



**CONSTITUTION**

**OF**

**GOLF OTAGO  
INCORPORATED**

**Revision 3.1 (March 2022)**

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**CONSTITUTION OF  
GOLF OTAGO (INCORPORATED)  
PRELIMINARY**

**1. NAME**

The name of the Association shall be Golf Otago (Incorporated) hereinafter referred to in these rules as the "Association".

**2. REGISTERED OFFICE**

The registered office of the Association shall be at such place in the Otago District as the Board shall from time to time determine.

**3. DEFINITIONS**

In these Rules, unless the context requires otherwise:

**"Act"** means the Incorporated Societies Act 1908;

**"AGM"** means the Annual General Meeting of Golf Otago convened pursuant to Rule 8.4;

**"Association"** means Golf Otago Incorporated;

**"Board"** means the Board of Directors of the Association constituted under Rule 7 of this constitution.

**"CEO"** means the Chief Executive of the Association appointed under Rule 7.19;

**"Club"** means a Golf Club in the Association's District;

**"Financial Year"** means the year commencing the 1st January and terminating the 31<sup>st</sup> December following;

**"General Meeting"** means either an AGM or a Special General Meeting of the Association convened pursuant to Rule 8.4 or 8.18;

**"Individual Member"** means a financial member of a Member Club, whether male or female, including junior members and limited playing right members but excluding country members;

**"Life Member"** means an Individual Member elected pursuant to Rule 6.13;

**"Member Club"** means a Club or Resort Golf Course admitted to membership pursuant to Rule 6.8.

**"NZG"** "GNZ" means **New-Zealand-Golf** Golf New Zealand Incorporated.

**"Objects"** means the objects of the Association referred below;

**"Otago District"** means the whole of or any area in Otago.

**"President"** means the President of the Board;

**"Regions"** means the area of each sub-Association.

**"Regulations"** means regulations made by the Board pursuant to Rule

**"Rule(s)"** means these Rules of Golf Otago;

**"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 rulings, interpretations and decisions promulgated in relation to local conditions by the Association;

**"Register"** means a paper or electronic register or record of any matter required by this constitution to be recorded.

**"Resort Golf Course"** means the any Resort Course in Otago including but not limited to Hills, Jacks Point and Millbrook

**"Special General Meeting"** means a special general meeting of the Association convened pursuant to Rule 8.18;

**"Sub-Association"** means in relation to Men:

(a) North Otago Sub Association;

(b) Central Otago Sub Association

(c) South Otago Sub Association

(d) Metropolitan Sub Association

**"Sub-Association"** means in relation to Women

(a) Metropolitan Sub Association;

(b) Central Otago Sub Association

(c) South Otago Sub Association

(d) North Otago Sub Association

**"Amalgamated Sub-Association"** means in relation to Men & Women

**"Treasurer"** means the Treasurer appointed under Rule 7.12 (b).

#### 4 OBJECTS

The objects of the Association shall be: -

1. To foster, promote and control the game of golf as enjoyed by women and men of all ages and playing levels within the boundaries of Otago and to assist with the provision of such players' development programs.
2. To join and be bound by the rules of **New-Zealand-Golf** Golf New Zealand Incorporated and its respective successors and to affiliate with any other golf organisations the membership of which the Board deems to be in the best interests of the Association;
3. To establish and promulgate rules, playing conditions and regulations for the playing of golf in Otago;
4. To promote the importance of the R & A Rules of Golf, the Rules of Amateur Status and the education of such rules to Member Clubs;
5. To keep the registers set out in clause 15 and any other register/s deemed necessary by the Board from time to time.
6. To consider, mediate and adjudicate upon all disputes between Member Clubs on all matters, whether of misconduct or otherwise arising out of the playing, control, organisation or administration of the game of golf in Otago;
7. To promote, initiate and control golf competitions and representative matches in Otago;
8. To select and control teams representing Otago in any representative matches.

