



## **1 NAME**

The name shall be “ GOLF NORTHLAND INCORPORATED”

## **2 DEFINITIONS**

The “Association “ means Golf Northland Incorporated

“Executive” means the Executive Board.

“ Director” means those elected or appointed to the Executive Board

“Officer” means one who is elected to the Golf Committees at the Annual General Meeting and are Men’s President; Women’s President; Men’s Vice President; Women’s Vice President; Men’s Representative ,Women’s Representative.

“Committee” means any of the Committees set up under Clause 8.1

“Member Club” means **any** Golf Club that is a financial member of the Association.

“Parent Body” means New Zealand Golf Incorporated.

## **3 REGISTERED OFFICES**

The registered office of the Association shall be at **Sport Northland Kensington** or at such place as the Executive may from time to time determine.

## **4 TERRITORY**

The territory of The Association shall be that part of the North Island of New Zealand bounded on the south side by a line drawn from the South Head of the Kaipara Harbour on the West Coast to Cape Rodney on the East Coast or such other line as the Parent Body shall from time to time approve.

## **5 OBJECTS.**

The objects of the Association shall be

- 1 To foster the game of Golf

2. To affiliate with N Z Golf (Parent Body)
  3. To uphold the Rules of Golf and uphold and preserve the amateur spirit of the game of Golf.
  4. To arrange and control inter-club, inter-district and the inter-provincial matches and competitions as may come within their jurisdiction.
  5. To assist the Parent Body in securing uniformity in handicapping in accordance with the N Z Course Rating and Handicapping System.
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6. To exercise in its territory such of the power of the Parent Body that may be delegated to it.
  7. To assist member clubs pursuant to their aims, objects and interests when requested.
  8. To undertake any other functions that may be consistent with the general objects of the Association.

## **6 POWERS**

The Association shall have the power to do all such lawful acts and things as are incidental or conducive to the attainment of its objects, or any of them and without prejudice to the generality of the foregoing; the following powers shall be included in the Association's powers.

1. To purchase, take lease or in exchange, hire or otherwise deal with property, both real and personal or whatsoever kind and any rights which the Association may think necessary or convenient.
2. To raise, receive, hold and administer funds in the form of levies, subscriptions, donations, gifts, legacies, bequests, funds and grants arising from any source for the benefit of the Association.
3. To enter into any contracts, agreements or arrangements with any person, firm, syndicate, corporation, or company the Association may deem conducive to the Associations objects or any of them.
4. To borrow or raise money by way of bank overdraft, or on mortgage, or by the issue of debentures, or otherwise howsoever and with or without security.
5. To invest, lend or deal with the monies of the Association not immediately required for carrying out its objects, upon securities and in such a manner as may from time to time be determined upon.
6. To make, amend or rescind by-laws or regulations not consistent with these Rules pertaining to the carrying out of all or any of the objects of the Association.

7. To implement disciplinary procedures and impose sanctions and penalties over member clubs or its members in accordance with its Disciplinary Policy as set out in its by-laws.
8. To do all other such things which, in the opinion of the Association may be incidental and conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.

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## **7 MEMBERSHIP**

### **7.1 Categories of Membership**

The membership of the Association shall consist of:

- (a) **Member Clubs**  
Any Golf Club whose course is within the Territory of the Association may make written application to be a member of the Association.
- (b) **Life members**  
Any person who, in the opinion of the Executive, has rendered exceptional Service to the Association and who, is elected at the Annual General Meeting. There shall be no more than five [5] living Life members at any one time.
- (c) **Associate Members**  
Associate members will be any other group of golfers who meet the membership requirements established by the Executive from time to time. Such members shall not have voting rights.

### **7.2 Membership Subscriptions and/ or Levies**

- (a) The membership fee of the Association shall be a levy for each member of Member Clubs. The amount may differ between the various classes of membership at Member Clubs. The amount of this fee is to be set by the Executive unless the amount varies from the previous year's levy by more than the C.P.I., in which case the fee in excess of the C.P.I. variation will be determined at the Annual General Meeting of the Association.
- (b) The subscription or levy shall become due and payable one month after the Annual General meeting each year. If unpaid two months after the Annual General Meeting, interest, at a rate determined by the Executive, may be charged on the unpaid portion at the discretion of the Executive. At the discretion of the Executive, rights of membership of the Member Club in default may be suspended until the subscription or levy is paid.

