

CONSTITUTION OF

AORANGI SOUTH CANTERBURY
GOLF INCORPORATED

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1. Name and Registered Office

- 1.1 The name of the association is Aorangi South Canterbury Golf Incorporated (Aorangi South Canterbury Golf).
- 1.2 The registered office of Aorangi South Canterbury Golf shall be at such place as the board shall from time to time determine.

2. Definitions

“Administrator” means the Administrator of the Association appointed under Rule 15

“Association” means Aorangi South Canterbury Golf Incorporated.

“Board” means the board of the Association.

“By-laws” means the by-laws of the Association issued by the Committee pursuant to Rule 16;

“Chairperson” means the Chairperson of a General Meeting;

“Club” means a golf club in the Association’s District

“Delegate” means a representative appointed by member clubs to represent it at General meetings.

“Director” means a member of the Board

“Member” means any financial member club of the Association.

“NZG” means New Zealand Golf or any name it may operate under.

“Parent Body” means New Zealand Golf or any name they may operate under.

“Rule(s)” means the Rules of Aorangi South Canterbury Golf

“Rules of Golf” means the Rules of Golf as approved by R & A Rules Limited

“Territory” means the geographical area comprising the Aorangi South Canterbury Golf District as outlined in Rule 4.

3. Objects

The objects for the Association will be to:

- a. Foster the growth and control the development of Golf in the Territory;
- b. Uphold the Rules of Golf;
- c. Encourage and develop elite performance in the Territory;

- d. Encourage and enable participation with interclub events;
- e. Arrange and control inter-club, inter-district or inter-provincial events and competitions within its Territory;
- f. Affiliate with the Parent Body;
- g. Assist the Parent Body in securing uniformity in handicapping;
- h. Represent the Association at meetings of the Parent Body;
- i. Exercise in its Territory such of the powers of the Parent Body as may be delegated to it;
- j. Assist Member Clubs pursuant to their aims, objects and interests when requested.
- k. Undertake any other function that may be consistent with the general objects of the Association.

4. Association Territory

The Association's Territory is represented by the following geographical area: Northern Boundary, Rakaia River; Western Boundary, The Southern Alps; Southern Boundary, Waitaki and Ahuriri Rivers.

The North Otago district is also part of the Association's Territory for golf clubs whose members are female

5. Powers

The Association will have power to do such lawful acts and things as are incidental or conducive to the attainment of its objects and (without limiting the generality of the foregoing) the following powers shall be included in the Association powers:

- (a) Organise and control competitions.
- (b) Develop, organise, deliver and participate in the programmes of education and training.
- (c) Implement disciplinary procedures for, and impose sanctions and penalties over, member clubs or its members and conduct hearings and hear appeals.
- (d) Raise money by subscriptions, levies or otherwise, to ensure the financial viability of the Association and to grant any rights and privileges to Member Clubs as may from time to time be deemed necessary in that regard.
- (e) Purchase, take, lease, exchange, hire or otherwise acquire personal and/or real property and any rights or privileges which the Association may think necessary or convenient.

- (f) 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) Disseminate private or other information about members with their consent through written declaration subject to the purposes being in accordance with the objectives of the Associations.
- (h) Promote the Association and its activities.

6. Membership

6.1 Categories of Membership

The membership of the Association shall consist of:

(a) Member Clubs

Any golf club whose golf course is within the Association's Territory

(b) Life Members

Any person who has in the opinion of the Board rendered exceptional service to the Association

6.2 Appointment of Members

(a) A golf club may become a Member Club of the Association on making written application to the Association.

(b) A Life Member shall be appointed by the Members passing a majority resolution at the Annual General Meeting.

6.3 Dual Affiliations

A golf club within the Territory referred to in rule 4, which has both male or female members but where the male members are affiliated to another Golf Association affiliated to the parent body, may become a member of the association.

6.4 Membership Fees and Levies

(a) The membership fee will be an annual levy for each member of Member Clubs as determined at the Annual General Meeting of the Association. This fee may differ between classes of membership of Member Clubs.

(b) The membership fee for each class of membership and other levies (if applicable) will be payable at such time and in such a manner as the Board shall from time to time determine.

6.5 Membership Lapsing

- (a) Membership will lapse if:
 - (i) the annual levy is not paid within two months of the due date and
 - (ii) the Board resolves that membership of the Member Club shall lapse
- (b) The Parent Body will be advised and all the benefits of membership will be withdrawn.

