



CONSTITUTION

OF


NEW ZEALAND GOLF INDUSTRY COUNCIL INCORPORATED

APPROVED INAUGURAL GENERAL MEETING

SEPTEMBER 27, 2017

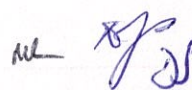
Signed by:

..... Chairperson

..... Executive Member

..... Administration

Date: 23/10/17.....



1. NAME:

- 1.1 The name of the Society shall be New Zealand Golf Industry Council Incorporated(hereafter referred to as "the Society").

2. DEFINITIONS:

- 2.1 The words "the Act" shall mean the Incorporated Societies Act 1908 and any amendments.

3. REGISTERED OFFICE:

- 3.1 The registered office of the Society shall be:

New Zealand Golf Industry Council Inc.
c/- New Zealand Golf Inc. PO Box 28771, Remuera, Auckland, 1541
Physical Address:
120 Abbotts Way, Remuera, Auckland, 1050

or any such other place as the Society may from time to time determine.

- 3.2 Notice of any change of place of registered office shall forthwith be given to the Registrar of Incorporated Societies.

4. OBJECTS:

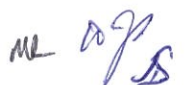
- 4.1 The objects of the Society are:

- a) To encourage coordination and collaboration between organisations in the New Zealand Golf industry;
- b) Provide a forum to bring together all key sectors of the New Zealand Golf Industry to work in a coordinated way to grow, support and promote the game of golf;
- c) Coordinate and optimize industry research and other agreed industry projects;
- d) Identify matters that are of common interest to the members and on which broad industry consensus view can be logically achieved;
- e) Provide an effective medium for disseminating relevant communications, news on developments and projects undertaken and or achieved by the New Zealand Golf industry both within and external to the industry and its individual members; and
- f) To do any other lawful acts incidental to these objects or to progress the enhancement of the Society and its aims.

5. REGION OF INTEREST:

- 5.1 The primary area of interest and activity of the Society shall be New Zealand.
- 5.2 The boundaries are considered "soft" and the Society may accept members from outside of this area if deemed appropriate.
- 5.3 The Society may operate and conduct activities, whether inside the Region of Interest or elsewhere, to promote the purposes and interests of the Region of Interest.

6. POWERS:



6.1 The Society shall have and enjoy all such powers, authorities and rights as may be conducive to the achievement of the objects or any of them and for such purpose the Society may exercise any of the following powers:

- a) To raise funds in any manner appropriate to or towards the objects of the Society;
- b) To establish, operate and draw on bank or other accounts, to accept and negotiate bills of exchange, cheques, promissory notes and other negotiable instruments and generally to conduct any financial or business activities conducive to the purposes or objects of the Society;
- c) To obtain, collect and generate funds by way of contributions, donations, subscriptions, legacies, licence fees, grants or any other lawful method whatsoever and to accept and receive gifts of any description and generally to enhance and promote the financial stability and security of the Society;
- d) To accept donations or bequeaths by way of trusts either general or specific and to conduct and administer the same for any purposes attaching thereto;
- e) To take such steps and engage in such activities as may be necessary, expedient or beneficial for the purposes of the Society and to encourage the production, earning and generation of income, donations or contributions to enable the Society to further its objects;
- f) To engage and employ by way of contracts of service or otherwise any persons to perform services for the Society, on such terms and conditions as may be determined;
- g) To reimburse any officers or employees of the Society for any expenses incurred in the business of the Society providing that the Board has approved those expenses;
- h) To co-operate with any person, party, body or institution in promoting the objects and purposes of the Society;
- i) To enter any arrangement, venture, enterprise or joint purpose arrangement conducive to the attainment of the objects of the Society;
- j) To gather and disseminate any information, expertise or knowledge which may benefit the Region of Interest or persons living therein; and
- k) To do all or any such other or additional things as the Society may deem necessary, incidental, expedient or conducive to the attainment of the objects of the Society.