#### 5. POWERS

The Association shall, through the Board have power to do all such lawful acts and things as are necessary, incidental to, convenient for or conducive to the attainment of its objects, or any of them, and without prejudice to the generality of the foregoing to:

- 5.1. To fix the Annual Subscription payable by Member Clubs and to raise money by subscriptions, levies or otherwise on Member Clubs and/or individual members as may from time to time be deemed necessary;
- 5.2. To borrow or raise money from time to time by way of Bank overdraft or otherwise for the purposes of the Association, and to secure the payment thereof by way of by the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and/or rights of the Association and to borrow without any security. Such borrowings to be upon such terms and conditions as the Association shall think fit;
- 5.3. Purchase, take or lease, hire or otherwise acquire and hold any real and/or personal property, rights and privileges and to 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;
- 5.4. Sell, lease, mortgage, charge or otherwise dispose of any of the property of the Association, and to construct maintain and alter any buildings, facilities, golf courses conveniences or works that the Association deems necessary or convenient for and seem likely to advance the Association and the game of golf and to grant such rights and privileges there over in such manner as the Board may from time to time deem necessary and proper;
- 5.5. From time to time to invest, re-invest funds not immediately required by the Association in securities authorised by law upon such terms as it shall think fit;

- 5.6. Enter into any contract, agreement or arrangement with any person or body, firm, syndicate, corporation or company as the Association may deem conducive to its objects or any of them and to employ such personnel as are deemed necessary for the purposes of the Association from time to time;
- 5.7. Make regulations and by-laws for the government, control and management of the Association not inconsistent with these rules and to rescind or amend such by-laws and regulations and to establish and maintain an effective management system in order to implement the objects of the Association;
- 5.8. Print and publish any newspapers, periodicals, books or leaflets and to develop or use any computer system or software that the Association deems desirable and to produce develop create licence and otherwise exploit use and protect intellectual property of the Association;
- 5.9. Provide means for properly conducting, controlling and carrying on the game of golf and regulating the conduct of players and implementing drug sampling and testing measures 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;
- 5.10. Join and/or affiliate with other organisations in furtherance of the objects of the Association, in particular, but not limited to NZG GNZ and enter into arrangements with any Government Department or other 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 NZG GNZ and such Government Department or authority and carry out, exercise and comply with any such rights, privileges and concessions;
- 5.11. Delegate through the Board any of the powers of the Association to the CEO or any Committee set up in terms of these rules as it may think fit. In exercising such delegated powers and authorities the CEO and Committee shall conform to such directions as may be given by the Board;
- 5.12. 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 that the foregoing objects shall in no way limit the rights and powers conferred upon societies incorporated under the Act and its amendments.

## THE ASSOCIATION

### 6. STRUCTURE

#### Membership

- 6.1. There shall be three types of membership of the Association:
  - (a) Member Clubs admitted to membership pursuant to 6.8; and
  - (b) Individual members pursuant to clause 6.9; and
  - (c) Life Members within the meaning of Rule 6.13
- 6.2. All Member Clubs shall be listed in a Register of Members maintained by the CEO.
- 6.3. All Individual Members under 6.1(b) and all Life Members under 6.1(c) shall be listed in a separate register maintained by the Chief Executive.
- 6.4. The registers of Member Clubs, Individual Members and Life Members shall be kept up to date by the CEO at all times and shall be made available for inspection by Member Clubs upon reasonable request.

#### Membership and Registration

- 6.5. Any duly incorporated Golf Club or any Manager or other representative of any Resort Golf Course may apply to the CEO in the form approved by the Board to become a Member of the Association and to have its name entered in the Register.
- 6.6. A Club or Resort Golf Course applying for Membership will supply as part of its application a list of all males, female and junior members of that Club.
- 6.7. The application shall include undertakings that, if the application is approved and the Club or Resort Golf Course is entered in the Register:
  - (a) The Club or Resort Golf Course will pay all amounts payable or that become payable by the Club as determined by the Association under these Rules from time to time;
  - (b) The Club or Resort Golf Course will comply with the Rules and all Regulations, decisions and By-laws of the Association;
- 6.8. Where a Club or Resort Golf Course has applied for membership in accordance with the rules above the Board may approve that application and that Club or Resort Golf Course shall become a Member Club. Upon approval the CEO will enter the name of that Club or Resort Golf Course in the Register of Member Clubs.
- 6.9. Upon admission to membership of the Association, all Members of the Member Clubs within the varying classes of Membership of that Member Club will become Individual Members of the Association.
- 6.10. A Member Club shall be represented at General Meetings of the Association by the nominated representative of a Sub Association.
- 6.11. A Member Club shall be deemed to have renewed its annual membership unless membership shall have been terminated under clause 6.16