6.6 Admission to membership

No Golf Club will become a member of the Association until its application has been accepted by the Association and it has paid the annual levies for the current financial year.

6.7 Resignation from membership

- (a) Any Member Club deciding to resign from membership of the Association must give to the Board 90 clear days' notice of its intention to resign its membership.
- (b) The retiring Member will be liable for any membership fees outstanding for the current financial year and shall cease to be a Member at the expiry of the Association's then current financial year.

6.8 Withdrawal, Suspension, or Termination of Membership

- (a) Membership will be withdrawn, suspended or terminated if the Member Club:
 - (i) Ceases to operate as a golf club
 - (ii) Fails to comply with the provisions of these rules.
 - (iii) Acts in a manner considered to be injurious or prejudicial to the rules or interest of the Association.
- (b) A Member Club may have membership withdrawn or be suspended or removed on a resolution carried by a majority at a Board meeting.
- (c) A Member Club subjected to a resolution to suspend or be removed from membership shall be entitled to have representation at any such hearing or meeting and have the right to be heard.
- (d) A Member Club whose membership has been withdrawn, suspended or terminated may within one month of receiving notification, lodge written notice of its intention to appeal which will be considered at the next formally constituted General meeting.

6.9 Register of Members

A register, which will be updated annually, will be kept in which all details of Member Clubs shall be kept, including full legal name, address, dates of admission and officers of the Member Club.

7. Structure

7.1 The management and the affairs of the association will be managed by:

- (a) A board (as described in rule 8)
- (b) The Administrator (appointed under rule 15)
- (c) Such committees that may be appointed from time to time by the board as required to efficiently manage the Associations affairs

8. The Board

8.1 Composition of the Board

- (a) The Board shall consist of seven (7) Directors who shall be elected at the Annual General Meeting; and
- (b) In addition to the seven (7) directors elected under paragraph (a) of this Rule, the Board may appoint one (1) further Director. The term of appointment is to be for no longer than one year, commencing from the date of appointment by the Board, and ending with the conclusion of the subsequent Annual General Meeting.
- (c) An appointed Director shall not be eligible to serve more than six (6) consecutive terms.

8.2 The elected Directors (including any Director appointed to fill a casual vacancy) are to comprise a minimum of three (3) male and three (3) female Directors at all times.

8.3 Elected Directors shall hold office for two years from the date of the Annual General Meeting when elected.

8.4 The Board is to operate a rotational directorship policy with only those elected Directors who have completed their two year term coming up for election in any year.

8.5 The Directors of the Association, with the exception of the person appointed as in Rule 8.1 (b) above, must be financial members of a Member Club.

9. Election of Directors

9.1 No employee or independent contractor in the nature of an employee of the Association shall be eligible to stand for election to the Board or to be a Director.

9.2 Nominations for the position of elected Director shall be made by a Member and must be:

- (a) In writing
- (b) On the prescribed form (if any) provided for the purpose;
- (c) Accompanied by the nominee's curriculum vitae;
- (d) Signed by or on behalf of a member; and
- (e) Certified by the nominee expressing a willingness to accept a position as Director

9.3 All nominations for Directors must be received by the Administrator no later than fifteen (15) days before the Annual General Meeting.

9.4 Subject to these rules, Elected Directors are to be elected at the Annual General Meeting.

9.5 If the number of candidates is not greater than the number of positions to be filled then the chairperson is to declare each candidate elected.

9.6 If the number of candidates is greater than the number of positions, a secret ballot is to be held. The Members shall vote for the number of positions to be filled in accordance with the voting procedure set out in Rule 14.11

9.7 The results of the ballot shall be declared by the Chairperson of the meeting and the voting papers destroyed.

9.8 In the event of an equality of votes for any position, a further ballot is to be held among the candidates who secured equal highest votes.

9.9 If there is still an equality of votes, then the appointment will be determined by lot.

9.10 If there are insufficient candidates to fill the vacancies, following the Annual General Meeting the Board will have the power to appoint persons to fill any such vacancy.

10. Chairperson of the Board

10.1 The Chairperson of the Board will be elected at the first board meeting following the Annual General Meeting of the Association.

