



Wellington Golf Incorporated

CONSTITUTION

Dated 26 March 2020

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PART 1 - PRELIMINARY

Name

1.1 The name of the Organisation is "WELLINGTON GOLF INCORPORATED"

Registered Office

1.2 The registered office of Wellington Golf Incorporated shall be at such place as the Board determines.

Definitions and Interpretation

1.3 In this Constitution:

"Act" means the Incorporated Societies Act 1908.

"AGM" means the Annual General Meeting of WGI

"Board Member" means any one of the Officers and/or any one of the Directors.

"Club" means any incorporated golf club that is a member of Wellington Golf in accordance with these Rules.

"Committee" means any committee established in accordance with these Rules.

"Delegate" means a person representing a Club at a General Meeting

"District" means the territory of Wellington Golf as defined by NZ Golf.

"Financial Year" means the 12 month period commencing on 1 January in any year and ending on 31 December of the same year.

"General Levies" means the amounts payable on a member basis by Clubs to meet the general operational and administrative requirements of Wellington Golf.

"General Meeting" means an AGM, a HYGM and/or a SGM of Members as the case may be.

"HYGM" means the Half Yearly General Meeting of WGI

"Members" means the Clubs, the Life Members and any Associate Organisations appointed under these Rules.

"Membership" means the position of being a Member.

"NZ Golf" means New Zealand Golf Incorporated.

"Staff" means any staff of Wellington Golf.

“Special Purpose Levies” means the amounts payable on a member basis by Clubs to meet the costs of special or specific activities conducted by Wellington Golf.

“SGM” means a Special General Meeting of WGI called under its rules

“Subscription” means the amount payable by Clubs to be a member of Wellington Golf.

“The Board” means the Board established under these Rules.

“Wellington Golf” or WGI means Wellington Golf Incorporated.

1.4 Any reference to any Act or Regulation includes any amendment to and any new Act or regulation passed in substitution for it.

1.5 The plural includes the singular and vice versa.

Objectives

1.7 The Objectives of Wellington Golf are:

- a) To foster, promote and manage the game of golf as played and enjoyed by people of all playing levels and ages;
- b) To manage and be responsible for the administration of golf in the District;
- c) To maintain membership of NZ Golf and be bound by the rules of NZ Golf;
- d) To uphold the Rules of Golf and to establish and promulgate rules, playing conditions and regulations for the playing of golf in the District;
- e) To promote the importance of the Rules of Golf, the Rules of Amateur Status and the education of such rules to bodies involved in golf;
- f) To consider and adjudicate upon all disputes between Clubs and all matters, whether of misconduct or otherwise arising out of the playing, control, organisation or administration of the game of golf in the District;
- g) To uphold the New Zealand Handicapping and Course Rating system;
- h) To assist with the provision of coaching and development programmes for players in the District;
- i) To initiate and control golf competitions and representative matches in the District;
- j) To select and manage teams representing the District in any representative matches;
- k) To encourage the playing of golf free from the use of drugs. in accordance with the Drug Free NZ policy
- l) To use and protect the intellectual property of Wellington Golf.
- m) To represent the best interests of the Members and Member Clubs in any discussions or meetings with NZ Golf or any other organisation

Powers

1.8 Wellington Golf has the power to do all things necessary, desirable or convenient for the promotion of its Objectives and in particular, to:

- a) Provide funding, resources, systems and procedures for properly conducting, managing and carrying on all aspects of or relating to, the game of golf and all things incidental to it;
- b) Purchase, take on lease, hire or otherwise acquire and hold real and personal property, rights and privileges for attainment of any of its Objects or generally promoting, carrying on and fostering the game of golf provided always that no purchase of land may be made except pursuant to a resolution passed at a General Meeting;
- c) Sell, lease, mortgage, charge or otherwise dispose of any of the property of Wellington Golf and to grant such rights and privileges over it in such manner as the Board may determine provided always that any disposition of an interest in land may only be made pursuant to a resolution passed at a General Meeting;
- d) Manage and raise money, including the power to borrow money by way of Bank overdraft or otherwise and to secure the payment by way of mortgage or charge over all or any part of the real or personal property of Wellington Golf, or by debenture or bonds, and either secured by mortgage in favour of trustees or otherwise;
- e) Raise money by subscriptions, levies or otherwise and to invest the funds of Wellington Golf upon such securities and upon such terms and conditions as determined by the Board;
- f) Take any gift of property whether subject to any special trust or not for any one or more of the Objects;
- g) Enter into, manage and terminate any contract, agreement or arrangement with any person or body including employees, sponsors, members, volunteers, funders and any national or local government or other authorities;
- h) Invest or deal with money as the Board may determine;
- i) Lend money to a Club with or without security on such terms and conditions as the Board may determine;
- j) Regulate the conduct of Clubs and any person involved and to penalize any Club or person which or who breaches any Code of Conduct laid down by Wellington Golf, and if necessary to implement a Code of Conduct hearing;

