

# **CONSTITUTION OF MANAWATU-WANGANUI GOLF INCORPORATED**

## **1. NAME**

The name shall be **MANAWATU-WANGANUI GOLF INCORPORATED**.

## **2. DEFINITIONS**

"The Association" means Manawatu-Wanganui Golf Incorporated.

"Board" means the Board of the Association constituted pursuant to Clause 7.3 of this Constitution.

"Delegate" means the representatives appointed by Member Clubs pursuant to Clause 7.2 of this Constitution.

"Executive Officer" means the person appointed by the Board pursuant to Clause 7.4(b).

"General Meeting" means the Annual General Meeting or a Special General Meeting.

"Golf Committee" means the Men's Committee or the Women's Committee established under Clause 7.4 of this Constitution.

"Member Club" means any golf club admitted to membership of the Association pursuant to Clause 6.1(a) or Clause 1.6(c) of this Constitution and which has paid its annual levies.

"Parent Body" means New Zealand Golf Incorporated.

"President" means the person elected president pursuant to Clause 7.2(a).

"the Territory" means the geographical area defined under Clause 4.1 of this Constitution.

## **3. OBJECTS**

**3.1** The objects of the Association are to:

- (a) Affiliate with the Parent Body.
- (b) Assist the Parent Body in securing uniformity in handicapping in accordance with the New Zealand course rating and handicap system.
- (c) Uphold the Rules of Golf.

- (d) Foster the growth of and control the development of the game golf within the Territory.
- (e) Encourage and develop the elite performance of golfers within the Territory.
- (f) Encourage, enable and co-ordinate participation in inter-club golf events and competitions.
- (g) Arrange and control inter-club or inter-provincial golf events and competitions within the Territory.
- (h) Organise, control and administer golf competitions.
- (i) Represent the Association at meetings of the Parent Body.
- (j) Exercise in its Territory such powers as the Parent Body may delegate to it from time to time.
- (k) Assist Member Clubs in accordance with their aims, objects and interests upon request.
- (l) Promote the Association and its activities.
- (m) Ensure that the game of golf in the Territory is administered in accordance with the current 'Royal and Ancient Rules of St Andrews'.

#### **4. ASSOCIATION TERRITORY**

- 4.1 The Territory of the Association shall be that part of the North Island as shall be agreed upon with the Parent Body.

#### **5. POWERS GENERALLY**

- 5.1 The Association shall have the power to do such lawful acts and things as are necessary, incidental or conducive to the attainment of its objects, or any of them, and without prejudice to the generality of the foregoing, the Association shall have the following powers:
  - (a) To enter into any contract, agreement or arrangement with any person or body and to employ such personnel as are deemed necessary from time to time.
  - (b) To implement disciplinary procedures and impose sanctions and penalties over the members of Members Clubs in accordance with the Association's Disciplinary Policy as set out in its By-Laws created pursuant to Clause 9 of this Constitution.

- (c) To conduct disciplinary hearings and hear appeals arising out of any competition or tournament organised or promoted by the Association within the Territory pursuant to the Association's objects.
- (d) To raise money by subscriptions, levies or otherwise, and to grant any rights and privileges to Member Clubs as may from time to time be deemed appropriate.
- (e) To purchase, take on lease, exchange, hire, acquire personal and/or real property and any rights or privileges which the Association may think necessary or convenient.
- (f) 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, provided that the amount raised does not exceed one half of the total membership fees levied for the financial year in which the borrowing is undertaken.
- (g) To disseminate information about Member Clubs of the Association with other Member Clubs for the purposes of furthering the objects of the Association.
- (h) To enter into any contracts, agreements or arrangements with the Crown, any Local Authority, person, firm, syndicate, corporation or company which the Association may consider desirable.
- (i) To invest, lend and deal with the moneys of the Association not immediately required for carrying out its objects upon securities and in such manner as may from time to time be determined by the Board.
- (j) To make, amend or rescind by-laws or regulations to further the objects of the Association pursuant to Clause 3 of this Constitution.

## 6. MEMBERSHIP

### 6.1 CATEGORIES OF MEMBERSHIP

The membership of the Association shall consist of:

- (a) **Member Club**  
Any Golf Club incorporated as a society under the Incorporated Societies Act 1908 whose golf course is within the Territory of the Association may become a member of the Association on making written application, acceptance by the Association and payment of annual levies for the current financial year.
- (b) **Life Members**

Any person who has in the opinion of the Board rendered exceptional service to the Association and who is elected by a 75% majority of the delegates present at a General Meeting or by votes cast by proxies at a General Meeting.

- (c) **Associate Members**  
Associate members will be any other group of golfers who meet the membership requirements established by the Board from time to time for associate membership.