7. MEMBERSHIP

- 7.1 Membership of the Society may be made by request signed by or on behalf of the person or entity so applying. All applications for membership shall be considered and dealt with by the Board of the Society which shall have power in its absolute discretion to determine whether or not to grant membership to any person or body so applying. The Board is not required to give any reason if membership is declined.
- 7.2 Any member wishing to resign from the Society shall do so by notice in writing to that effect to be given or sent to the Society and the membership shall cease affective from the date of receipt of the letter by the Society provided that the Member shall remain liable to any unpaid membership fees or any other arrears.
- 7.5 Annual membership fees may be set by the Board and may be varied from time to time as the Board sees fit.
- 7.6 The membership and any voting rights (refer Section 9.10) shall depend on payment of any current subscription payable.

- 7.7 Any Membership fees shall be payable as determined by the Board of the Society for a period of 12 months.
- 7.8 A Member whose membership fees remains unpaid for three (3) months is no longer a financial Member of the Society unless the unpaid membership fee is paid within seven (7) days of the notice.
- 7.10 The Board may at any time suspend or expel any Member if in the reasonable opinion of the Board, the conduct of such Member is likely to endanger the good name, reputation or welfare of the Society or be adverse to the interests and purposes of the Society.
- 7.11 Before such suspension or expulsion the Member has the right to be heard at a meeting with the Board.

8. TYPES OF MEMBERSHIP

- 8.1 The membership of the association shall as from the coming into force of these rules consist of:
- a) All Members listed in the schedule hereto who are entities with their primary business being in the New Zealand golf industry;
 - b) All Members which the Board subsequently agrees to accept as Members;
 - c) Affiliate Members within the meaning of Rule 9; and
 - d) Life Members within the meaning in Rule 10.
- 8.2 The Society shall maintain a register of members which shall be held by the Board for the time being of the Society.

9. AFFILIATE MEMBERS

- 9.1 Any company, association, individual or any other legal entity may, on application, become an Affiliate Member of the Society.
- 9.2 Affiliate Members shall be entitled to the benefits of affiliation as determined by the Board from time to time but shall not be entitled to attend any General Meetings of the Association or to vote.

10. LIFE MEMBERSHIP

- 10.1 The Board may recommend to a General Meeting of the Society any person, who has made an outstanding contribution to golf or golf administration within New Zealand for election as a Life Member of the Society.
- 10.2 A Life Member may attend any General Meeting of the Association and may take part in any discussion at such meeting but shall not be entitled to move or second motions or to vote.
- 10.3 The membership of a Life Member may be revoked by a resolution passed by a majority of Members in General Meeting.

11. GOVERNANCE OF THE SOCIETY

- 11.1 Subject to the general provisions of these rules and subject to the provisions of the Act and subject to any proper instructions from a general meeting of the Society, the entire governance shall be in the hands of the Board.
- 11.2 The Board shall consist of up to eight (8) members including a minimum of at least two (2) of each gender and shall be made up of one representative from each of the following organisations:
- a) New Zealand Golf;
 - b) The Professional Golfers Association of New Zealand;
 - c) Golf Managers Association of New Zealand;
 - d) New Zealand Golf Course Superintendents Association;
 - e) New Zealand Sporting Goods Association;
 - f) New Zealand Golf Tourism;
- plus two (2) members elected at each Annual General Meeting.
- 11.3 The Board may co-opt other members to provide important background or competencies that may be required by the Board.
- 11.4 The Board shall appoint a Chairperson from its members. If the Chairperson is not at a meeting then, the members present, by majority decision shall determine who will chair that meeting.
- 11.5 The Board shall exercise all powers of the Society and shall take all such measures as it may deem necessary to further and promote the objects of the Society.
- 11.6 The Board shall have the power to determine or cancel membership types as they shall determine from time to time.
- 11.7 Any member of the Board who fails to attend three (3) or more consecutive meetings of the Board without prior leave of absence or an apology subsequently accepted shall be deemed to have vacated office or membership of the Board.
- 11.8 The Board shall be responsible for the handling of all funds of the Society and for the proper and accurate maintenance of all associated records and for the presentation to the annual general meeting in each year of independently reviewed financial statements of the Society detailing the movement of all funds handled by the Society during the year under review.
- 11.9 The meetings and procedures of the Board shall be determined at such times and in such fashions and according to proper rules of procedures as the Board may determine from time to time.
- 11.10 A quorum of the Board shall consist of four (4) of its members and each member present shall have one (1) vote.
- 11.11 In the event of any Board member being in a position of a "conflict of interest" arising in any way from the involvement with the affairs of the Society or the Board then the existence of this situation is to be

declared by the person so concerned to the Board. The remaining Board members shall decide whether the “conflict” is real and the appropriate action to be followed.

