

RULES OF TARANAKI GOLF ASSOCIATION INCORPORATED

As of 9th December 2021

1. NAME

- 1.1. The name of the Association shall be Taranaki Golf Association Incorporated - hereinafter referred to as "Taranaki Golf".

2. DEFINITIONS

- 2.1. "The Parent Association" means Golf New Zealand – Korowhā Aotearoa
- 2.2. "Taranaki Golf" means Taranaki Golf Association Incorporated.
- 2.3. "Board" means the board of Taranaki Golf
- 2.4. "Delegate" means a representative appointed by member clubs to represent it at general meetings
- 2.5. "Member Club" means any financial member club of Taranaki Golf

3. OBJECTS

- 3.1. The objects of Taranaki Golf shall be:

- (a) To affiliate with the Parent Association.
- (b) To promote and foster the game of golf.
- (c) To uphold and preserve the amateur spirit in golf
- (d) To arrange and control inter-club, inter-district and inter-provincial matches and competitions as may come within its jurisdiction.
- (e) To assist the Parent Association in securing uniformity in handicapping in accordance with the Golf New Zealand – Korowhā Aotearoa official handicapping system.
- (f) To arrange itineraries for any professional or professionals who may be available from time to time for coaching in its territory.
- (g) To exercise in its territory such of the powers of the Parent Association as that association may specifically delegate to it.
- (h) To co-operate with and assist the Parent Association in promoting and fostering the game,
- (i) To correlate the dates for tournaments to be held by member clubs.
- (j) To assist by all means possible in the settlement of any disputes or differences which may arise between member clubs.
- (k) To undertake any other functions that may be consistent with the general

objects of Taranaki Golf.

4. POWERS

4.1. Taranaki Golf shall have 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 Taranaki Golf's powers:

- (a) To purchase, take on lease or in exchange, hire or otherwise acquire real and personal property and any rights or privileges which Taranaki Golf may think necessary or convenient.
- (b) To raise money by subscriptions, levies or otherwise and to grant any rights and privileges to subscribers and to such members as may from time to time be deemed necessary.
- (c) To enter into any contracts, agreements, or arrangements with any person, firm, syndicate, corporation, or company Taranaki Golf may deem conducive to Taranaki Golf's objects or any or either of them.
- (d) To invest, lend and deal with the moneys of Taranaki Golf not immediately required for carrying out the objects upon such security and in such manner as may from time to time be determined.
- (e) To lend moneys to any member club with or without security.
- (f) To make, amend or rescind by-laws or regulations not inconsistent with these rules pertaining to the carrying out of all or any of the objects of Taranaki Golf.
- (g) 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.

4.2. Member clubs are expected to comply with these rules and decisions of Taranaki Golf. Any refusal or neglect to comply after one month's notice in writing from Taranaki Golf shall render such club liable to expulsion from Taranaki Golf by a resolution passed at a general meeting of Taranaki Golf passed by not less than two thirds of those present and voting.

5. TARANAKI GOLF TERRITORY

5.1. The territory of Taranaki Golf shall be such part of the North Island of New Zealand as shall be agreed upon with the Parent Association and neighbouring Associations.

6. MEMBERSHIP

6.1. Any golf club affiliated to the Parent Association whose course is within the territory of Taranaki Golf on making an application in writing and paying the annual subscription for one year to Taranaki Golf shall become a member of Taranaki Golf on the date of receipt of such application and payment of the subscription.

7. FORM OF APPLICATION

- 7.1. The application referred to in Rule 6 shall be in such form and shall be accompanied by such documents and data as the Board (hereinafter referred to) shall from time to time prescribe.

8. RESIGNATION

- 8.1. A member club desiring to withdraw from the Taranaki Golf shall give notice in writing to Taranaki Golf of its intention and subject to all outstanding dues being paid such club shall cease to be a member of Taranaki Golf at the expiry of its then current financial year.

9. PRESENT MEMBERS

- 9.1. The following golf clubs are now affiliated to Taranaki Golf:

The Eltham Golf Club
The Fitzroy Golf Club
The Hawera Golf Club
The Inglewood Golf Club
The Kaitake Golf Club
The Manaia Golf Club
The Manukorihi Golf Club
The New Plymouth Golf Club
The Opunake Golf Club
The Patea Golf Club
The Pungarehu Golf Club
The Stratford Golf Club
The Strathmore Golf Club
The Te Ngutu Golf Club
The Urenui Golf Club
The Waitara Golf Club
The Waverley Golf Club
The Westown Golf Club

10. DELEGATES

- 10.1. Each club shall appoint two voting delegates to represent it at all general meetings of the Association except where a member club has only men or women members but not both, then only one delegate shall be appointed.
- 10.2. A delegate must be a member of the club by which they are appointed.