### **Life Membership**

- 6.12 The Board may recommend to a General Meeting of the Association any person, who has made an outstanding contribution to golf or golf administration in Otago for election as a Life Member of the Association.
- 6.13 The recommendation for life membership shall be submitted to the next General Meeting and if the recommendation is accepted by a two thirds majority of those present the Nominee shall become a Life member of the Association.
- 6.14 A Life Member shall be entitled to free membership of the Association and may attend any activity, General Meeting or Committee Meeting of the Association and may take part in any discussion at such meetings but shall not be entitled to move or second motions or to vote.

### **Obligations on Members**

- 6.15 Each Member Club 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 (except in the case of Resort Golf Courses);
  - (c) Forward to the Association upon request details of its administrative committee, and members.
  - (d) Support the Association in the encouragement and promotion of its Objects;
  - (e) Abide by these Rules and be deemed to have renewed its membership to the Association annually unless it has ceased membership before the end of a year;
  - (f) Complete and file with the Association on an annual basis a form of return in form fixed by the Association containing such information as the Board may require including (but not limited to) the Member Clubs administrative structure, its membership, its personal and its rules.

### **Cessation of Membership**

- 6.16 Any Member Club shall cease to be a Member Club of the Association and shall lose all benefits of membership:
- (a) By resignation by notice in writing to the CEO, but shall remain liable to the Association for all moneys owing and unpaid at the date of resignation; or
  - (b) By ceasing to be an incorporated society (provided that this clause shall not apply to Resort Golf courses)
  - (c) By decision of the Board to suspend the Member Club (but having first given to the Member Club a right of audience); or
  - (d) Where the Member Club ceases to be located within the Association's District; or
  - (e) Where the Member Club is removed from the ~~New Zealand Golf~~ Golf New Zealand Incorporated register of clubs.



## Suspension from Membership

- 6.17 The Board may, after due and proper inquiry, immediately suspend from membership for any period not exceeding twelve (12) months any Member Club or Individual Member:
- (a) who has infringed the Rules or By-Laws of the Association or
  - (b) has been guilty of conduct which in the opinion of the Board is unbecoming of a Member Club or Individual Member or is prejudicial to the game of golf or to the interests of the Association or
  - (c) who has failed to pay any levy or subscription payable by that Member Club or Individual Member for any financial year and that levy remains unpaid three (3) months after the date fixed for payment, or who has failed to meet a valid requirement of the Association within the time prescribed for satisfaction of that requirement, with such suspension to remain in effect until the levy is paid or the requirement is met.
- 6.18 Any Member Club or Individual Member:
- (a) Whose membership is suspended may appeal the decision. The Board shall appoint an independent nominee to consider this appeal.
  - (b) Who is suspended or whose membership is cancelled 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.
  - (c) Shall cease to have any entitlement to be represented at General Meetings for the duration of the suspension.

## 7. THE BOARD

- 7.1 (a) The Board shall comprise of ~~seven (7)~~ eight (8) members elected in the manner set out below. Four members shall be elected in the manner set out below by the four Men's Sub Associations and ~~three~~ four by the ~~three~~ four Women's Sub Associations.
- (b) The Board shall at its discretion have the ability to appoint an additional member(s) who hold skills or experience in matters critical to Golf Otago operational success. The appointment will be for a fixed period and does not hold voting rights.
- 7.2 Each of the four Men's Sub Associations of the Association shall appoint one member to the Board and each of the ~~three~~ four Women's Sub Associations of the Association shall appoint one member to the Board.
- 7.3 Where any Men's and Women's Association are operating as an amalgamated body there will be one man and one women delegate.
- 7.4 The Board shall, from within its members elect a President and a Vice President, at the first Board Meeting following the AGM. In the event the President is Female the Vice President shall be Male and vice versa.
- 7.5 The Board shall, from within its members elect an appointee to represent it at General Meetings and Forums of ~~NZG~~-GNZ
- 7.6 Board Members shall hold office for two (2) years from the date they took office.