### **7.3 Admission to Membership**

- (a) No Club will become a member of the Association until its application has been accepted by the Association and it has paid the annual levies for the current financial year.
- (b) Prior to accepting the application for membership, the Association 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 Association.
- (c) Every Member Club and Associate member by accepting admission to the Association undertakes to comply with this Constitution and decisions of the Association. **three**
- (d) The Association may, at the discretion of the Executive, make any person an Honorary Life Member of the Association and the rights, duties and privileges of such Honorary Life Member shall be defined from time to time by the Executive. Until otherwise so defined by the Executive an Honorary Life Member shall not have the right to vote. Provided that the Honorary Life Member shall only be appointed after having been elected at any General Meeting of the Association. Provided, also, that not less than 14 days prior notice is given to each Member Club of any nomination of an Honorary Life Member and furthermore no person shall be elected as an Honorary Life member except by a three-fourths majority at such General Meeting. Such recommendation to the General Meeting will be subject to a majority vote of the Executive.

### **7.4 Resignation from Membership**

Any Member Club, Life Member or Associate Member deciding to resign from membership of the Association shall give 90 clear days notice in writing to the Executive of its intention. Subject to all levies for the current financial year being paid by the resigning member that membership shall cease at the expiry of the Association's then financial year.

### **7.5 Withdrawal, Suspension or Termination of Membership**

- (a) Membership shall be withdrawn, suspended or terminated if the Member Club:
  - (i) Ceases to operate as a Golf Club
  - (ii) Fails to comply with the provisions of the Constitution
  - (iii) Acts in a manner considered to be injurious or prejudicial to the Rules or interest of the Association.
- (b) A Member Club or Associate member may have membership suspended on a resolution carried by a two thirds majority at an Executive Meeting.

- (c) A Member Club or Associate Member may have its membership withdrawn or terminated by a resolution passed at a General Meeting by a two thirds majority of those present in person and voting. The Club or Associate member must be notified in writing of the impending resolution at least 14 days prior to the meeting in order to be able to put its case forward.

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- (d) Life Membership and/or Associate Membership may be terminated as determined by the Executive from time to time.

## **7.6 Register of Members**

A register, which will shall be updated annually, will be kept in which details of member Clubs shall be recorded, including full legal name, address and phone and facsimile numbers, E mail address, dates of admission and Officers of the Member Club.

## **STRUCTURE**

- 8.1** The Association will consist of an Executive and separate Committees for; Men's Golf ; Women's Golf; Junior Development; Course Rating and Rules.

### **8.2 Committees**

The Men's Golf Committee and the Women's Golf Committee shall each consist of the respective President, Vice President and Representative who shall be elected at the Annual General Meeting by the Delegates present in person. These elected members may appoint persons, with the necessary expertise in appropriate fields, to the Golf Committees as required.

Other Committees shall have at least one member from each Golf Committee in its membership with the responsibility of reporting to the Golf Committees. One of these members shall be the convenor. Other members of these Committees shall be appointed by the Golf Committees, as required, from persons with expertise in appropriate fields.

### **8.3 Executive**

The Executive shall be made up of Men's President, Women's President, Men's Representative and Women's Representative plus two persons, with expertise in appropriate fields appointed by the Executive.

The Chairperson, to serve until the next Annual general Meeting, shall be elected from all members of the Executive at their first meeting after the Annual General Meeting.

### **8.4 Term of Officers, Appointed Directors and Appointed Committee Member**

Subject to the rotational policy, Clause 8.5, the elected members of the Golf Committees will have a tenure of three years with one elected position on each Golf Committee coming up for re-election, in rotation, each year.

Appointed Directors and appointed Committee Members will be appointed to serve until the next Annual General Meeting.

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## **8.5 Rotational Policy**

The Executive shall operate a Rotational Policy with only the positions of those elected officers who have completed their three year [3] year term coming up for election in any one [1] year.

## **8.6 Delegates**

- (a) Each Member Club shall appoint two voting delegates, one man, one woman, to represent it at all General Meetings of the Association.
- (b) Each member Club shall give notice in writing to the Executive Officer of the appointment of it's delegates and any such appointment can be revoked at any time and a new Delegate or Delegates appointed by the Member Club.
- (c) All elected Officers, Delegates and appointees must be Full Playing financial Members or Life Members of a Member Club.