11. FINANCIAL YEAR

- 11.1. Taranaki Golf's financial year shall end on the 30th day of September in each year.

12. GENERAL MEETINGS OF TARANAKI GOLF

- 12.1. The Annual General Meeting of Taranaki Golf shall be held each year on a day to be fixed by the Board but such day shall not be earlier than the 15 November or later than 15 December.
- 12.2. At each Annual General Meeting a report and a duly audited balance sheet, income and expenditure account for the preceding year shall be presented. A copy of such report, balance sheet, income and expenditure account shall be forwarded to each member club at least 14 days prior to such Annual General Meeting.
- 12.3. **Special General Meetings** - a Special General Meeting may be called at any time by the Chairperson of the Board or pursuant to a resolution of the Board and a Special General Meeting shall also be called on a written requisition by not less than three member clubs provided that the requisition shall state the resolution or resolutions to be moved at such meeting.
- 12.4. **Voting at Meetings** - at all meetings of Taranaki Golf each delegate present shall be entitled to exercise one vote, and one vote only.

Subject to the provisions hereinafter contained a resolution put to the vote of a meeting shall be decided on a show of hands **PROVIDED ALWAYS:**
 - (a) The Chairperson of the meeting shall have the right to require a poll.
 - (b) That before or immediately after the declaration of the result on a 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 by the Chairperson that a resolution has, on a show of the hands, been carried or carried unanimously or by a particular majority or lost and any entry to that effect in Taranaki 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.
- 12.5. **Taking of Poll**- if a poll shall be taken it shall be conducted forthwith in such a manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 12.6. **Casting Vote for Chairperson** - in the event of an equality of votes whether on a show of hands or at a poll, the Chairperson shall have a casting vote.
- 12.7. **Notice of Meeting** - at least 14 days previous written notice of every meeting and of the business to be transacted thereat shall be given to each member club.
- 12.8. **Quorum** - A member Club's nominated delegates present shall form a quorum at any meeting held, provided such nominated delegates represent not less than 50% of the total voting strength of member clubs.
- 12.9. **Chairperson** - the Chairperson of the Board shall take the Chair at any meeting and failing his/her doing so the delegates present shall elect a Chairperson.

13. BOARD & COMMITTEES

13.1 The affairs of Taranaki Golf shall be managed by a Board consisting of 4 elected board members, plus the 2 Co-Chairs of the TGA Executive Committee – consisting of one of each gender, and two appointed members.

13.2 The four elected members of the Board will comprise at least one of each gender and shall be elected by postal vote prior to the Annual General Meeting of Taranaki Golf by the member clubs and shall come into office immediately upon their election and shall hold office until their successors shall come into office. Four members personally present shall form a quorum of the Board. The election of the Board and the Committee for the subsidiary Executive Committee will be achieved in accordance with the following process:

- (a) Written nomination for nominees for:
- (b) Four Board Members
- (c) Two Executive Committee Co-Chairs (one of each gender)
- (d) Eight Executive Committee members (a minimum of 3 of each gender)
- (e) Nominations must be received by the CEO not less than 14 days before the date of the Annual General Meeting.
- (f) The CEO will send a list of nominations to all clubs not less than 10 days prior to the date of the Annual General Meeting.
- (g) Nominated delegates at the Annual General Meeting shall by ballot, vote for those positions where a vote is required as per the conditions of rules 10.1 and 10.2 in the RULES OF TARANAKI GOLF ASSOCIATION. The CEO and a nominated person chosen by the Board shall act as scrutineers in each vote cast.
- (h) 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 at the Annual General Meeting.
- (i) If there are insufficient vacancies filled from the floor at the Annual General Meeting, the board may seek to co-opt person(s) onto the board.

13.3 Appointment of Appointed Board Members: The Appointed Board Members shall be appointed by the following process:

- a) Nominations for prospective appointed board members shall be sought from member clubs and existing board members.
- b) Nominations shall be open for 30 days from the date of nominations being called for.
- c) All nominations received will be reviewed by an appointment panel that shall consist of the Board Chair and two other appointed board members.
- d) The appointments panel shall make their appointment decision known to the full board.

An appointed board member shall serve for a term of not more than 2 years from their appointment. They may seek further terms on the board but will be required to follow the procedure set out above.