- k) Exercise discipline over Clubs and persons who participate either as players, officials, spectators or in any other capacity in any golfing event or activity which is under the management of Wellington Golf and to apply penalties for any breaches of discipline in accordance with any disciplinary policy adopted by Wellington Golf;
- l) Give rulings as to the application and interpretation of the Rules of Golf in consultation, where appropriate, with NZ Golf and golf referees association's in the District;
- m) Make, alter, rescind and enforce any regulations, policies, codes, procedures and by-laws for the governance, control and management of Wellington Golf;
- n) Implement drug sampling and testing measures, and apply penalties for doping infractions.
- o) Print and publish any newspapers, periodicals, books, leaflets or other communications and develop and implement any computer system or software package;
- p) Produce, develop, create, license and otherwise exploit, use and protect intellectual property of Wellington Golf;
- q) Generally do all things whatsoever for the benefit of golf which may be incidental or ancillary to the Objectives

PART 2 – MEMBERS

Members

2.1 The Members of Wellington Golf comprises three categories being:

- a) Full members
- b) Life Members
- c) Associate members.

2.2 All Members in each category established shall be listed in a Register of Members maintained by Wellington Golf.

Full Members

2.3 Any incorporated club established primarily for participation in golf and which is located within the District and affiliated to NZ Golf may become a Full Member.

2.4 Full members are entitled to have Delegates attend, speak and vote at any General Meeting, may nominate persons for the Board or for any Committee of Wellington Golf and may enter teams in any competitions organised and run by Wellington Golf

Life Members

- 2.5 Life Membership may be conferred on any person by resolution passed at a General Meeting of Wellington Golf. Life Membership shall be conferred only on persons who have over a substantial number of years rendered outstanding service in any capacity to the game of golf in general, rather than for a particular Club.
- 2.6 Life Members shall be entitled to attend General Meetings and have speaking but no voting rights.
- 2.7 Life Membership does not confer any authority or office and is solely to honour the person on whom it is bestowed.
- 2.8 The Membership of a Life Member may be revoked by a decision of Wellington Golf in General Meeting.

Associate Members

- 2.9 Any person, body corporate or government agency, that is seeking to promote the game of golf and to improve player accessibility and development, or provides facilities within the District for the playing, practice of golf or the provision of equipment or clothing for golf, may apply to be an associate member of Wellington Golf.
- 2.10 An Associate Member may attend any General Meeting of Wellington Golf but does not have any speaking or voting rights.
- 2.11 An Associate Member may enter teams in competitions organised by Wellington Golf provided that they are able to comply with the Rules of the Competition and provide facilities of sufficient standard associated with the Competitions.

Applications for Membership

- 2.12 All applications for Membership shall be in such form and shall be accompanied by such documents and material as the Board prescribes. All applications must state the class of membership sought
- 2.13 The Board must consider the applications and if the Board is satisfied that in all respects it is appropriate to do so, approve it. An applicant approved for Membership shall become a Member in the class granted from such date specified by the Board, and shall be liable for such portion of the annual levies for the current financial year as determined by the Board.
- 2.14 The terms and conditions of affiliation granted to affiliated members shall be determined by the Board.

Obligations of Members

2.15 Each Full Member must:

- a) Be incorporated;
- b) Support Wellington Golf in the encouragement and promotion of its Objectives;
- c) Abide by these Rules and ensure that its own rules in turn require its own members to also abide by these Rules; and
- d) Submit its membership numbers as required
- e) Submit to Wellington Golf a copy of its Annual Report immediately following the Member's own AGM. Each Annual Report is supplied by the Club on a confidential basis, and is not to be disclosed to any other party without the expressed consent of the Club.
- f) Facilitate access by Members to information supplied by WGI with the specific purpose of promoting golf as a sport.