- 7.7 The President shall be Chairperson of the Board and in the President's absence the Vice President shall be the Chairperson and the Chairperson (or, if absent or unwilling to act as Chairperson, some other Board Member Director to be chosen by the Board) shall preside over all Board meetings.
- 7.8 Meetings of the Board shall be convened:
- (a) as the Board resolves; or
  - (b) as the Chairperson of the Board directs; or
  - (c) if a request for a meeting is made in writing to the CEO by three (3) or more members of the Board.
- 7.9 Five (5) Board Members present in person or by a Zoom or similar online meeting with a minimum of one (1) Board Member of each gender shall comprise a quorum at meetings of the Board.
- 7.10 Each Board Member shall have one (1) vote on all motions and in the event of equality of votes the motion shall be deemed to be lost.
- 7.11 The CEO shall attend all meetings of the Board and shall be entitled to speak at all meetings but shall have no vote and shall not be counted for quorum. The Treasurer shall also attend all meetings of the Board and shall be entitled to speak at all meetings but shall have no vote and shall not be counted for quorum.

#### **Powers and Duties of the Board**

- 7.12 The Board shall have the following powers and duties:
- (d) appoint a Chief Executive Officer on terms and conditions and in accordance with procedures approved by the Board and enter into an employment contract with such remuneration and on such terms and conditions as the Board thinks fit;
  - (e) appoint a Treasurer of the Association on terms and conditions and in accordance with procedures approved by the Board and enter into an employment contract with such remuneration and on such terms and conditions as the Board thinks fit;
  - (f) adopt and regularly review a strategic plan for the Association, 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 below) to members of the Board for comment not less than twenty (20) working days prior to the meeting of the Board at which it is to be considered for adoption.
  - (g) carry out the powers of delegation and powers of appointment set out in clause 18.
  - (h) adopt an annual plan and budget for financial performance, prepared by the Treasurer, and to monitor results against the annual plan and budget;
  - (i) adopt clearly defined delegations of authority from the Board to the CEO and to confirm delegation from the CEO;
  - (j) control expenditure and to raise any money as provided by the objects of the Association;
  - (k) carry out the aims and objects of the Association generally and to deal with any matter not provided for in these rules;

- (l) ensure that the Association has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results and regularly agree performance indicators and standards within management and to review its own processes and effectiveness;
- 7.13 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) in fulfilling the Objects of the Association, to invest any of the property, assets and income of the Association 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 funds;
  - (b) to open and operate in the name of the Association such banking accounts as are deemed necessary
  - (c) to enter into any agreement in the name of and on behalf of the Association for sharing profits, or for mutual assistance with any person or persons or body corporate which it may seem to the Board that is capable of directly or indirectly benefiting the Association.

#### **Termination of Position of Board Member**

- 7.14 A Board Member ceases to be Board Member if
- (a) The Board Member resigns in writing, or if a substitute is appointed by the Board in consequence of an expected prolonged absence or incapacity of the Board Member (such substitute to remain only so long as the Board Member is absent); or
  - (b) A Board Member's term of office has expired; or
  - (c) On notice of motion duly given a resolution removing the Board Member from the Board is carried at a General Meeting of the Association; or
  - (d) The Board Member becomes bankrupt or makes any arrangement or composition with creditors generally; or
  - (e) The Board Member is certified by a qualified medical practitioner to be mentally unfit to carry out his/her duties; or
  - (f) The Board Member is directly or indirectly interested in any contract or proposed contract with the Association and fails to disclose that interest; or
  - (g) In the opinion of the Board, after consultation with the Sub-Association which nominated the Board Member, the Board Member has acted in a manner unbecoming or prejudicial to the objects and interests of the Association or brought the Association, any member Club or golf into disrepute.
  - (h) The Board Member has otherwise been prohibited from being a Director of a Company under the Companies Act 1993.
- 7.15 Any Board Member who fails to attend 2 consecutive Board Meetings of the Board without leave of absence may be removed if so resolved by the Board at a subsequent meeting.
- 7.16 A resolution removing a Board Member shall not be put to the vote until the Board Member has been given the opportunity to be heard, where the Board Member may