10.2 The Chairperson will maintain order and conduct the meeting in a proper and orderly manner.

10.3 The Chairperson shall have a deliberative vote at Board meetings

11. Meetings of the Board

11.1 The Board will meet not less than eight times each year.

- 11.2 A meeting of the board will be convened as the board resolves.
- 11.3 Four Board Members present in person will form a quorum. No business will be transacted at any meeting where a quorum is not present.
- 11.4 Each director has one (1) vote on all motions
- 11.5 In the case of an equality of votes on any motion before the Board the motion shall be deemed lost.
- 11.6 The Board may invite any person to be present at a particular Board meeting and to speak with leave of the meeting.
- 11.7 The Administrator shall be entitled to attend and to speak at all meetings of the Board but shall have no vote and shall not be counted for quorum

12. Powers of the Board

The Board:

- (a) May appoint sub committees as required. The Board may determine, in writing, conditions for the operation of a sub committee including the duration of its appointment and its powers.
- (b) Will have control of the day to day management of the affairs of the Association and will have power to act on behalf of the Association in accordance with the Rules and may delegate any responsibility to sub committees of the Board as applicable.
- (c) May co-opt any specialist services it deems necessary.
- (d) Will create strategies to further the Association's objectives.
- (e) Will have control and oversight of all Association finances and ensure that they are administered in line with Association policy.
- (f) Will act as the disciplinary and appeal committee for the Association for any player or club matter brought to its attention in accordance with the disciplinary policy set out in its By-Laws.
- (g) Will provide business plans and budgets that will ensure continued growth and development of the Association.
- (h) Will consult and work closely with all sub committees to ensure golf is administered in a professional manner at all times.
- (i) Will nominate or appoint appropriate persons to represent the Association at meetings of the Parent Body.

13. Casual Vacancies

In the event of a vacancy on the Board, the Board may fill such vacancy for the unexpired term of office (having due regard for Rule 8.2).

14. Meetings

14.1 Meetings of the Association

Meetings held by the association shall be:

- (a) The Annual General Meeting
- (b) The Club Meeting
- (c) Special General Meetings
- (d) Board Meetings (refer rule 11)

14.2 Annual General Meeting

The Annual General Meeting must take place in November each year.

14.3 Business of the Annual General Meeting

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

- (a) Approve the minutes of the previous Annual General Meeting and any Special General Meetings.
- (b) Receive the Board report and the financial statements
- (c) Elect the Directors.
- (d) Appoint an auditor.
- (e) Approve the annual levy/membership fees and budget as recommended by the Board

14.4 Special General Meeting

The Administrator must convene a Special General Meeting:

- (a) When directed to do so by the Board.
- (b) On the requisition in writing signed by not less than four Board Members or not less than 12 (twelve) Member Clubs. Such requisition must clearly state the reasons why such a meeting is being convened and the nature of the business to be transacted.

14.5 Club Meeting

The club meeting must take place in May each year.

14.6 Notice of General Meetings

- (a) The Administrator will convene a General Meeting by giving not less than 21 clear day's notice of any such meetings to the members of the Association and all Directors.
- (b) The manner by which such notice is to be given will be determined by the Board. The notice of a General Meeting shall clearly state the nature of the business to be discussed.

14.7 Notice of Motion

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

- (a) Notice has been given in the Notice of Meeting; or
- (b) A resolution by at least a majority of two thirds of the total votes cast at the meeting determines that such motion shall be considered.

14.8 Quorum for Meetings

- (a) At General Meetings the delegates of 12 or more Member Clubs will form a quorum.
- (b) No business will be transacted at any General Meeting of the Association where a quorum is not present.
- (c) At the Club Meeting no quorum is required

14.9 The Chairperson at General Meetings

- (a) The Chairperson of the Board will be the Chairperson of all general meetings. If the Chairperson is unavailable, those present and entitled to vote shall elect a Chairperson for that meeting.
- (b) The Chairperson will maintain order and conduct the meeting in a proper and orderly manner.
- (c) In the case of an equality of votes on any motion at a General Meeting the motion shall be deemed lost.

14.10 Delegates

- (a) Members may only be represented at General Meetings by their nominated delegates
- (b) Member Clubs representing both male and female members will be entitled to

nominate two (2) of its members as delegates (being one (1) of each gender) and Member Clubs representing female members only, will be entitled to nominate one (1) of its members to be their delegate.