2.16 Each Associate Member must:

- a) Support Wellington Golf in the encouragement and promotion of its Objectives;
- b) Abide by these Rules; and
- c) Submit to Wellington Golf such information as requested as part of the conditions of being granted Associate membership.

Subscription

2.17 Each Full Member shall pay an annual subscription and levies of such amount as may be recommended by the Board and fixed by Members at the HYGM.

2.18 The subscription payable by Associate Members shall be determined by the Board by reference to their activities and the level of support provided to Wellington Golf.

2.19 The subscriptions and levies shall be paid in respect of each member of the Club for which that Club is holding the New Zealand Golf Handicap, including summer, holiday or other short term members.

2.20 The subscription payable in respect of members of a Club under the age of 19 years, shall be no more than one half the subscription for members aged 19 years or over.

2.21 The subscription and levies which shall be advised in writing by Wellington Golf to Members after the HYGM is due and payable before the 31st day of March in each year. If unpaid on the due date, interest may at the discretion of the Board be charged from that date until paid at the rate of 5% per annum above the on call deposit interest rate of Wellington Golf's bank.

At the discretion of the Board, all rights of Membership of the Members in default shall be suspended until the subscription is paid.

- 2.22 All Members shall be deemed to have renewed its Membership to Wellington Golf annually unless notice has been given as provided in these Rules.

Membership Certificate

- 2.23 Each Full Member shall provide in writing to Wellington Golf at the same time and in the same form as it notifies New Zealand Golf, the number of its members in their respective classes of Membership and all levies shall be based upon those membership numbers.

Withdrawal

- 2.24 Any Club desiring to withdraw from Wellington Golf shall give not less than 90 days' notice in writing to Wellington Golf. Subject to all subscriptions and levies for the current Financial Year being paid, the Full member shall cease to be a Member at the expiry of Wellington Golf's then current financial year or such earlier date as specified by Wellington Golf.

Expulsion or Suspension

- 2.25 Every Member undertakes to comply with these Rules and the decisions of the Board and the Committees. Any refusal or neglect to comply after 1 months' notice in writing from Wellington Golf shall render such Member liable to suspension or expulsion from Wellington Golf by resolution of the Board. Expulsion means cessation of Membership while suspension means suspension of all rights of the Member for such period and on such terms as the Board determines.
- 2.26 Any Member which is expelled or suspended under Rule 2.25 may seek variation and/or cancellation of the expulsion or suspension by appeal to a General Meeting of Members. Any variation or cancellation requires approval by at least two thirds of the voting entitlement held by Members attending such General Meeting.

PART 3 – MEETINGS

Annual General Meeting (AGM)

- 3.1 The AGM shall be held in each year on such day as may be fixed by the Board, but in any event it is to be held before the end of March.
- 3.2 Wellington Golf shall give notice of the date of the AGM to Members at least 42 days prior to the date of the AGM and request any Notices of Motion.
- 3.3 Any Notice of Motion shall be forwarded to Wellington Golf at least 21 days prior to the AGM, and be signed by an Officer and the Secretary of the Club.

- 3.4 Formal notice of the meeting with copies of such reports, financial statements, nominees for election and any Notices of Motion shall be forwarded to each Member at least 14 days prior to the AGM.
- 3.5 At each AGM the Board shall present:
- a) Annual Plan detailing the work to be addressed by the Board and its Committees in the coming year
 - b) Reports from the Board and Committees detailing its work over the previous year, and referenced to the Annual Plan
 - c) A statement of financial position and performance for the preceding yearBudgeted forecasts for the coming year identifying such areas of financial risk as may be relevant;
 - d) Statements of membership of Wellington Golf as at the end of the calendar year.

Half Year General Meeting (HYGM)

- 3.6 A HYGM shall be held in each year on such day as may be fixed by the Board, but in any event is to be held before the end of September.
- 3.7 The purpose of the HYGM is to present the annual programme and allocation of events for the following year, give notice and discuss any changes to Competitions or Events organised by Wellington Golf, to provide updates and to discuss the Representative programme, and to set the subscriptions and levies for the coming year based on the recommendation of the Board and to deal with any other operational matter associated with Wellington Golf.
- 3.8 Wellington Golf shall give notice of the date of the HYGM to Members at least 42 days prior to the date of the HYGM and request any Notices of Motion.
- 3.9 Any Notice of Motion shall be forwarded to Wellington Golf at least 21 days prior to the HYGM, and be signed by an Officer and the Secretary of the Club
- 3.10 Formal notice of the meeting with copies of such reports, and any Notices of Motion shall be forwarded to each Member at least 14 days prior to the HYGM.