## **8.7 Election of Officers**

- (a) Nominations for the position of elected Officers shall be made by a Member Club and must be in writing, on behalf of the member Club and certified by the nominee expressing a willingness to accept a position as an Officer of the Association.
- (b) All nominations for Officers must be received by the Executive Officer not later than 25 days before the date of the Annual General Meeting.
- (c) Elected Officers shall be elected at the Annual General Meeting and those standing down are eligible for re-election.
- (d) If there are insufficient nominations received, any vacancies shall be filled by election at the annual General Meeting, with nominations being made from the floor of the Annual General Meeting. In event of a vacancy in any Officer position the Executive may appoint a person to the position until the next Annual General Meeting, when the position will be available for election for the remainder of the rotational term.

## **8.8 Executive Meetings**

- (a) A meeting of the Executive is to be convened at least six [6] times per annum [ i.e. each second month] and as the Executive resolves, the Chairperson directs or a request is made in writing to the Executive Officer by two (2) or more Directors.

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- (b) Four (4) Directors present in person form a quorum at meetings of the the Executive.
- (c) Each Director has one (1) vote on all resolutions
- (d) In the case of an equality of vote on any motion before the Executive the motion shall be deemed to been lost.

## **8.9 Committee Meetings**

- (a) A meeting of each Committee shall be held each quarter ( i.e, three [3] monthly and otherwise as required.
- (b) Three (3) Committee Members present in person form a quorum of the Committees
- (c) The President of the Golf committees and the Convenor of the other Committees shall be those Committee Chairpersons.
- (d) Each Committee member has one (1) vote on all resolutions.
- (e) In the case of an equality vote on any motion before a Committee the motion shall be deemed to be lost.

## **8.10 Proxy Votes**

There shall be no proxy votes at any Association meeting.

## **9 EXECUTIVE POWERS AND EXECUTIVE OFFICER'S DUTIES.**

### **9.1 Executive.**

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

- 1 To appoint an Executive Officer who shall be responsible for the day to day running of the Association's business under the direction of the Executive Board.

- 2 To adopt and regularly review a strategic plan for the Association, prepared by the Executive Officer, which includes goals and measures of short and long term success.
- 3 To control expenditure and to raise money as provided by the Objects of the Association and adopt the Annual Plan and Budget for Financial Performance, prepared by the Executive Officer, and to monitor results against the Annual Plan and Budget. The Balance Date shall be set by the Executive from time to time.

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- 4 To make repeal and amend rules for regulation and control of any competition, or events under the Association's control.
- 5 To carry out the aims and Objects of the Association generally within the Powers of the Association and to deal with any matter not provided for in this Constitution.

## **9.2 EXECUTIVE OFFICER**

The Association shall have an Executive Officer.

The office of Executive Officers may be held by a person in an honorary capacity, or by a person as a salaried official, who shall be appointed by the Executive. The remuneration and conditions of employment shall be as determined by the Executive.

## **9.3 DUTIES OF EXECUTIVE OFFICER.**

- (a) The Executive officer shall direct and control the activities of all staff, oversee the duties of the Golf Development Manager, and act as liaison between the Executive on one hand and all Committees on the other.
- (b) The Executive Officer shall keep minutes of resolutions and proceedings of the Executive meetings, all General Meetings and all Committee meetings and shall produce such minutes at such meetings.
- (c) The Executive Officer shall submit an unaudited statement of assets and Liabilities of the Association's financial position to the Executive as at a date each month as appointed by the Executive from time to time.
- (d) The Executive Officer shall submit an audited statement of assets and liabilities of the Association as at the Balance date each year together with an account of the income and expenditure for the twelve months (or other period) preceding such date at the Annual General Meeting. A copy of this statement together with the Report of the Executive on the affairs of the Association shall be posted to each Member Club not less than twenty-one (21) days prior to the Annual General Meeting

- (e) The Executive Officer shall pay onto such Bank as the Executive may from time to time direct, to the credit of the Association all monies received. The Bank's receipt shall be sufficient evidence of payment. All payments out of the funds of the Association shall be made by order of the Executive signed in such a way as the Executive may direct, but always with two signatories.
- (f) The Executive Officer shall carry out duties according to the job description for the Executive Officer as formulated by the Executive from time to time. **eight**

## **10 GENERAL MEETINGS**

### **10.1 Annual General Meeting**

The Annual General Meeting of the Association shall be held not later than March 15<sup>th</sup> each year when all relevant Association business shall be conducted. The Chairperson for all General Meetings shall be the current Chairperson of the Executive.