## 6.2 **Dual Affiliation**

An Incorporated Golf Club within the Territory which has either male or female (but not both) members affiliated to another incorporated Golf Association, may apply for membership of the Association.

## 6.3 **Membership Fees and Levies**

- (a) The membership fee of the Association shall be an annual levy on each member of Member Clubs as determined at the Annual General Meeting of the Association. The membership fee may differentiate between classes of membership and male and female members of Member Clubs and may be set at a different rate.
- (b) The membership fee for each class of membership of the Association and other levies (if any) shall be payable at such time and in such manner as the Board shall from time to time determine.
- (c) The membership fee is to be paid by the 20<sup>th</sup> of the month following invoice. Should the Member Club or Associate Member not make payment in full by this due date then any amount unpaid shall incur a 2% interest charge per month until paid or such other interest rate as may be set by the Board from time to time. Request may be made to the Board for the Member Club to pay the membership fee by instalments over the year. The Board shall set the term of such instalments including the amounts payable and the interest rate (if any) to be charged.
- (c) Membership of the Association will cease if the annual levy of any Member Club or Associate Member is not paid within two months of the due date and the Board resolves that membership of the Member Club shall cease. The Parent Body will be advised and all benefits of membership of the Association shall cease.

## 6.4 **Admission to Membership**

- (a) No Golf Club shall become a Club Member of the Association until its application for membership has been received and

subsequently accepted by the Board and it has paid the annual levies for the current financial year.

- (b) Prior to accepting an application for membership, the Board shall satisfy itself that the applicant golf club has adequate tenure of a golf course within the Territory and shall be entitled to satisfy itself as to such other pertinent matters as it may determine from time to time.

## **6.5 Resignation from Membership**

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

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

- (a) Membership of the Association shall be withdrawn, suspended or terminated by the Board, if the Member Club:
  - (i) Ceases to operate as a Golf Club.
  - (ii) Fails to comply with the provisions of this Constitution.
  - (iii) Acts in a matter considered to be injurious or prejudicial to the objects and/or by-laws of the Association.
- (b) A Member Club or Associate Member may have membership withdrawn or be suspended or removed on a resolution carried by a majority decision of the Board.
- (c) A Member Club or an Associate Member, whose membership has been withdrawn, suspended or terminated, may within one month of the date of written notice of such withdrawal, suspension or termination lodge a written notice of appeal setting out the basis for such appeal. Such appeal will be considered at the next Board meeting and a written response to such appeal shall be provided to the Member Club or Associate Member.

## **7. STRUCTURE**

### **7.1 Management**

The Association will be managed by a Board and shall operate separate Golf Committees for men and women golfers.

## 7.2 Officers of the Association

- (a) The President who shall be elected annually at the Annual General Meeting pursuant to Clause 8.2(d).
- (b) Each Member Club shall appoint two (2) voting Delegates to represent it at all meetings of the Association.
- (b) Each Member Club shall give notice in writing to the Executive Officer of the appointment of its Delegates and any such appointment may be revoked by any Member Club at any time and a new Delegate or Delegates be appointed in substitution.
- (c) Each Member club may appoint a proxy to represent it at any meeting or meetings of the Association where its Delegate or Delegates cannot attend.
- (d) The instrument appointing the Delegates or proxy shall be in writing, signed by an Officer of the club appointing the Delegates or proxy, and shall be deposited with the Executive Officer before the time appointed for holding the meeting at which the Delegates or the proxy proposes to vote.
- (e) All Delegates or their proxies and Office Holders pursuant to the Constitution must be financial members of a Member Club.

## 7.3 The Board

- (a) The Board shall be made up of the Chairpersons of the Women's Committee and the Men's Committee together with three other persons as are elected at the Annual General Meeting.
- (b) The Board may co-opt any other person or persons to the Board.
- (c) The Board shall have the power to fill casual vacancies on the Board by co-opting such person or persons as the Board shall consider appropriate.
- (d) The President may attend Board Meetings of the Board and have speaking rights but shall have no voting rights.

## 7.4 Operations of the Board

The Board:

- (a) Shall elect their own Chairperson at its first meeting following the Annual General Meeting of the Association at which the Board is elected.

- (b) Shall appoint an Executive Officer to control the management of the financial affairs of the Association upon such terms and conditions as it shall determine.
- (c) Shall meet regularly as required at a time and place determined by the Chairperson or required by any three (3) members of the Board. The Board shall meet no less than six (6) times in each financial year.
- (d) May contract for any specialist services it deems necessary and may use such voluntary, co-opted services as it considers desirable.
- (e) Shall create strategies to further the Association's objects and objectives and shall prepare business plans and budgets that will ensure the development of the Association.
- (f) Shall have control and oversight of all Association finances.
- (g) Shall act as the Disciplinary and Appeals Committee for the Association in any disciplinary hearing over which the Association has jurisdiction in accordance with the Association's disciplinary policy as set out in its By-Laws and as delegated by or provided by the Parent Body.
- (h) Shall consult and work closely with the Men's Golf Committee and Women's Golf Committee to ensure the Association's golf events and competitions and the game of golf within the Territory is administered in a professional manner at all times.
- (i) Shall nominate and appoint appropriate persons to represent the Association at meetings of the Parent Body.