Special General Meeting (SGM)

- 3.11 A SGM shall be called:
- a) At any time pursuant to a resolution of the Board; or
 - b) On a written requisition by not less than 5 Clubs; or

- c) In the case of an appeal by a Club suspended or expelled under Rule 9 then by that Club alone, provided that in each case the requisition shall state the resolution or resolutions to be moved at such SGM. At least 14 days' notice of any SGM shall be given by Wellington Golf to Members, with the business of the SGM being set out in the notice, together with any resolution or resolutions to be moved.
- d) Resolutions outside of General Meetings may be actioned where the Board of WGI has decided that the resolution must be decided within 30 days or less. Resolutions outside of General Meetings will be conducted as follows:
 - i. Full Members shall be given no less than seven (7) days' notice of the resolution to be voted on
 - ii. Voting is undertaken by Postal or Electronic voting only, where the entitlement and quorum for voting is the same as for a General Meeting
 - iii. The votes must be received at the postal or email address specified by the WGI Board by the date and time prescribed on the resolution.

Notices of Motion

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

- a) Notice of the motion has been given in the notice calling the General Meeting; or
- b) A resolution passed by at least a 75% majority of all Delegates present at the meeting determines that such motion be considered.

3.13 Any irregularity, error or omission in Notices, agendas and relevant papers for General Meetings or the omission to give Notice within the required timeframe or the omission to give notice to all Members and any other error in the organisation of a General Meeting shall not invalidate the meeting nor prevent the General Meeting from considering the business of the meeting provided that:

- a) The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
- b) A motion to proceed is put to the meeting and a majority of 75% of votes cast is obtained in favour of the motion to proceed.

Attendance at General Meetings

3.14 Each Club shall appoint up to one Delegate for each vote it is entitled to cast, to represent it at any General Meeting of Wellington Golf.

- 3.15 All Club Delegates must be a financial member of the Club he or she represents and may not be a Director, Officer or staff member of Wellington Golf. All delegates must be notified in writing to WGI prior to the meeting.
- 3.16 An Associate Member may appoint one Delegate to represent it at all General Meetings of Wellington Golf. Such appointment must be notified in writing to WGI.
- 3.17 The Delegate shall register attendance at the meeting with WGI by signing the General Meeting attendance sheet at the commencement of the General Meeting.

Procedure at General Meetings

- 3.18 The President, or in his or her absence, a person nominated by the Board, shall take the chair at all General Meetings. If no such person is present or willing to take the Chair, the persons present and entitled to vote shall elect a chair.
- 3.19 The quorum at all General Meetings shall be Delegates representing not less than 25% of all Full Members being present.
- 3.20 The chair of the General Meeting must ensure that prior to any voting being undertaken at a General Meeting that all delegates entitled to vote have signed the attendance register and indicated the number of votes held if more than one.

Voting at General Meeting

- 3.21 Except as otherwise provided in these Rules, at all General Meetings voting shall be by a show of hands. If before, or immediately after, the declaration of the result of a show of hands, and before the General Meeting proceeds to the next business, a secret ballot is demanded by any Delegate, then voting on the resolution or resolutions shall be by secret ballot.
- 3.22 On a show of hands or secret ballot a Delegate or Delegates of a Full Member present in person, shall have the number of votes assessed as follows:
- a) Two votes for a Full Member which has 400 or less members;
 - b) For every additional group of 400 members declared, the Full Member will receive one vote;
- 3.23 For the purposes of Rule 3.22, a Full Member is deemed to have the number of members declared to Wellington Golf.
- 3.24 If a secret ballot is duly demanded it shall be taken immediately in such manner as the chair directs. Two scrutineers shall be appointed by the meeting for the counting of votes and the chair shall declare the number of votes cast for and against as notified by the scrutineers.

- 3.25 The Chair shall declare the motion either carried or lost and following the declaration of the result the ballot papers shall be destroyed.
- 3.26 A declaration by the Chair that a resolution has been carried, or lost, and an entry to that effect in Wellington Golf's Minute Book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.
- 3.27 In the event of an equality of votes, the chair shall have a casting vote.