### **10.2 Special General Meetings**

The Executive officer shall convene a Special General Meeting:

- (a) When directed to do so by the Executive
- (b) On the requisition in writing signed by not less than four Executive Members or not less than six (6) Member Clubs. Such requisition must clearly state the reason why such a meeting is required to be convened and the nature of the business to be transacted.

### **10.3 Notice of General Meetings.**

The Executive Officer shall convene all General Meetings by giving not less than twenty one (21 ) clear day's notice of such meetings to the members of the Association and all officers. Member Clubs should also receive copies of the audited accounts, any Notices of Motion and list of nominees for elected positions at this time.

- (a) Notice shall be given in writing and shall clearly state the nature of the business to be discussed.

### **10.4 Notice of motion**

Any Member Club which wishes to propose a motion to be considered at an Annual, or Special General Meeting, shall give notice of the motion, together with supporting details to the Executive at least thirty (30) days before the date of the meeting.

No motion shall be proposed ,discussed or put to the vote at any General Meeting

**Unless:**

- (a) Notice has been given in the Notice calling the Meeting or
- (b) A resolution passed by at least a two-thirds majority of the Member Clubs represented at the meeting determines that such motion shall be considered.

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### **10.5 Voting at General Meetings**

- (a) At all General Meetings of the Association voting shall be by a show of hands. Each Delegate present in person shall have one vote on any issue. If, before, or immediately after, the declaration of a show of hands and before the meeting proceeds to the next business, a poll is demanded by a majority of the Delegates present in person, and then voting on the resolution shall be by ballot.
- (b) If a ballot is duly demanded it shall be taken forthwith in such a manner as the Chairperson directs. Two (2) scrutineers shall be appointed by the meeting for the counting of votes. The result of the ballot shall be deemed to be the resolution of the meeting and the ballot papers destroyed.
- (c) In the event of an equality of votes, on any motion at a General Meeting, whether on a show of hands or by ballot, the motion shall be deemed to be lost.

### **10.6 Procedure at General Meetings**

- (a) If the nominated Chairperson is unable to attend a General Meeting the Executive shall appoint a Chairperson for the meeting.
- (b) The Quorum at all General Meetings shall be Delegates present in person representing not less than one third of all Delegates.

## **11 COMMON SEAL**

The Association shall have a Common Seal which shall be kept in the custody of the Executive officer. Every document to which the seal of the Association shall be required shall be sealed pursuant to a resolution of the Association to that effect in the presence of two[2] Executive members who shall attest to same.

## **12 PROPERTY AND FUNDS**

The property and Funds of the Association shall be applied soley towards the promotion of the objects of the Association in such a manner as the Association shall from time to time resolve. All monies received by or on behalf of the

Association shall be paid into bank accounts with such banks as the Executive shall appoint. All accounts shall be submitted for approval by the Executive and shall be paid by cheques drawn on the Association's accounts. All cheques shall be signed by any two of the Executive Officer and /or Executive members duly appointed as signatories.

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### **13 INDEMNITY**

The Executive, the Committees and other officers of the Association shall be indemnified by the Association against all disbursement expenses, liabilities and losses incurred by them in or about the discharge of their duties except such as happen from their own willful act, neglect or default.

### **14 DISPOSITION OF PROPERTY ON WINDING UP**

In the event of winding up of the Association, if there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the surplus shall not be distributed amongst the member Clubs, but shall be given to some other Association or body associated with Golf, or failing any suitable association or body being available, to some other charitable purpose within New Zealand. The distribution shall be determined by a majority of Member Clubs at the time of the dissolution.

### **15 ALTERATION TO CONSTITUTION**

This Constitution may be altered, added to or rescinded at any General Meeting of the Association by Notice of Motion as per Clause 10.4(a) and carried by a majority of at least two-thirds of the votes cast.

### **16 TERMINATION DATES**

Under Clauses 8.4 / 8.5

|                        |                |
|------------------------|----------------|
| Women's President;     | 2011, 2014 etc |
| Men's President        | 2010, 2013 etc |
| Women's Representative | 2010, 2013 etc |
| Men's Representative   | 2012, 2015 etc |
| Women's Vice President | 2012, 2015 etc |
| Men's Vice President   | 2011, 2014 etc |

**CONSTITUTION OF GOLF NORTHLAND**

|                 |  |
|-----------------|--|
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