- 13.4 The Board shall meet not less than 6 times in a 12-month period.
- 13.5 The Executive Committee shall meet not less than 6 times in a 12-month period. Minutes of each Executive Committee meeting shall be made available to the Board
- 13.6 Meetings of the Board and Executive may be held through digital communication as deemed appropriate by the Chairperson for the entire number of members attending the meeting or by individual members of the board or committee.
- 13.7 The Board may delegate any of its powers to sub-committees consisting of such delegates or officers as it may think and may co-opt such other persons not being delegates for such committees as it may deem advisable. The appointment of the members of committees and the Chairperson of each committee shall be made by the Board. Each sub-committee shall include one member of the Board, if this is not viable, then each committee shall be represented at all meetings of the Board by at least one of its members.
- 13.8 Each committee shall have such powers and shall conform to such directions as may be given by the Board.
- 13.9 The powers and duties of each committee shall be defined by the Board and shall apply until varied by resolution of the Board.
- 13.10 There shall be an Emergency Committee consisting of the CEO, Board Chair and two elected Board Members. The Emergency Committee is empowered to deal with any urgent matters requiring an immediate decision. Whenever possible the Emergency Committee shall co-opt the Chairperson of any other committee concerned with the matter requiring a decision. The Emergency Committee shall submit its decision to the next meeting of the Board to be ratified.
- 13.11 A member of the Board may resign their office by writing to the CEO and in such case or in the case of his or her death or incapacity or his or her absence without leave of the Board from three consecutive meetings thereof his or her office shall become vacant. Any vacancy in the Board occurring during its term of office may be filled by the Board.
- 13.12 At all meetings of the Board each member present shall have one vote and the vote of the majority personally present and voting on the question shall rule except where otherwise provided in these Rules. The Chairperson of any meeting shall have a deliberative as well as a casting vote. The Chairperson, if present, shall preside at meetings of the Board and failing him or her, the members present shall elect one of their members to take the Chair.

14. OPERATIONS OF THE BOARD

The Board:

- 14.1. Will elect its own Chairperson at the first meeting following the Annual General Meeting of Taranaki Golf.
- 14.2. Will have control of the day-to-day management of the affairs of Taranaki Golf and will have power to act on behalf of Taranaki Golf in accordance with the Rules and may delegate any responsibility to the Executive Committee as applicable.

- 14.3. May co-opt any specialist services it deems necessary.
- 14.4. Will create strategies to further Taranaki Golf's objectives.
- 14.5. Will have control and oversight of all Taranaki Golf finance and ensure that they are administered in line with Taranaki Golf policy.
- 14.6. Will act as the disciplinary and appeal committee for Taranaki Golf for any player of club matter brought to its attention in accordance with the disciplinary policy set out in the By-Laws.
- 14.7. Will provide business plans and budgets that will ensure continued growth and development of Taranaki Golf.
- 14.8. Will consult and work closely with the Men's Committee and Women's Committee to ensure golf is administered in a professional manner at all times.
- 14.9. Will nominate or appoint appropriate persons to represent Taranaki Golf at meetings of the Parent Body.

15. CHIEF EXECUTIVE OFFICER

- 15.1. The Board of Taranaki Golf will employ a Chief Executive Officer ("CEO") and such other staff as may be necessary to administer the affairs of Taranaki Golf
- 15.2. The CEO of the TGA shall be appointed by the Board, either as an employee or a Contractor, for the implementation of the Board's policies and the effective operation of the TGA in all areas including but not limited to:
 - Marketing of the TGA
 - Arranging and extending sponsorship.
 - Liaising with and supervising any TGA staff including contractors
 - Secretarial responsibilities to the Board and such committees as the Board directs
 - Preparation and management of financial accounts
- 15.3. The CEO shall be an ex-officio member of all sub-committees responsible for different areas of the Association's operation but shall not have voting rights.

16. SUBSCRIPTION

- 16.1. Each member club shall pay an annual subscription of such amount as may be fixed at the Annual General Meeting each year. The subscription shall become due and payable on the 1st day of April in each year and if unpaid on the 30th day of June all rights of membership of the member club in default shall be suspended until the subscription is paid.

17. APPOINTMENT OF AUDITOR

- 17.1. Taranaki Golf shall appoint a Chartered Accountant to compile the Financial Accounts prior to the Annual General Meeting. No review or audit of the annual financial statements is required unless a review or audit is requested by 25% of the Members at any properly convened Society Meeting

18. PROPERTY & FUNDS

- 18.1. The property and funds of Taranaki Golf shall be applied solely towards the promotion of the objects of Taranaki Golf in such manner as the Board shall from time to time resolve.
- 18.2. Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid to an arm's length transaction (being open market value). And the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing these rules

19. OFFICE

- 19.1. The Office of Taranaki Golf shall be at such place as the Board shall from time to time determine.