Financial Review

- 3.28 The annual financial statements of WGI shall not be subject to Financial Review unless by statutory requirements, however WGI may at its discretion my elect to arrange for a Review to be performed as it sees fit.
- 3.29 When a review is to be performed the Board shall appoint a person to review the annual financial statements of WGI ("the Reviewer"). The Reviewer shall review the financial statements with the objective of assessing whether;
- a) The financial information is accurate
 - b) The financial information is presented in accordance with WGI's accounting policies
 - c) The annual financial statements give a fair and accurate view of WGI's financial performance and financial position; and
 - d) The Reviewer is satisfied that the WGI's financial affairs are being responsibly managed.
- 3.30 The Reviewer must be a suitable qualified person, preferably a Member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Board, or an employee of WGI. If WGI appoints a Reviewer who is unable to act for any reason the Board shall appoint another Reviewer as a replacement.

PART 4 – THE BOARD

Powers and Duties of the Board

- 4.1 The management and control of Wellington Golf shall be vested in the Board. The Board shall have all the powers of Wellington Golf which are not expressly required by these rules, or by the Act, to be done, or exercised by Wellington Golf in General Meeting, or as otherwise provided by these Rules.
- 4.2 The Board shall be the executive of Wellington Golf, manage the affairs of Wellington Golf, control its finances and shall have the following duties:

- a) To adopt and regularly review a strategic plan for Wellington Golf which shall include goals and objectives for golf and measures of short term and long term success;
- b) To adopt an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
- c) To invest any of the property, assets and income in a manner appropriate for a professional trustee operating under New Zealand law and the Board may by resolution delegate the investment and management of its investments to a fund manager;
- d) To adopt clearly defined delegations of authority from the Board to staff and to any Committees established by the Board or as required by these Rules and to confirm delegation to all staff;
- e) To make, repeal and amend all such by-laws and regulations, including a Code of Conduct and a Disciplinary Policy, as the Board thinks expedient for the management of Wellington Golf;
- f) To determine any processes and controls, in particular the approval of the appointment of selectors and managers of representative teams;
- g) To impose, after due and proper inquiry, any penalty upon any Club refusing to give effect to any resolution passed by the Board or any General Meeting;
- h) To control expenditure and to raise any money as provided by the Objects and/or powers of Wellington Golf;
- i) To appoint such staff of Wellington Golf on such terms and conditions as the Board thinks fit;
- j) To ensure that Wellington Golf has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results.
- k) To carry out the aims and Objectives generally and to deal with any matter not provided for in this Constitution;
- l) In addition to its general powers the Board has the following particular powers and authorities:
 - i. To discipline any Member, team, player, official, supporter or other person involved in an event under the control of Wellington Golf or representing Wellington Golf;
 - ii. To open and operate bank accounts in the name of Wellington Golf;
 - iii. To fill any vacancy on the Board in accordance with these Rules;
 - iv. To call General Meetings of Wellington Golf.

- v. To delegate to any person or persons, on a Committee any of the Board's powers. The Board may determine in writing, conditions for any such delegation including its duration. Unless agreed by the Board a Committee has no power to delegate the powers delegated to it by the Board.

Composition of the Board

4.3 The elected Board shall comprise the President and up to six Directors.

a) In addition the Board may appoint a maximum of 2 independent directors, who shall attend all Board meetings with full speaking and voting rights.

i. When considering and independent director's appointment, the Board shall consider his or her qualities, skills, experience, and ability to contribute to the Board

ii. Any independent director must have no material or pecuniary relationship with WGI or its Members, except for any independent directors fees that may be paid.

4.4 No person may serve on the Board for more than eight consecutive years. Each term shall commence at the conclusion of the AGM at which they are elected, and conclude at the conclusion of the AGM at which the term expires.

4.5 The President shall be the sole Officer of Wellington Golf and, in addition to any other role on the Board shall:

- a) Chair General Meetings
- b) Perform such ceremonial duties as required
- c) Liaise with Clubs and Life Members; and
- d) Represent Wellington Golf at all forums of NZ Golf

4.6 The President shall hold office for a term of one year but shall be eligible for re-election

4.7 Directors shall hold office for a term of two years but shall be eligible for re-election,

a) Independent directors shall hold office for a term of one year or two years determined by the Board at the time of appointment

b) Should the Board appoint an independent director for a term greater than one year under clauses 4.3a and 4.7a, the appointment is subject to the ratification of Full Members at the next AGM

- 4.8 No employee or independent contractor in the nature of an employee of Wellington Golf shall be eligible to stand for election to the Board or to be a Director.

