

**CONSTITUTION
OF
GOLF HB & PBW INCORPORATED**

1. Name:

1.1 The name of the Association is **“GOLF HB & PBW INCORPORATED”**

2. Definitions:

“Association” means **GOLF HB & PBW INC.**

“Associate Member” means the member referred to in clause 5.1(d).

“Board” means the Board of the Association.

“Board Members” shall mean the persons referred to in clause 6.2.

“Executive Officer” means the person appointed and employed by the Board Pursuant to clause 10 or if there is no such person then the person employed or contracted by the Board to perform the administrative and financial functions set out herein to be attended to by the Executive Officer.

“Delegate” means a representative appointed by a Member Club to represent the Member Club at General Meetings.

“General Meeting” means an Annual General Meeting and a Special General Meeting.

“Life Member” means a member appointed in accordance with clause 5.1(c).

“Member” means a Member Club and an Associate Member but shall not include a Life Member.

“Member Club” means a Golf Club which is a financial member of the Association.

“Parent Body” means New Zealand Golf Incorporated.

“Territory” means the geographical area comprising:

- (a) the Hawke’s Bay region;
- (b) the Poverty Bay region for golf club members who are female.

3. Objects

3.1 The objects of the Association will be to:

- (a) Foster the growth and control the development of amateur golf in the Territory.

- (b) Uphold the Rules of Golf.
- (c) Encourage and develop elite performance in the Territory.
- (d) Encourage and enable participation of 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 to pursue their aims, objects and interests when requested.
- (k) Undertake any other functions that may be consistent with the general objects of the Association.

4 Powers

4.1 The Association will have power to do such lawful acts and things as are conducive and incidental 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 on 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 grant any rights and privileges to a Member Club as may from time to time be deemed necessary in that regard.
- e) Purchase, take lease or in 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 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 Association.
- h) Promote the Association and its activities.
- i) Divide the Territory into zones for the purposes of administration of golf within the Territory.

5. Membership

5.1 Categories of Membership

The membership of the Association shall consist of:

- (a) Any golf club whose golf course is within the Territory, called Member Clubs;
- (b) Any club who has an arrangement with another Club that owns a golf course within the Territory.
- (c) Any person who has in the opinion of the Board rendered exceptional service to the Association, called Life Members.
- (d) Any other group of golfers who meet the membership requirements established by the Board from time to time, called Associate Members.

5.2 Appointment of Members

- (a) A golf club and an Associate Member may become a member by making application to the Association.
- (b) Life Members shall be appointed by the Members passing a majority resolution at an Annual General Meeting.

5.3 Dual Affiliations

- (a) A golf club within the Territory referred to in the definition of "Territory" at clause (b) which has both male and female members may become a Member of the Association where the male members are affiliated to another Golf Association affiliated to the Parent Body.

5.4 Membership Fee

- (a) The membership fee will be levied to each Member as determined at the Annual General Meeting of the Association. This fee may differ between:-
 - (i) classes of membership; and
 - (ii) Male and female members on member clubs.

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

5.5 Membership Lapsing

- (a) Membership will lapse if:
 - (i) The annual levy is not paid within two months of the due date.
 - (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.

5.6 Admission to Membership

- (a) No golf club will become a Member of the Association until its application has been accepted by the Association and it has paid the membership fee for the current financial year.
- (b) Prior to accepting the application for membership, the Board shall be entitled to be satisfied that the applicant Club has:
 - (i) Adequate tenure for its course.
 - (ii) Such further requirements as may be determined from time to time by the Association.

5.7 Resignation from Membership

- (a) Any Member Club or Associate Member may resign from membership of the Association by giving to the Board 90 clear days' notice of its decision to resign its membership.
- (b) The retiring Member will be liable for any membership fees or other charges outstanding for the current financial year and shall cease to be a Member at the end of the Association's then current financial year.

5.8 Withdrawal, Suspension or Termination of Membership

- (a) Membership will be withdrawn, suspended or terminated if the Member:
 - (i) Ceases to operate as a golf club.
 - (ii) Any Club that does not have a golf course but has an arrangement with a club that owns a golf course and this arrangement lapses or is terminated.
 - (iii) Fails to comply with the provision of these rules.