11.12 The Board shall have the power to appoint any person to fill any vacancy in Board numbers set out in Section 9.2.

11.13 The Chairperson shall not have a casting vote.

11.14 The Board shall have the powers to create sub-committees for purposes to achieve the objects of the Society and appoint representatives from the Board or outside of it to that sub-committee for terms determine by the Board.

11.15 All governance policy decisions made by the Board like membership types and conditions shall become policy and recorded in a Policy Manual.

12 ELECTION OF BOARD MEMBERS

12.1 The Board members shall be elected as follows:

- a) Two Board members shall be elected by Members entitled to vote at each Annual General Meeting.
- b) The Board or its representative shall call for nominations once each year before the Annual General Meeting at least 30 days before the Annual General Meeting calling for such nominations.
- c) Every nomination shall be in writing signed by the proposer and seconder and the nominee shall endorse thereon his signature signifying his willingness to stand for office.
- d) The last day on which nominations will be received by the Board or its representative shall be 5pm on the 14th day before the Annual General Meeting.
- e) All Members shall be provided with the names of all nominees within three (3) working day nominations closing.
- f) Any Member of the Society who is entitled to vote at an Annual General Meeting may nominate or second any other member of the Society for election as an officer.
- g) In the event of there being insufficient nominations or just sufficient nominations for the available offices then those nominated shall be declared elected without a ballot.
- h) In the event of there being insufficient nominations the members present at the Annual General Meeting may elect a member or members to fill the vacancy or vacancies, having received nominations from the floor. Failing this, the Board may co-opt Members onto the Board.
- i) In the event of nominations for office exceeding the vacancies then a ballot shall be held of all members at the Annual General Meeting of the Society.
- j) The members present shall appoint two scrutineers and they shall count the votes.
- k) In the event of a tie in the voting the Chairperson shall resolve it with a casting vote.

13. GENERAL MEETINGS

- 13.1 The annual general meeting of the Society shall be held in each year within four (4) months of the end of the financial year of the Society.
- 13.2 The Board or no fewer than 15% of financial Members of the Society may, at any time, call a special general meeting. The purpose for such special general meeting is called must be specified by written notice, of which notification must be given to every financial Member of the Society and not less than 21 days clear notice of the time and place of the holding of such a meeting shall be given in the notice. No business other than the business specified in the notice may be dealt with at a special general meeting.
- 13.3 Notice in writing of all annual general meetings shall be given to all financial Members of the Society at less than 14 days prior to the date of such meeting and may be given by letter, circular, electronic mail, facsimile, telephone or by way of advertisement in any local newspaper circulating within the Region of Interest.
- 13.4 The notice of any annual general meeting shall specify by way of agenda the matters to be dealt with at that meeting which shall include, but not limited to, the presentation of an annual report, the presentation of annual financial statements, the minutes of any previous annual general meeting, appointment of a Financial Reviewer and any such other business as any Member on notice or the Board may bring.
- 13.5 The Chairperson of the Society shall take the chair at all general meetings of the Society or in the absence of the Chairperson, the chair shall be taken by a member of the Board of the Society chosen by a majority of the Board members present or, if no Board members are present then the Members present shall choose one of their number by majority decision to chair the meeting.
- 13.6 All financial Members and Board members of the Society shall have equal speaking rights.
- 13.7 The quorum required for a general meeting of the Society shall be a minimum of five (5) Members who are entitled to vote.
- 13.8 Notices of Motion: Any matter which a member wishes to bring before an annual general meeting of the Society shall be specified in writing, to be given to the Board or its representative at least 30 days prior to the date of any such meeting. The notice of motion is to be included with the Notice of the meeting circulated to all Members of the Society. At the holding of the annual general meeting of the Society any financial member may, with the prior notice to the Chairperson at such meeting, raise any other matter of general or other business, relevant to the affairs of the Society which that Member may wish to bring forward.
- 13.9 Voting: Voting at general meetings of the Society shall be decided in the first instance by voice or a show of hands. The chair or at least two (2) Members present and entitled to vote may demand a ballot which will be carried out as directed by the chair either immediately or after a period of adjournment and the demand for a ballot shall not prevent the continuation of the meeting or any other business. The election of Board members (Refer Section 7.2) shall be by ballot. Only financial Members of the Society are entitled to vote.
- 13.10 In the case of a ballot each Member shall have a single vote for each entity that they are responsible for.