Election of Board Members

- 4.9 All Officers and Directors shall be elected by the Delegates at the AGM subject to this Rule.
- 4.10 Nominations for the President and Directors shall be made to Wellington Golf no less than 21 days prior to the AGM.
- 4.11 Nominations for the position of President or Director must be:
- a) Signed by the Nominating Club and the seconding Club;
 - b) In writing on the prescribed form (if any) provided for the purpose;
 - c) Certified by the nominee expressing a willingness to accept a position as an Officer or Director
 - d) Accompanied by the nominee's statement of credentials focusing on the personal qualities, skills and experience that the nominee believes will enable him or her to execute the position for which they have been nominated;
- 4.12 If a person stands for election for more than one of the positions of President and Director, the election for President shall be determined first. If a person is successful in the election for President then that person shall be ineligible for election as a Director.
- 4.13 In the event of insufficient nominations or just sufficient nominations being made for the available positions then those nominated shall be declared elected without a ballot
- 4.14 If the number of candidates is greater than the number of positions for President or Director, a secret ballot is to be held and the following procedure applied:
- a) Ballot papers shall be issued to Delegates at the AGM with one ballot paper for each voting entitlement held by the Club.
 - b) The AGM shall appoint two scrutineers to count the votes and report the result of their count to the Chair of the AGM without disclosing the number of votes cast for each candidate.
 - c) In the event of a tie in the voting the Chair of the AGM shall resolve it by lot at the AGM.
 - d) The results of the ballot shall be declared at the meeting by the Chair of the meeting and the voting papers destroyed.
 - e) The scrutineers shall hold confidential and not disclose to any party the number of votes cast for any candidate or the order by number of votes cast.

Chair of the Board

4.15 The President, or in his or her absence, the chair of the AGM, shall call for a Board meeting to be convened as soon as practicable following the AGM to elect from amongst their number the Chair of the Board, as follows:

- a) The President, or in his or her absence, the chair of the AGM, shall chair the meeting and call for nominations from Board members for the position of Chair.
- b) On receiving all nominations, if the President is nominated then he or she must vacate the Chair of the meeting and the Board elect a person who has not been nominated to assume the chair.
- c) The vote for Chair shall be taken by one vote for each Board member present, and in the event of an equality of votes, the chair shall have a second and deciding vote.
- d) In the event there are more than two nominations for the position of Chair, the person who receives the lowest number of votes is eliminated and the vote retaken with the remaining candidates, unless one candidate receives the majority of the votes prior to the Chair's deciding vote.
- e) The candidate receiving the majority of votes from the Board members present shall be the Chair of the Board.

4.16 The Chair in addition to any other role on the Board shall:

- a) Chair all meetings of the Board at which he or she is present
- b) Substitute for the President when the President is unavailable for any of his or her duties.
- c) Represent Wellington Golf at all forums of NZ Golf

Vacancies on the Board

4.17 Whenever a vacancy occurs on the Board, whether as a result of insufficient positions being filled at an AGM or otherwise, the Board may appoint persons to fill the vacant positions. In selecting a person the Board must have regard to the personal qualities, skills and experience of the candidate and his or her ability to contribute to the Board. Such appointed person shall hold office until the next AGM. The term of office of the appointed person to be then elected will be one or two years, to correspond with the term in respect of whom the vacancy occurred.

Termination of Position on the Board

4.18 A person ceases to be on the Board if:

- a) A person's elected term of office has expired; or

- b) The person dies, resigns in writing or a substitute is appointed by the Board in consequence of the expected prolonged absence or incapacity of the person; or
- c) On notice of motion duly given, a resolution removing the person from the Board is carried at a General Meeting; or
- d) The person becomes bankrupt, or makes any arrangement or composition with creditors generally; or
- e) The person suffers from mental incapacity as certified by a qualified medical practitioner, or becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- f) The person is directly or indirectly interested in any contract or proposed contract with Wellington Golf and fails to disclose the nature of that interest; or
- g) In the opinion of the Board, the person has acted in a manner unbecoming or prejudicial to the Objectives or interests of Wellington Golf or golf; or
- h) Brought Wellington Golf, any Club or golf into disrepute; or
- i) The person would be prohibited from being a director of a company under the Companies Act 1993.
- j) Or in the case of an Associate Director has resigned from the position.