- (iv) Acts in a manner considered to be injurious or prejudicial to the rules or interests of the Association.
- (b) A member may only have its membership suspended or removed by a resolution carried by not less than two-thirds' vote of the Board.
- (c) A Member Club whose membership has been 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 meeting of the Board.

5.9 Register of Members

- (a) A Register will be kept in which all details of Member Clubs shall be recorded, including full legal name, address, dates of admission and officers of the Member Club.
- (b) The Register shall be updated each year.

6. Structure

6.1 The Association will consist of a Board and separate golf committees for men and women.

6.2 Board Members.

- (a) The members of the Board will comprise two presidents, two vice presidents and three other persons.
- (b) The Board Members must be full playing financial members of a Member Club.

6.3 The Board may create committees and shall create two committees being:

- (a) The Women's Golf Committee, and
- (b) The Men's Golf Committee.

6.4 The Women's Golf Committee and the Men's Golf Committee shall carry out the delegated functions and powers set down by the Board with the primary function of each committee to assist the golfers for the gender the committee represents in the Territory (as set out in Schedules A and B).

7. Election of the Board

7.1 The members of the Board shall be elected as follows:

- (a) One president and one vice president will be elected by Member Clubs paying men's affiliation levies.

- (b) One president and one vice president will be elected by Member Clubs paying women's affiliation levies.
 - (c) Three people will be elected by all Member Clubs.
- 7.2. If the three people elected pursuant to clause 7.1(c) are of the same gender, the Golf Committee representing the gender not represented shall appoint a representative of that gender who will become a member of the Board with full voting rights and will hold that position until the next Annual General Meeting.
- 7.3 The Board Members shall be elected annually.
- 7.4 The term of office for all Board Members (including Presidents and Vice-Presidents) shall be for two (2) years, with a maximum of three (3) terms.
- 7.5 Any vacancy of the Board, which occurs during any Board member's term of office for whatever reason, may be filled by the Board for the vacating Board member's remaining term of office until the next election of Board members.
- 7.6 The process by which the election of board Members will be conducted shall be as follows:
 - (a) A written nomination for nominees for any of President, Vice President and Board positions signed by two officers of a Member Club accompanied by the written consent of each nominee shall be received by the Executive Officer not less than 21 clear days before the date of the Annual General Meeting.
 - (b) Not less than 14 clear days before the date of the Annual General Meeting, the Executive Officer shall post to:
 - (i) All Member Clubs paying men's affiliation levies a voting paper listing all nominees for the position of men's President and men's Vice President.
 - (ii) All Member Clubs paying women's affiliation levies a voting paper listing all nominees for the position of women's President and Women's Vice President.
 - (iii) All Member Clubs a voting paper listing all nominees for the Board and such information as may be supplied to the Executive Officer by or on behalf of each nominee in support of the nomination.
 - (c) For votes to be valid voting papers must be returned to the Executive Officer at the registered office of the Association by delivery "in writing" not later than 4.00p.m. Two days before the Annual General Meeting.
 - (d) The Executive Officer and an independent person nominated by the Board (not being a Board member) will act as scrutineers for the counting of the votes with the results being announced by the Chairperson at the Annual General Meeting.
- 7.7 The Officers of the Association will consist of the Members of the Board.

8. Operations of the Board

8.1 The Board

- (a) Shall elect their own chairperson at the first meeting following the Annual General Meeting of the Association.
- (b) Shall 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 the Men's Golf Committee or the Women's Golf Committee as it deems appropriate.
- (c) May employ or co-opt full and part-time administrative staff, and any specialist services it deems necessary from time to time.
- (d) Shall create strategies to further the Association's objectives.
- (e) Shall have control and oversight of all Association finances and ensure that they are administered in line with Association policy.
- (f) Shall 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) Shall provide business plans and budgets that will ensure continued growth and development of the Association.
- (h) Shall appoint appropriate persons to represent the Association at meetings of the Parent Body.

8.2 Quorum at Board Meetings

- (a) A quorum shall be not less than four (4) Board Members.
- (b) A quorum shall include at least one female, and one male Board Member.
- (c) No business will be transacted at any meeting where a quorum is not present.