#### **7.5 Quorum at Meetings**

- (a) Four Board Members shall constitute a quorum at meetings of the Board.
- (b) No business shall be transacted at any meeting where a quorum is not present.

#### **7.6 Golf Committees**

- (a) The Board shall provide for a Women's Committee to organise Women's Golf throughout the Territory. The Women's Committee shall consist of no more than nine (9) and no less than five (5) Members who shall be nominated for an election at a meeting to be held for this purpose prior to the Annual General Meeting of the Association. Nominations for membership of the Women's Committee shall be made by any Member Club in

writing signed by an authorised representative of the Member Club making such nomination and the person nominated signifying such person's acceptance of the nomination. Copies of all such nominations must be delivered to and received by the Executive Officer no later than fourteen (14) days prior to the meeting being held for the election of Members to the Women's Committee. At the meeting for the election of Member's to the Women's Committee, each Member Club shall have one (1) vote to be cast by such Member Club's delegate or proxy duly appointed in writing. The Women's Committee shall have the power to fill casual vacancies by appointing such person or persons as the Women's Committee shall determine. The Women's Committee shall elect from their number a Chairperson who will represent the Committee on the Board of the Association.

- (b) The Board shall provide for a Men's Committee to organise Men's Golf throughout the Territory. The Men's Committee shall consist of no more than nine (9) and no less than five (5) Members who shall be nominated for an election at a meeting to be held for this purpose prior to the Annual General Meeting of the Association. Nominations for membership of the Men's Committee shall be made by any Member Club in writing signed by an authorised representative of the Member Club making such nomination and the person nominated signifying such person's acceptance of the nomination. Copies of all such nominations must be delivered to and received by the Executive Officer no later than fourteen (14) days prior to the meeting being held for the election of Members to the Men's Committee. At the meeting for the election of Member's to the Men's Committee, each Member Club shall have one (1) vote to be cast by such Member Club's delegate or proxy duly appointed in writing. The Men's Committee shall have the power to fill casual vacancies by appointing such person or persons as the Men's Committee shall determine. The Men's Committee shall elect from their number a Chairperson who will represent the Committee on the Board of the Association.

## **8. GENERAL MEETINGS OF THE ASSOCIATION**

### **8.1 Annual General Meeting**

The Annual General Meeting must take place no later than three months after the end of the Association's financial year.

### **8.2 Business of the Annual General Meeting**

The business to be transacted at every Annual General Meeting shall be to:



- (a) Approve the minutes of the previous Annual General Meeting and any Special General Meetings held during the past year.
- (b) Receive a report from the Board as to its activities over the past year including the financial statements detailing income and expenditure, assets and liabilities and mortgages, charges and securities affecting property of the Association for the preceding financial year.
- (c) Receive the Auditor's report.
- (d) Elect a person the President.
- (e) Ratify the election of the Women's Committee and the Women's Committee's Chairperson.
- (f) Ratify the election of the Men's Committee and the Men's Committee's Chairperson.
- (g) Elect three (3) persons to the Board.
- (h) Consider and approve, if appropriate, the annual membership fee as recommended by the Board.
- (i) Appoint an Auditor of the Association who shall be a Chartered Accountant.
- (j) Appoint an Honorary Solicitor of the Association.

### **8.3 Notice of General Meetings**

- (a) The Executive Officer will convene all General Meetings by giving not less than 21 days notice of any such meetings to the members of the Association.
- (b) The manner by which such notice is to be given shall be determined by the Board. The notice of a General Meeting shall clearly state the nature of the business to be discussed together with the date, time and place at which the General Meeting shall take place.

### **8.4 Special General Meetings**

The Executive Officer shall convene a Special General Meeting:

- (a) When directed to do so by the Board.
- (b) On the request in writing signed by not less than four Board Members or not less than one third of the Member Clubs Delegates. Such request must clearly state the reasons why such

a meeting is being convened and the nature of the business to be transacted.

### **8.5 Notice of Motion**

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

- (a) Notice has been given in the Notice of Meeting issued pursuant to Clause 8.3; or
- (b) A resolution by at least two thirds majority of the total votes cast at any General Meeting or Special General Meeting determines that such a motion shall be considered.