- (c) All delegates are entitled to speak at General meetings
- (d) All delegates must be financial members of the Member Club they represent.
- (e) Each Member shall advise the Administrator of their delegate(s) three (3) clear days prior to the date set down for each General Meeting.
- (f) If any delegate be unable to attend any Meeting, their club may appoint a proxy to represent such a delegate, who can attend the meeting.

14.11 Voting at General Meetings

Unless otherwise provided by these Rules, at every General Meeting:

- (a) Any question, matter or resolution will be decided by a majority of votes of Members present.
- (b) Each member club is entitled to one (1) vote each
- (c) Voting will be by a show of hands unless two thirds of the Members present demand a ballot.
- (d) The directors may move and second any resolution at a General Meeting.

15. Administrator

An Administrator will be appointed by the Board on such terms and conditions as the Board may from time to time determine.

16. By-Laws

The Board may from time to time make, amend or repeal by-laws and regulations, not inconsistent with these Rules for:

- (a) the policy and procedures of the Association; and
- (b) carrying out all or any of the objects of the Association.

17. Alteration of Constitution

- (a) Subject to provisions of the Incorporated Societies Act 1908, these Rules may be amended, rescinded or added to from time to time 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.

- (b) Notice of such resolution will be circulated to members not less than 21 clear days prior to the meeting at which the resolution will be considered.

18. Common Seal

- (a) The Association is to have a common seal, which shall be kept in the custody of the Administrator and is not to be used except in accordance with a resolution of the Board.
- (b) Any document to which the common seal is affixed shall be signed by two Directors or the Administrator and one Director in the presence of each other.

19. Finances

19.1 Audited Accounts

- (a) As soon as practicable after the end of the financial year the Administrator will cause to be prepared a statement containing particulars of:
 - (i) The income and expenditure for the financial year ended.
 - (ii) The assets and liabilities, mortgages, charges and securities affecting 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 administrator for presentation at the Annual General Meeting next following the financial year in respect of which such audit was made.

19.2 Financial Year

The financial year of the Association will end on the last day of September each year.

19.3 Authorities

All approved amounts of expenditure will be paid by cheque or automatic banking system subject to being signed or approved by any two of the Administrator and either the Chairperson or a Director.

20. Payment to Members

No member of the Association or any person associated with a member will participate in or materially influence any decision made by the Association 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 in the open market.

21. Winding Up

If upon the winding up or dissolution of the Association there remains after the satisfaction of all debts and liabilities any property whatsoever, the surplus shall not be paid or distributed amongst the Association but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of the Association or some other charitable purpose within New Zealand.

22. Transitional Provisions

- 22.1 These rules are to be read subject to the Transitional Provisions. The transitional provisions take precedence where there is any inconsistency between these provisions and the rest of the Rules.
- 22.2 The existing life members of the Aorangi Golf Association Incorporated and South Canterbury Women's Golf Incorporated shall be deemed to be validly appointed as Life Members under this Constitution
- 22.3 South Canterbury Women's Golf shall, prior to winding up, put forward the names of its nominees for four Directors positions, and they shall be deemed to have been elected as female Elected Directors. These individuals' term of office as a director shall expire at the 2008 Annual General Meeting.
- 22.4 Aorangi Golf shall, prior to adopting this Constitution, put forward the names of its nominees for four Directors positions, and they shall be deemed to have been elected as male Elected Directors. These individuals' term of office as a director shall expire at the 2008 Annual General Meeting.
- 22.5 The Chairperson of the Board will be decided by the eight directors at their first meeting.
- 22.6 At the 2008 Annual General Meeting there shall be an election to determine the elected Directors. The election shall follow the procedures set out in Rule 9 of this constitution.
- 22.7 In order to ensure rotational directorships are put in place, the two highest polling male directors (from the 2008 Annual General Meeting) and the two highest polling female directors (from the 2008 Annual General Meeting) shall serve a two (2) year term, with such directors retiring at the 2010 Annual General Meeting. The three other elected directors shall retire at the 2009 Annual General Meeting.
- 22.8 The election and appointment of subsequent Directors shall then proceed in accordance with the procedure set out in Rule 8 and 9 of this constitution, with the balance of the Directors coming up for election at the 2010 Annual General Meeting.