be supported by legal or other Counsel.

- 7.17 A person removed by the Board may within 20 working days of his removal lodge an appeal for re-instatement. The Chair of the Board on receipt of the appeal shall appoint an independent nominee to consider the appeal.
- 7.18 The independent nominee shall hear and decide the appeal as soon as is reasonably practicable (but not less than 15 working days after the lodgment of the appeal) and shall hear all parties including the person so removed. Any party may be represented by legal or other Counsel.

#### **Chief Executive Officer**

- 7.19 The CEO appointed by the Board shall be responsible for the daily management of the affairs of Golf Otago in accordance with the policies set by the Board and its Committees and in accordance with the job description of the position. The Board shall review the CEO's performance annually to ensure compliance with job description and policy.

#### **Treasurer**

- 7.20 The Treasurer, appointed by the Board shall be responsible for monitoring financial records and shall oversee the preparation of accounts of all income and expenditure of the Association. The Treasurer shall present same to each Board meeting, together with such other statements and balance sheets as the Board may request.
- 7.21 The CEO shall be responsible for the daily management of the financial affairs of the Association, in accordance with the Policies set by the Board and as directed by the Treasurer.
- 7.22 The Treasurer, with assistance from the CEO, shall prepare the Annual Accounts of the Association and shall undertake such other work as may be directed from time to time by the CEO and/or the Board.
- 7.23 The Board shall review the Treasurers performance annually to ensure compliance with job description and policy.

#### **Committees**

- 7.24 Where necessary the Board will establish Committees to further the Objects of Golf Otago.
- 7.25 The CEO shall be an ex officio member of each Committee referred to below but shall have no vote at any meeting.
- 7.26 There shall be a Men's Committee and a Women's Committee in each case if necessary.
- 7.27 The Board may at its option appoint additional Committee/s
- 7.28 The following Committees shall be appointed or ratified by the Board and in the event of a vacancy on any Committee, shall fill such vacancy which appointment shall remain until the AGM.
  - (a) The Selection Committee, which shall be appointed by the Board, and which shall select Teams or individuals as the case may require to represent Golf Otago in any Competition of other golf occasion.
  - (b) The Handicapping and Course rating Committee the members of which shall be nominated and elected by each Sub Association at its AGM and which shall oversee the handicapping of all individual golfers in the manner required by NZG-GNZ and oversee the fixing of course ratings for all courses in Otago in the manner required

by NZG GNZ

- (c) The Match Committee the members of which shall be nominated and elected by each Sub Association at its AGM and which shall oversee the management and running of all inter club competitions in Otago and other such fixtures as deemed by the Match Committee to require assistance from the Association.
- (d) The Junior Committee the members of which shall be nominated and elected by each Sub Association at its AGM and which shall oversee the development of Junior Golf in Otago.

