clubs Incorporated
Wattle Downs Golf Club Incorporated
Whitford Park Golf Club Incorporated
Windross Farm Golf Course Incorporated

SCHEDULE B

Peter C Joyce
Kenneth R Hankin
Peter E Thomas
Sue Bunt
Peter Davie
Judith Hayhow