

THE GOLF NORTHLAND CONSTITUTION

THE RULES OF GOLF NORTHLAND INCORPORATED

(As revised 22 November 2016)

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1. The name shall be “GOLF NORTHLAND INCORPORATED”

2. DEFINITIONS

“Association or GN” means Golf Northland Incorporated.

“Member” means a Member Club, Life Member or Associate Member of the Association.

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

“NG” means North Golf

“Officer” means Elected Officers and Appointed Officers.

“Elected Officer” means those Officers elected at the AGM under Rule 8.2 (a) –(d).

“Appointed Officer” means those Officers appointed under Rules 8.2(e), 8.6 or 9.5.

“NG” means “North Golf Executive”

“Appointed Match Committee Member” means any person appointed to the Match Committee under Rule 9.3 or 9.5.

“Committee” means any of the Committees set up under Rule 9.4.

“Appointed Committee Member” means any person appointed to any of the Committees.

“Parent Body” means New Zealand Golf Incorporated.

3. REGISTERED OFFICE

The registered office of the Association shall be at Sport Northland Kensington or at such place as the Board 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

5-1 To foster the game of Golf under the direction of NG

5-2 To affiliate with NZ Golf (Parent Body)

5-3 To uphold the Rules of Golf and uphold and preserve the amateur spirit of the game of Golf.

5-4 To arrange and control inter-club, inter-district and inter-provincial matches and competitions as may come within their jurisdiction.

5-5 To assist the Parent Body in securing uniformity in handicapping in accordance with the New Zealand Course Rating and Handicapping System.

5-6 To exercise in its territory such of the power of the Parent Body that may be delegated to it.

5-7 To assist Member Clubs pursuant to their aims, objects and interests when requested.

5-8 To undertake any other functions that may be consistent with the general objects of the Association.

5-9 To use and protect the intellectual property of Golf Northland Incorporated.

6. POWERS

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

6-1 To make and regularly review By-laws, Policies and Regulations designed to ensure efficient and consistent operation of the Association within these Rules.

These will include a Disciplinary Policy and a Health and Safety Policy.

6-2 To implement disciplinary procedures and impose sanctions and penalties in accordance with its Disciplinary Policy.

6-3 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.

7 MEMBERSHIP

7.1 Categories of Membership

The membership of the Association and NG 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 Board, has rendered exceptional service to the Association may be nominated by the Board for election as a Life Member at any General Meeting.

(c) Associate Members

Any individual or group who demonstrate support for one or more of the Objects of the Association may apply, or be invited to apply, to become an Associate Member.

7.2 Admission to Membership, and Member Rights

(a) A Club will become a Member Club of the Association and NG once its application has been accepted by the Board and it has paid the annual levies to NG, or portion due determined by the Board, for the current financial year. 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 Association.

(b) Each Member Club shall be notified of any nomination of a Life Member not less than twenty-one (21) days prior to the General Meeting. The nominee will become a Life Member when elected by a three-fourths majority at the General Meeting.

(c) An individual or group will become an Associate Member once the Board, being satisfied that they meet the membership requirements established by the Board from time to time, accepts their application. Such members shall not have voting rights.

(d) Every Member, by accepting admission to the Association, receives the rights specified in these Rules and undertakes to comply with these Rules and the decisions of the Association.

7.3 Membership Subscriptions and/ or Levies to GN

(a) The membership fee for Member Clubs of the Association and NG shall be a levy for each member of the 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 GN Executive

(c) The subscription and/or levy for Associate Members shall be set annually by the NG Executive. The subscription or levy shall become due and payable on the dates as maybe fixed at the annual general meeting of NG each year. If unpaid, interest may, at the discretion of NG, be charged from that date, until paid, at the rate of 15% per annum or such other rate as may from time to time be determined by the NG Executive. At the discretion of the NG Executive, all rights of membership of the Club in default, shall be suspended until the subscription is paid.

7.4 Resignation from Membership

Any Member deciding to resign from membership of the Association shall give not less than ninety (90) clear days' notice in writing to the NG Executive of their intention. Subject to all levies for the current financial year being paid by the resigning Member, their membership shall cease at the expiry of the NG financial year, or such earlier date as specified by the Association.

7.5 Withdrawal, Suspension or Termination of Membership

(a) Membership shall be withdrawn if a Member Club ceases to operate as a Golf Club.

(b) Membership may be suspended, withdrawn or terminated if a Member

(i) Fails to comply with the provisions of these Rules.

(ii) Acts in a manner considered to be injurious or prejudicial to the Rules or interest of NG.

(c) Any Member may have their membership suspended for a specified period by a resolution carried by a two thirds majority at a NG Executive Meeting.

(d) Any Member may have their membership withdrawn or terminated by a resolution passed at a General Meeting by a two thirds majority. The Member must be notified in writing of the impending resolution at least twenty-one (21) days prior to the meeting in order to be able to put their case forward.