20. ALTERATION TO RULES

- 20.1. These rules may be altered, added to or rescinded at any Annual General Meeting or Special General Meeting subject to the following conditions:
- 20.2. Notice of any proposed alteration in or addition to or rescission of the Rules shall be posted to each member club entitled to receive notices under these rules at least 14 days prior to the date of the meeting, at which such alteration or addition is to be considered.
- 20.3. The meeting may amend any such proposals.
- 20.4. No addition to or alteration or recession of the rules shall be approved if it affects the aims, personal benefit clause or the winding up clause.

The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing these rules.

21. HONORARY LIFE MEMBERS

- 21.1. At any Annual General Meeting of Taranaki Golf or at any Special General Meeting of Taranaki Golf called for the purpose any person recommended by the Board who has rendered outstanding service to Taranaki Golf may be elected a Life Member of Taranaki Golf.

22. COMMON SEAL

- 22.1. The Association shall have a Common Seal which shall be kept in the custody of the CEO and which shall not be affixed to any document or instrument except pursuant to a resolution of the Board and in the presence of the General Manager and two members of the Board who shall sign any deed or instrument to which the Seal is affixed.

23. DISSOLUTION

- 23.1. Any decision that the affairs of Taranaki Golf be wound up shall be governed by following

procedure:

- (a) Notice of motion of the proposed winding up or dissolution must be given in accord with the Rules of Taranaki Golf and any resolution for such winding up or dissolution must be confirmed by further extraordinary General Meeting held not earlier than thirty days and no later than sixty days after the date on which the resolution so to be confirmed was passed.
- (b) If upon the winding up or dissolution of Taranaki Golf there remains after the satisfaction of all its liabilities any property whatsoever the same shall not be paid to or distributed among the members of Taranaki Golf but shall be given or transferred to some other Association, body or institution having objects similar to the objects of Taranaki Golf. Such association, body or institution to be determined by a majority of the members of Taranaki Golf present in person at a General Meeting to be held according to the Rules of Taranaki Golf at or before the dissolution and in default thereof to such association, body or institution as the Registrar of Incorporated Societies or High Court of New Zealand, or a Judge thereof, or in the event of any appeal being made, the relevant Appeal Authority may direct.

Schedule A -RULES OF THE EXECUTIVE GOLF COMMITTEE OF THE TARANAKI GOLF ASSOCIATION

Structure

The Executive Committee shall consist of 2 Co-Chairs (1 of each gender)
8 Committee Members (a minimum of 3 of each gender)

Quorum

A quorum at meetings of the Executive Golf Committee shall be five. No business shall be transacted at the committee meeting unless a quorum is present.

Voting at Meetings

At meetings of the Executive Golf Committee, each member of the committee shall have one vote on all resolutions.

Conduct of Meetings

Meetings will be Chaired by one of the Co-Chairs on an alternate basis. Should a co-chair be absent when it was their turn to chair the meeting the other co-chair shall chair the meeting (in all instances the following meeting shall be chaired by other chair to ensure an alternate chairing occurs). In the absence of both Co-Chairs the meeting will appoint a chair for the meeting. The Chair of any meeting shall have a deliberative as well as a casting vote.

Roles and Authorities

The Executive Committees main roles and authorities shall be to:

- (a) Conduct and administration of the Inter-club competitions between member clubs controlled by Taranaki Golf. Including providing the necessary rules and making any determinations associated with these Inter-club events.
- (b) Administer and run selected golf tournaments on behalf of the TGA.
- (c) Conduct trials and selection for district representative golf teams, for Seniors, Masters and Juniors.
- (d) Assist in finding suitable accommodation and travel arrangements for representative teams.
- (e) Administer course rating teams and the carrying out of course ratings on Taranaki golf courses.
- (f) Ensure the national handicap system is administered correctly by member clubs and applied correctly to their members.

- (g) Provide rules of golf support to member clubs including refereeing services. To ensure the district association conducts rules courses to provide the necessary opportunities to club members.
- (h) Assist in developing Age Group golf programmes and competitions as required.
- (i) Assist the Board in formulating strategies and policies concerning the roles listed above.
- (j) Discuss matters or issues raised by member clubs in any matters concerning the Executive Committee, and provide guidance as may be necessary

Powers

The powers of the golf committee may be amended or altered by Board resolution provided there is a two-thirds majority vote.