#### **Casual Vacancies on the Board**

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

### **8 GENERAL MEETINGS**

- 8.1 The AGM and any other Special General Meeting of the Association of the Association shall consist of:
- (a) The CEO and the Treasurer;
  - (b) The Board;
  - (c) The Life Members; and
  - (d) The delegates of the Sub-Associations appointed as set out below.
- 8.2 Each Sub-Association shall be entitled to appoint one delegate for every two hundred (or part thereof not being less than 100) individual members of the Member Clubs of that Sub Association (excluding country members) as at the 31st December preceding the AGM or Special General Meeting. Any Sub-Association with less than 100 members shall be entitled to one delegate.
- 8.3 No later than five (5) working days prior to the commencement of the AGM or Special General Meeting each Sub Association shall advise the CEO of the name, address and phone number of the persons nominated to represent that Sub Association together with the name, address phone number of any alternates for those nominees. The alternates' appointment will cease at the conclusion of the meeting. At the commencement of the meeting any alternate shall advise the Chairperson of the meeting of his or her presence and the name of the nominee he or she replaces.
- 8.4 The AGM of the Association shall be held annually at such time and place as the Board shall decide but not later than the 30th of April in each year. The CEO shall give not less than twenty (20) working days written notice of the date, time and place of the meeting to all Member Clubs and shall give written notice to all Member Clubs at least ten (10) working days prior to the date of the meeting of all business proposed to be brought before the meeting.
- 8.5 Any Member Club requiring any business to be discussed or any resolution to be considered at the AGM shall give notice in writing to the CEO of such business or such resolution no later than fifteen (15) working days prior to the date fixed for the meeting.

- 8.6 The CEO and Board may invite any person to attend any AGM or Special General Meeting. Any person attending an AGM or Special General Meeting pursuant to this Rule shall not be entitled to speak without leave of the chairperson of the meeting and shall not be entitled to vote.

#### **Order of Business**

- 8.7 The business of the Annual General Meeting shall be to:
- (a) Confirm the minutes of the last General Meeting;
  - (b) Receive and adopt the Annual Report and balance sheet for the financial year proceeding the Annual General Meeting;
  - (c) Appoint a; Accounts Reviewer
  - (d) Set the levies and subscriptions as required;
  - (e) Consider any business or proposed motion for constitutional changes of which notice has been given; and
  - (f) Transact any general business or motion of which notice has been given to the CEO pursuant to Rule 8.5 above.

#### **PROCEDURE AT GENERAL MEETINGS**

##### **Chairperson**

- 8.8 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 Vice President shall be the Chairperson for that meeting. If the Vice President is not present, able or willing to take the chair then those present and entitled to vote shall elect a Chairperson for such meeting. The Chairperson so elected shall remain in the chair until the arrival of the President or the Vice President.
- 8.9 The President and Vice President are entitled to attend and speak as a delegate of their Sub Association at a General Meeting but shall not have a deliberative or casting vote. Other persons entitled to be present at a General Meeting may speak to any motion or on any question of general business, except a person present by invitation may speak only with the leave of the Chairperson of the meeting.

##### **Quorum**

- 8.10 Fifty percent (50%) of the entitlement of Sub-Associations Delegates or their alternates (Delegate) shall be a quorum at the AGM or Special General Meetings of the Association. In the event there shall be insufficient numbers present to constitute a quorum the Meeting shall be adjourned to a date of which not less than 20 working days' notice may be given to the members.

##### **Voting**

- 8.11 Each Delegate shall be entitled to one (1) vote. Voting on a motion before the General Meeting shall be by way of a show of hands. Where the result of the show of hands is not clear, a secret ballot is to be conducted.
- 8.12 Where a vote is taken on a show of hands, any Delegate may before the declaration of the result; or immediately after the declaration and before the meeting proceeds to

other business request a secret ballot. Where a secret ballot is requested it is to be taken as the Chairperson directs. Two scrutineers are to be appointed by the meeting. The Chairperson shall declare the result as and when notified to him or her by the scrutineers. Following the declaration of the result the ballot papers are to be destroyed.

- 8.13 The declaration by the Chairperson 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 shall be evidence as to that result.
- 8.14 In the case of an equality of votes on any motion at a General Meeting the motion shall be deemed to be lost.
- 8.15 A motion 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.
- 8.16 Proxy voting will be admissible, but to a maximum of 1 proxy vote per attending Delegate.