7.6 Register of Members

A register, which shall be updated annually, will be kept in which details of Members shall be recorded, including date of admission, full legal name, address and contact details.

8 OFFICERS

8.1 Officers of Golf Northland.

The Officers of Golf Northland are the three NG executive members, Men's President, Women's President, Men's Director, Women's Director, the two Men's Representatives, the two Women's Representatives and the Nine Hole Representative. Officers are elected to these positions at the Golf Northland AGM or appointed to the position under Rule 8.2 (e). All Officers must be financial members, with voting rights, of a Member Club.

8.2 Election of Officers

- (a) Nominations for the Officer positions 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 Golf Northland Association.
- (b) All nominations for Officers must be received by the GN Executive not later than twenty five (21) 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, these positions may be filled by election at the Annual General Meeting, with nominations being made from the floor of the meeting.
- (e) In event of a vacancy in any Officer position, the Board 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.

8.3 Term of Elected Officers

Elected Officers will have a term of three years, except if being elected under the provisions of Rules 8.2(e), when they serve for the remainder of the rotational term.

8.4 Suspension of Officer from Officer Position

- (a) An Elected Officer may be suspended from their position for a specified period by a resolution passed by the NG Executive, if in the Boards opinion, they are not fulfilling the expectations of the position, or have acted in any manner contrary to the Objects of the Association. The Officer must be given an opportunity to be heard prior to the resolution being voted upon.
- (b) An Appointed Officer may be suspended from the appointed position for a specified period under the provisions of Rule 9.5.

8.5 Removal of Officer from Officer Position

- (a) An Officer shall cease to hold office if the Officer;
 - (i) Resigns in writing
 - (ii) Has been certified as suffering from any mental health issue affecting their mental capacity
 - (iii) Is declared bankrupt
 - (iv) Is convicted on indictment of a criminal offence
- (b) An Elected Officer may be removed from office by a resolution passed at a General Meeting by a two-thirds majority, if in the opinion of the meeting, they have;
 - (i) Acted in a manner unbecoming or prejudicial to the Objects and interests of NG or the GN Association or,
 - (ii) Brought either Associations, any Member, or Golf into disrepute.
 The Elected Officer must be given twenty-one (21) days' notice of the intention to consider this resolution and must have an opportunity to be heard at the meeting.
- (c) An Appointed Officer may be suspended for a specified period, or removed from the appointed position, under the provisions of Rule 9.5.

8.6 Replacement of Suspended or Removed Officer.

The NG Executive may appoint a replacement to the position vacated by the suspended or removed Officer. The replacement will serve until the suspension is lifted, or in the case of removal, until the next NG or GN AGM.

9 STRUCTURE

9.1 The Association will consist of a a Match Committee, and Committees for Junior Development, Course Rating and Rules, and any other Committees as decided by the NG Executive or Match Committee as provided for in Rule 9.4.

9.2 The NG Executive

The GN Association at their annual general meeting will vote three representatives (must include at least one man or women) onto the NG Executive.

9.3 The Match Committee

The Match Committee shall consist of the Men's President, the Women's President, the two Men's Representatives, the two Women's Representatives and the Nine Hole Representative. The Match Committee may appoint further persons to the Match Committee who have expertise in appropriate fields. The Northland Golf Referees Association will be invited to provide a representative for appointment to the Match Committee. These appointments are made annually and terminate at the next AGM. All Members of the Match Committee must be financial members, with voting rights, of a Member Club.

9.4 Committees

These will consist of a Junior Development Committee, a Course Rating and Rules Committee, and any other Committee that GN may establish to assist in governance, or the Match Committee may establish to assist in management. A Committee established by GN shall have at least one NG member from the NG Executive, who have the responsibility of reporting to the NG Executive on the activities of the Committee. One of these shall be the convener of the Committee. GN may appoint other members, with expertise in appropriate fields, to these Committees.

The Junior Development Committee and the Course Rating and Rules Committee, and any other Committee established by the Match Committee, shall each have at least two members from the Match Committee, who have the responsibility of reporting to the Match Committee on the activities of the Committee. One of these shall be the convener of the Committee. The Match Committee may appoint other members, with expertise in appropriate fields, to these Committees. All Committee appointments are made annually and terminate at the next GN AGM. All members of Committees must be financial members, with voting rights, of a Member Club.

9.5 Terms of Appointment to, and Suspension or Removal from, Appointed Positions.

(a) Appointed Officers, Appointed NG Executive Members, Appointed Match Committee Members and Appointed Committee Members will be appointed to serve until the next AGM.

(b) Any person appointed to a position may be suspended for a specified period, by a resolution passed by the body who appointed them, if the body is satisfied that they are not fulfilling the expectations of the position or have acted in any manner contrary to the Objects of the GN or NG Association. The person must be given an opportunity to be heard prior to the resolution being voted upon.

(c) Any person will cease to hold an Appointed Position for any of the situations listed in Rule 8.5(a).