Board Meetings

4.19 At least six Board meetings are to be held each year

4.20 A meeting of the Board is to be convened:

- a) As the Board resolves; or
- b) As the Chair of the Board directs; or
- c) If a request for a meeting is made in writing to the President by two or more members of the Board.

4.21 At least 50% of Board Members present in person form a quorum at meetings of the Board.

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

4.23 Each Board Member has one vote on all motions except for Associate Directors

4.24 In the case of an equality of votes on any motion before the Board the Chair shall have a casting vote in addition to their original vote.

4.25 The Board may invite any person to be present at and speak at a particular Board meeting.

- 4.26 Subject to these Rules, the Board is to determine its own procedures in relation to its meetings.
- 4.27 Any Director who fails to attend two consecutive meetings of the Board without leave of absence may be removed if so resolved by the Board at a subsequent meeting. A resolution removing a Director shall not be put to the vote until the Director has been given the opportunity to be heard.

PART 5 – BOARD COMMITTEES

Establishment and Co-option to Board Committees

- 5.1 The Board may establish such Committees, and co-opt members not being Board Members to those committees, as it considers necessary. Every committee so established is to be chaired by a Board member but may include more than one Director
- 5.2 Standing Committees of the Board shall be:
- a) Match Committee
 - b) Golf Development Committee
 - c) Finance Committee
- 5.3 Within one month following each AGM, the Board will give notice to each Full Member of the appointments being sought to be seconded to each Committee, and any such nominations are to be received by the Board within two months of each AGM. Any member appointed to any Committee of the Board, who is not a member of the Board shall be a member of that Committee for one year and may at the discretion of the Board be reappointed for a further year. All such appointment shall be confirmed within three months of the conclusion of the AGM.
- 5.4 The Match Committee shall exercise such powers as may be delegated by the Board to control and manage golf in the District including:
- a) Arrange and control inter-club competitions in the District
 - b) Arrange, control and manage all games, matches, competitions, and tournaments played under the jurisdiction of Wellington Golf
 - c) To develop and manage the representative programme and recommend to the Board the appointment of Selectors and Managers of teams to represent Wellington Golf
 - d) To develop, manage and conduct high performance programmes for the District's leading and emerging golfers

- e) Recommend to the Board an Annual District golf programme of events and budget for approval by the Board
 - f) In conjunction with the Board, administer the Rules of Golf and uphold the Rules of Amateur Status
- 5.5 The Golf Development Committee shall exercise such powers as may be delegated by the Board to develop golf in the District including:
- a) To foster and promote the game of golf played at all levels irrespective of age
 - b) To liaise with Members and organisations promoting golf to provide paths to entry to and development of the game
 - c) To establish golf development programmes for delivery by Members to allow players to improve their game
 - d) Liaise with golf teaching professionals to ensure all Members in the District have available resources to enable development programmes to be delivered
 - e) Provide or arrange to be provided course rating services to Members
 - f) Promote the need for refereeing services and tournament management services to Members and provide the conduit for training and development
 - g) Provide advice and recommendations to the Board to enable the formulation of policies, processes and controls for the administration of golf in the District
- 5.6 The Finance Committee shall exercise such powers as may be delegated by the Board to control and manage the finances of Wellington Golf including:
- a) Work with its Committees to establish budgets and identify the funding requirements of Wellington Golf
 - b) Oversee the financial accounts of Wellington Golf and make recommendations to the Board on the financial implications of its activities
 - c) Review and approve for payment all expenditure made on behalf of Wellington Golf that are within the approved budget
 - d) Develop and manage the funding programme for Wellington Golf, including the identification of sponsorship opportunities and the applications to funding organisations
 - e) Recommend subscription and levies for members.

Special Procedure for Conduct of Business

- 5.7 Subject to these Rules, the Board or a Committee (called in this Rule "the Relevant Body") may conduct its meetings as it considers appropriate and may permit a member to take part by

telephone, closed circuit television or any other means of communication provided that all members of the meeting can hear all other persons participating in the meeting.