### **Special General Meetings**

- 8.17 All the rules applicable to the Annual General Meeting shall, where not inconsistent, apply to a Special General Meeting.
- 8.18 The Chief Executive shall convene a Special General Meeting at the request of the Board or upon receipt of a written requisition by six (6) Member Clubs. The requisition shall set forth the purpose of the meeting.
- 8.19 The Special General Meeting shall be held within thirty (30) Business Days of receipt by the Chief Executive of the request or requisition and fifteen (15) working days' notice of the Special General Meeting shall be given to Member Clubs.

## **9 GENERAL**

### **LEVIES**

- 9.1 In accordance with its powers hereunder Golf Otago in General Meeting may impose on Member Clubs an annual levy, and any special levy, payable based on that Member's number of Individual Members as declared by ~~New Zealand Golf~~ Golf New Zealand Incorporated or on some other equitable basis.
- 9.2 The Association may notify Member Clubs a method of payment in respect of a levy and a period or periods within which payment or payments are to be made.
- 9.3 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 January in the year to which the recommendation relates; and
  - (b) the amount of levy to be imposed on each Member Club or Individual Member does not exceed the amount recommended by the Board.

## 10. INDEMNITY FOR BOARD AND COMMITTEE

- 10.1. No Board member, Committee member, CEO or Treasurer shall be liable for the acts or defaults of any other Board Member, Committee member, CEO or Treasurer or any loss occasioned thereby, unless such loss was caused by their own willful default or by their acquiescence.
- 10.2. The Board member, Committee member, CEO and Treasurer shall be indemnified by the Association for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their wilful default or acquiescence.
- 10.3. The Board may, with the approval of the Association at the AGM or a Special General Meeting take out such insurance as it deems necessary to protect the Board, CEO and Treasurer from liability for damages as office holders not caused by their wilful default or acquiescence.

## 11. REGULATIONS AND BY-LAWS

- 11.1. 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.
- 11.2. Regulations and By-Laws made under Rule 11.1 shall be binding on the Association, and its Member Clubs.

## 12. RECORDS AND ACCOUNTS

- 12.1. 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 CEO.
- 12.2. The Association shall retain such records for seven (7) years after the completion of the transaction or operation to which they relate.
- 12.3. The Board shall submit to the Member Clubs at the Annual General Meeting the statement of account of the Association in accordance with these Rules and the statement of accounts 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.
- 12.4. The CEO 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 Treasurer's Report, the Reviewers Accounts report, and any other document required under the Act if any.
- 12.5. 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 Board Members or by the CEO and one Board Member or in such other manner as the Board determines.



**13. FINANCES AND PROPERTY**

- 13.1. The Association's financial year ends on 31 December in each year.
- 13.2. The property and funds of the Association are to be applied only to the promotion of the Objects of the Association.
- 13.3. As a general rule no individual member of the Association shall derive any pecuniary gain from membership of the Association other than by way of recompense for services given and re-imbusement of out of pocket and other expenses or by way of subsidy or grant to enable that member to further the objects of the Association.
- 13.4. All money received by or on behalf of the Association must be paid into a bank account with a bank appointed by the Board.
- 13.5. A schedule of accounts paid and of accounts awaiting payment together with a schedule of all receipts for the month preceding the meeting shall be made available to the Board by the Treasurer at each Board meeting.

**14. MINUTE BOOKS**

- 14.1. The CEO shall maintain minute books of the Association in which the proceedings of meetings of the Association, the Board and Committees respectively are to be recorded.
- 14.2. Minutes of a meeting, when signed as a correct record by the relevant Chairperson of the meeting at which the minutes are confirmed, are evidence of the matters stated in those minutes.
- 14.3. Sub Associations shall forward copies of minutes of all meetings.

**15. REMOVAL FROM REGISTER OF CLUBS**

- 15.1. The CEO shall cause the name of a Member Club to be removed from the Register where:
  - (a) the Member Club 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 Club from the Register pursuant to Rule 6.16;
  - (c) the Member Club is removed from **NZG's** GNZ's Register of Clubs; or
  - (d) the Member Club has been expelled from or has resigned from the Association or has been wound up.
- 15.2. Before any resolution of the Board to remove the name of the Member Club from the Register is put to the vote, the Member Club shall be given the opportunity to be heard.