13.11 The chairperson shall not have a casting vote.

13.12 Electronic or postal voting is acceptable at all Board and other special or general meetings. Votes for the special and general meetings must be with the Board or its representative by 12 hours before the meeting start time at the latest.

14. ACCOUNTS REVIEW

14.1 The finances of the Society shall in each year be reviewed by person being a member of the Institute of Accountants of New Zealand who shall certify his or her view as to the correctness of the accounts.

14.2 The Reviewer as specified in Section 8.4 shall be appointed at an annual general meeting of the Society each year.

15. EXCLUSION OF LIABILITY

15.1 No officer or member of the Board of the Society, acting within the powers and objects of the Society, shall be liable for acts, neglects or defaults of any officer or employee of the Society nor for any loss accessioned by any error of judgement or oversight on the part of such person nor for any loss, damage or misfortune which might arise from or occur in the execution of the duties of office unless that same shall be through willful default or dishonesty.

15.2 No Member shall be liable in respect of any contract debt or other obligation made or incurred by the Society by virtue of being a Member of the Society.

16. ALTERATION OF THE RULES.

16.1 The Rules of the Society may from time to time be altered at a special or general meeting of the Society of which not less than 21 days notice in writing has previously been given to all financial Members, such notice to specify the change proposed and the reasons therefore.

16.2 Two thirds majority of the votes cast at the meeting of the financial Members of the Society personally present and voting at such meeting may approve provided, however, that no alteration may be permitted which effects or removes the charitable status of the Society.

17. COMMON SEAL

17.1 The Society shall have a Common Seal which shall be kept in the custody of the Board and shall not be affixed to any document without the authority by resolution by the Board duly moved and passed. The affixing of the Common Seal shall be attested by the chairperson and one other Board member.

18. NO OPERATIONS FOR PECUNIARY GAIN

18.1 Any income, benefit or advantage must be used to advance the purposes of the Society.

18.2 No Member of the Society or anyone associated with the Member can take part in, or influence any decision made by the organisation in respect to payments to, or on behalf of, the Member or associated person of any income, benefit or advantage.

- 18.3 Any payments made to a Member of the Society, or a person associated with a member, must be for goods or services that advance the purpose of the Society and must be reasonable and relative to payments that would be made between unrelated parties.

19. DISSOLUTION OF THE SOCIETY

- 19.1 The Society may be wound up pursuant to the effect duly moved and passed at two special or general meetings of the Society of which not less than 21 days prior notice in writing has been given or circulated to all financial Members in respect of the second such meeting and which motion has been passed at both meetings by a majority of not less than two thirds of the total votes cast by Members of the Society personally present with no proxies allowed and voting at such meeting.
- 19.2 Upon the passing of the second of any such motions for the dissolution of the Society, the affairs of the Society shall be terminated and wound up in an orderly fashion by the Board and if, after the satisfaction of all debts and liabilities, any assets remain then such assets shall go to another body or organisation with similar aims preferably within the Region of Interest.

20. MATTERS NOT PROVIDED FOR

- 20.1 Matters relating to the management of the Society that are not provided for in the foregoing Rules shall be dealt with by the Board who shall determine and adjudicate thereon as the Board may think fit and such decision shall be final and binding on all parties.