### **8.6 The Chairperson at General Meetings**

- (a) The President shall be the Chairperson of General Meetings. If the President is unavailable, the Board will appoint a Chairperson at the General Meeting.
- (b) The Chairperson shall maintain order and conduct the General Meeting in an efficient, proper and orderly manner.

### **8.7 Voting at Annual, Special General and General Meetings**

- (a) Subject to the provision hereinafter contained, a resolution put to the vote at a meeting should be decided on a show of hands and one (1) Delegate per Member Club shall have one (1) vote thereon provided always that before, or immediately after, the declaration of the result of the show of hands and before the meeting proceeds to the next business, a poll may be demanded by any one Delegate. Unless a poll is demanded as aforesaid, a declaration of the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the Minute Book shall be conclusive evidence of that fact.
- (b) If a poll be duly demanded, it should be taken immediately in such a manner as the Chairperson directs and the results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (c) On a poll, each Member Club shall have one (1) vote for every full financial Member of that Club and such votes shall be exercised by the Delegates of the Member Club. The number of votes which each Delegate of each Member Club shall have in this situation shall be determined by the records of the Association.

- (d) In the event of an equality of votes on a show of hands or a poll, the motion is lost.
- (e) Delegates present shall form a quorum at any meeting provided such Delegates represent not less than twenty-five per cent (25%) of the total voting strength of Member Clubs at a poll.

## 9. **BY-LAWS**

- 9.1 The Board may from time to time make, amend or repeal by-laws and regulations for the better carrying out and implementation of the objects of the Association provided that such by-laws and regulations shall not be inconsistent with this Constitution.

## 10. **ALTERATION TO CONSTITUTION**

- 10.1 Subject to the provisions of the Incorporated Societies Act 1908, this Constitution may be amended, rescinded or added to from time to time by resolution at any General Meeting of the Association carried by a majority of at least two-thirds of the total votes cast including any proxy votes.
- 10.2 Notice of such resolution to amend, rescind or add to this Constitution shall be circulated to all Member Clubs not less than 21 days prior to the General Meeting at which the resolution will be considered.
- 10.3 No addition or alteration to clause 12 of this Constitution shall be permissible without the prior approval of the Inland Revenue Department or such other Governmental Body as has jurisdiction and authority over Incorporated Societies.

## 11. **FINANCES**

### 11.1 **Audited Accounts**

- (a) As soon as practicable after the end of the financial year the Executive Officer shall cause to be prepared a statement containing particulars of:
  - (i) The income and expenditure for the financial year ended; and
  - (ii) The assets and liabilities, mortgages, charges and securities effecting the property of the Association at the close of the year.
- (b) All such statements shall be examined by the Auditor who will present a report upon such audit to the Executive Officer prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.

### 11.2 **Financial Year**

The financial year of the Association will be 1<sup>st</sup> October to 30<sup>th</sup> September.

### 11.3 Authorities

- (a) All amounts of expenditure will be paid by cheque or automatic bank payment subject to being signed or approved by any two of the Executive Officer and any Board Member.
- (b) The Executive Officer may operate an imprest account limited to an amount set from time to time by the Board and all monies must be accounted for monthly by the Executive Officer to the Board.
- (c) All accounts must be approved by the Board prior to payment.

## 12. DISPOSITION OF PROPERTY ON WINDING UP

- 12.1 In the event of the 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 paid or distributed amongst the members, but shall pass to an Incorporated Society with objects in keeping with those of the Association or failing any such body being decided upon by the Association then to the Parent Body.

## 13. COMMON SEAL

- 13.1 The common seal of the Association shall be kept in the safe custody of the Executive Officer and it shall only be affixed to such documents as the Board by resolution directs.
- 13.2 The affixing of the seal shall be signed by two of the following persons:
  - 13.2.1 The President, a member of the Board and the Executive Officer.

## 14. REGISTERED OFFICE

- 14.1 The Registered Office of the Association shall be at the address of the Manawatu-Wanganui Golf Incorporated, Queen Street, Palmerston North or such other address as may be determined from time to time by the Board.

## 15. FOUNDATION MEMBER CLUBS

The following golf clubs, having subscribed to this Constitution, are the foundation Member Clubs of the Association:

- Apiti Golf Club
- Brookfields Park Golf Club
- Buckley Golf Club

- Castlecliff Golf Club
- Eketahuna Golf Club
- Feilding Golf Club
- Foxton Golf Club
- Hawkestone Golf Club
- Levin Golf Club
- Linton Camp Golf Club
- Manawatu Golf Club
- Marton Golf Club
- Pahiatua Golf Club
- Palmerston North Golf Club
- Parapara Golf Club
- Rangatira Golf Club
- Rangitikei Golf Club
- Taihape Golf Club
- Tawhero Golf Club
- Waimarino Golf Club
- Waiouru Golf Club
- Wanganui Golf Club