## 16. REGISTER OF GOLF COURSES

- 16.1. The CEO is to keep a register of all golf courses in the Association's District, including those courses operated by Member Clubs.
- 16.2. The register of golf courses will include the following information in relation to each golf course:
  - (a) Details on the length and par of each hole;
  - (b) A copy of the score card currently in use on the course and any local rules;
  - (c) All details relating to the course rating for handicapping purposes;
  - (d) Copies of all reports forwarded by each Member Club on their course;
  - (e) Any other such information that may be required by NZG GNZ.

## 17. DELEGATION & SUBCOMMITTEES

- 17.1. The Board and the Committees may delegate to any person or persons, or to a subcommittee appointed under this Rule, any of their powers.
- 17.2. The Board and the Committee may determine in writing, conditions for any such delegation including its duration.
- 17.3. A delegation and any determination in relation to a delegation shall not be affected by reason only of a change in the Board or the Committee's composition.
- 17.4. In the exercise of its powers, the Board and the Committees may appoint subcommittees. Each subcommittee will be headed by a convener who will be responsible for that subcommittee.
- 17.5. Each convener of a subcommittee will be ratified by the Board and will hold their position for the duration of their term as a Committee Member. For the avoidance of doubt all subcommittee conveners' appointments lapse at the beginning of each Annual General Meeting with new conveners being appointed thereafter.
- 17.6. The Board and the Committees, as the case requires may determine, in writing, conditions for the operation of a subcommittee including the duration of its appointment and its powers.
- 17.7. A determination relating to conditions and powers of a subcommittee shall not to be affected by reason only of a change in the composition of the Board, the Committees or the subcommittee.
- 17.8. A subcommittee shall have the power to co-op any person or body whose special abilities or skills will assist the subcommittee. Any person or body co-opted under this Rule will be responsible to the Committee or Board as the case requires.
- 17.9. A subcommittee shall have no power to delegate the powers delegated to it by the Board or the Committees.

## 18. SPECIAL PROCEDURE FOR CONDUCT OF BUSINESS

- 18.1. Subject to these Rules, the Board and or the Committees (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.
- 18.2. 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. Such document may be delivered to the Association's office personally, by post, fax or email, and for the purposes this Rule, two or more separate documents in identical terms that are set out and signed in accordance with this Rule are to be taken as one document.
- 18.3. Where a meeting of the Relevant Body is taken to be held under this Rule:
  - (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 this Rule was a normally constituted meeting.

## 19. DISCLOSURE OF INTEREST

- 19.1. A member of the Board, the Committees or a subcommittee (called in this Rule "the Relevant Body") who has an 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.
- 19.2. 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.
- 19.3. 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.
- 19.4. Provided that 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 club of which he/she is a member or with which he/she is otherwise officially associated.

**20. MATTERS NOT PROVIDED FOR**

20.1. 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 Member Clubs unless and until set aside by resolution of a General Meeting.

**21. AMENDMENT OF RULES**

21.1. 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 Member Clubs not less than fifteen (15) Business Days' notice of the date, time and place of the meeting.

**22. COMMON SEAL**

23.1 The Association shall have a common seal which shall be kept in the custody of the Chief Executive and shall not be affixed to any document or instrument except pursuant to a resolution of the Board.

23.2 Any document to which the Common Seal is affixed shall be signed in the presence of each other of two Directors, or the Chief Executive and one Director.

**23. WINDING UP**

23.1. 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 incorporated societies or charitable institution with like or similar objects as the Association resolves in General Meeting. Payment shall be made only to an incorporated society or charity whose Rules prohibit the distribution of funds of the society among the members of that society.

**24. NOTICES**

24.1. 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.

Signed for Golf Otago Incorporated

*[Handwritten signature of Rowan Greaves]*

Rowan Greaves

President

*[Handwritten signature of Peter Devine]*

Peter Devine

Vice President

*[Handwritten signature of Mahal Pearce]*

Mahal Pearce

Chief Executive Officer