5.8 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 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. For the purposes of this Rule, two or more separate documents in identical terms that are set out and signed in accordance with that Rule are to be taken as one document.

5.9 Where a meeting of the Relevant Body is held under Rule 5.8;

- 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 was a normally constituted meeting.

5.10 The Board will circulate electronically to all members, or make available online, the confirmed minutes of all Board meetings.

PART 6 - GENERAL

Common Seal

6.1 WGI shall have a common seal which shall be kept in the custody of the President of Wellington Golf. Every document to which the seal of the Association is required shall be sealed pursuant to a resolution of the Board to that effect in the presence of at least two Board Members who shall sign accordingly.

Property and Funds and Prohibition of Pecuniary Profit

6.2 The property and funds of Wellington Golf shall be applied solely towards the promotion of the Objects in such manner as the Board determines. All moneys received by or on behalf of Wellington Golf shall be paid into a bank account with a New Zealand licenced bank in a New Zealand denominated bank account, such bank as the Board determines. All expenditure shall be paid from Wellington Golf's account.

6.3 All expenditure must be signed in accordance with requirements established by the Board but in the absence of such requirements, then by any two signatories authorised by the Board.

6.4 Nothing in this Constitution shall permit Wellington Golf to use its funds, or make its funds available, to be used for the private pecuniary profit of any Member or any person associated with any Member. For the avoidance of doubt, the term "private pecuniary profit" does not

include remuneration or payments for services rendered reasonable and relative to that which would be paid in an arms-length transaction (being the open market value). This clause applies and prevails over any other provision of this Constitution to the contrary.

Minute Books

6.5 Wellington Golf is to maintain Minute Books of the Association in which the proceedings of meetings of Wellington Golf, the Board and any Committees respectively are to be recorded.

6.6 Minutes of a meeting, when signed as a correct record by the chair of the meeting at which the minutes are confirmed, are evidence of the matters stated in those minutes.

Disclosure of Interest

6.7 A member of the Board or a Committee (called in this Rule "the Relevant Body") who has an interest (as defined in Rule 6.12) 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.

6.8 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.

6.9 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 financial or property interest in the matter;
- b) The matter concerns a company or other organisation or group and the member is involved in its administration or financial affairs; or
- c) The matter concerns a natural person and the member is related to, or involved in the affairs of, the person.

6.10 A member of the Relevant Body does not have an interest in a matter by reason only that the matter concerns a sporting body (including any Club or District Association) of which he or she is a member or with which he or she is otherwise associated.

Appeals

6.11 Except as otherwise provided by these Rules, any Member, Club, player, selector, coach, team or any person wishing to appeal any decision, any disciplinary decision or ruling or Regulation made under these Rules or the By-Laws by the Board, or a Committee can appeal. The procedures for giving notice of appeal and other matters relevant to such appeal will be as set

out in specific appeal By-Laws and procedures adopted by the Board and any appeal shall be dealt with in accordance with them.

Matters Not Provided For

- 6.12 If any matter shall arise which, in the opinion of the Board, is not provided for in these Rules then it may be determined by the Board in such a manner as it deems fit, and every such determination shall be binding upon Members unless and until set aside by resolution of a General Meeting.

Alterations to Rules

- 6.13 These rules may be altered, added to or rescinded at any General Meeting of Wellington Golf carried by a majority of at least two thirds of the total votes cast.
- 6.14 No addition to or alteration of the objects, Rule 6.4 regarding payments to members or Rules 6.15 and 6.16 regarding the winding up of the Association shall be made without the approval of Inland Revenue Department. The provisions and effect of this Clause shall not be removed from the Rules and shall be included and implied into any Rules replacing these Rules.

Disposition of Property on Winding Up

- 6.15 In the event of the winding up of Wellington Golf, 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 Clubs, but shall be given to some other association or body associated with golf, or failing any suitable association or body being available, some form of sport. The distribution shall be determined by a majority of the Clubs at the time of its dissolution.
- 6.16 Payment shall be made only to an association or body whose rules prohibit the distribution of funds of the association or body amongst the members of that association or body.

These Rules are signed by three members of Wellington Golf pursuant to section 21 (2) of the Incorporated Societies Act.

Signed for and on behalf of _____ Golf Club Incorporated (by the affixing of its Common Seal in the presence of such signatories and otherwise as required in its rules)

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