(d) Any person may be removed from an Appointed Position by a resolution passed by the body who appointed them, if in the opinion of the body, they have;

(i) Acted in a manner unbecoming or prejudicial to the Objects and interests of the GN or NG Association or,

(ii) Brought either Association, any Member, or Golf into disrepute.

The Appointed person must be given an opportunity to be heard prior to the resolution being voted upon.

(e) The appointing body may appoint a replacement to the position vacated by the suspended or removed appointee. The replacement will serve until the suspension is lifted, or in the case of removal, to the next AGM.

9.6 Rotational Policy

The GN Executive shall operate a rotational policy with only the positions of those elected officers who have completed their three-year term, and any vacancies as allowed for in Rule 8.2(e), coming up for election in any one year.

9.7 Delegates

(a) Each Member Club shall appoint one voting Delegate to represent it at all General Meetings of the Association.

(b) Each Member Club shall give notice in writing to the GN Executive, of the appointment of its Delegate and any such appointment can be revoked at any time and a new Delegate appointed by the Member Club.

(c) All Delegates must be financial members, with voting rights, of a Member Club.

9.8 Committee Meetings

(a) A meeting of each Committee shall be held each quarter (i.e. three monthly) and otherwise as required.

(b) Three Committee Members present in person form a quorum of the Committees.

(c) The Men's and Women's NG representatives shall be joint Chairmen of the Match Committee, and one of the Officer members, or their delegate, shall convene and be Chairman of other Committees.

(d) Each Committee member has one 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.

9.9 Proxy Votes

There shall be no proxy votes at any GN meeting.

10 NG EXECUTIVE DUTIES.

The NG Executive shall manage the affairs of the GN Association, control its finances including the following duties:

1 To adopt and regularly review a strategic plan NG which will include GN Association, prepared by the NG Executive, which includes goals and measures of short and long-term success.

2 To control expenditure and to raise money as provided by the Objects of the GN Association.

11 GENERAL MEETINGS

11.1 GN Annual General Meeting

The Annual General Meeting of the GN Association shall be held not later than three (3) months following the Balance Date, when all relevant Association business shall be conducted. Member Clubs should be notified of the date and time frames leading up to the AGM not later than sixty (60) days prior to the meeting.

11.2 Special General Meetings

The GN Executive shall convene a Special General Meeting:

(a) On the requisition in writing signed by not less than four Board Members or not less than six 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.

11.3 Notice of General Meetings.

The NG Executive 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 GN Association and all Officers. Member Clubs should also receive copies of the most up to date NG accounts, any Notices of Motion and list of nominees for elected positions at this time.

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

11.4 Notice of Motion

Any Member Club which wishes to propose a motion to be considered at an Annual, or Special General Meeting at either a GN or NG meeting, shall give notice of the motion, together with supporting details to the NG 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.

11.5 Voting at GN General Meetings

(a) At all General Meetings of the GN 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, 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 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.

11.6 Procedure at General Meetings

(a) The Chairperson for all General Meetings shall be the one of the NG representatives on the NG Executive. If the NG Executive representatives are unable to attend a General Meeting the Board 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.

12 COMMON SEAL

The GN Association shall have a Common Seal which shall be kept in the custody of the NG Executive. 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 Voting Board Members who shall attest to same.

13 PROPERTY AND FUNDS

The property and Funds of the Association shall be applied solely 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 NG Executive shall appoint. All accounts shall be submitted for approval by the NG Executive and shall be paid by cheques or electronic means drawn on the Association's accounts. All payments shall be authorized by any two of the NG Executive members or duly appointed signatories.

14 INDEMNITY

The NG 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.

15 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 Members, 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.

16 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 Rule 11.4(a) and carried by a majority of at least two-thirds of the votes cast.

17 TERMINATION DATES

Under Rule 9.6.

Women's President	2017 etc
Men's President	2016 etc
Women's Director	2016 etc
Men's Director	2018 etc

Women's Representative 1	2018 etc
Women's Representative 2	2019 etc
Men's Representative 1	2017 etc
Men's Representative 2	2018 etc
Nine Hole Representative	2017 etc

18 TRANSITIONAL ARRANGEMENTS 2016 to 2019

18.1 Changes to Officer positions (Rule 8) and Structure (Rule 9) will take effect from the 2016 Annual General Meeting.

18.2 As at the 2016 AGM the Men's Representative will assume the position of Men's Director, the Men's Vice President the position of Men's Representative 1 and the Women's Vice President the position of Women's Representative 1. Each will serve the remainder of their elected term, as detailed in Rule 17, in those positions.

18.3 The 3 year term provision of Rules 8.3 and 9.6 will not apply to the newly established positions of Men's Representative 2, who will be appointed for a term of 2 years, terminating at the 2018 AGM, and the Nine Hole Representative who will be appointed for a period of 1 year, terminating at the 2017 AGM.

Rules 8.3 and 9.6 will apply to the newly elected position of Women's Representative 2.

18.4 The action of this Rule will cease at the 2019 AGM and this Rule 18 will be removed from the Constitution at that time.