8.3 Meetings of the Board

- (a) The Board will meet not less than four (4) times each year.

9. Meetings of the Association

9.1 The Annual General Meeting must take place no later than three months after the close of the financial year.

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

- (a) Approve the minutes of the previous Annual General Meeting and any Special General Meetings.
- (b) Receive the Board report and the financial statements detailing income and expenditure, assets and liabilities and mortgages, charges and securities affecting property of the Association for the preceding financial year.
- (c) Appoint an Auditor for the ensuing year, however if the Members, by majority vote at the Annual General Meeting, agree not to appoint an auditor, they must appoint a Chartered Accountant (who shall be a member of the Institute of Chartered Accountants of New Zealand), who is not a member of the Board, the Women's Golf Committee, the Men's Golf Committee or an employee of the Association, to compile the Financial Statements of the Association for the ensuing year
- (d) Receive the Auditor's report if an auditor has been appointed
- (e) Approve the annual membership fee as recommended by the Board.
- (f) Confirm election of the Officers.
- (g) Transact any general business of which written notice has been delivered to the Executive Officer 21 clear days before the date of such meeting.

9.3 The Executive Officer shall convene a Special General Meeting:

- (a) When directed to do so by the Board.
- (b) On a requisition in writing signed by not fewer than four Board Members or not fewer than 10 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.

9.4 The Executive Officer will convene all General Meetings by giving not less than 21 clear days' notice in writing of any such meetings to the members of the Association and all officers.

9.5 No motion will be proposed, discussed or put to the vote at any General Meeting unless Notice has been given in the Notice of Meeting.

9.6 The Chairperson of the Board will be the Chairperson of the meeting. If the Chairperson is unavailable the Board will appoint a Chairperson at that meeting.

9.7 Each Member Club shall appoint two (2) voting delegates to represent it at all general meetings of the Association, except where a Member Club has only men or only women members (but not both), in which case the Member Club shall appoint one (1) delegate.

9.8 All delegates must be full playing financial members of the Member Club they represent.

9.9 Voting at General Meetings:

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

- (a) Every question, matter or resolution will be decided by a majority of votes of delegates present.
- (b) Voting will be by a show of hands unless two thirds of the delegates present demand a secret ballot.
- (c) In the case of a ballot, the number of votes available to each of the Member Clubs shall be calculated as one vote for each 100 full playing members or fraction thereof with a maximum of 10 votes.
- (d) A Member Club shall, for the purpose of assessing the number of votes which a delegate may exercise, be deemed to have the number of full playing club members based on the most recent New Zealand Golf Incorporated report.
- (e) Ten Member Clubs shall form a quorum and no business will be transacted at any meeting of the Association where a quorum is not present.

10 Executive Officer

- 10.1 A person called the Executive Officer may be appointed or contracted by the Board on such terms and conditions as the Board may from time to time determine and for the avoidance of doubt the Executive Officer shall not have the right to vote.
- 10.2 The Executive Officer may have speaking rights but shall not have the right to vote.
- 10.3 The Executive Officer's duties shall be to perform such administrative and financial functions, in addition to those set out herein, as determined by the Board from time to time.

11 By-Laws

- 11.1 The Board may from time to time promulgate by-laws and regulations, not inconsistent with these Rules and may amend or repeal them, as long as they:
 - (a) Implement the policy and procedures of the Association; and
 - (b) Carry out all or any of the objects of the Association.

12 Alteration of Constitution

- 12.1 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.

- 12.2 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.
- 12.3 No addition to or alteration to clauses 3, 14.4 or 15 shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

13 Common Seal

The Association shall have a Common Seal which will be kept in the custody of the Chairperson of the Board

14 Finances

- 14.1 As soon as practicable after the end of the financial year the Executive Officer will cause to be prepared a statement containing particulars of:
- (a) The income and expenditure for the financial year ended.
 - (b) The assets and liabilities, mortgages, charges and securities affecting the property of the Association at the close of the year.

All such statements shall be examined by the Auditor (if one has been appointed in clause 9.2 (c)) who will present a report upon such audit to the Board prior to the holding of the Annual General Meeting following the financial year in respect of which such audit was made.

- 14.2 The financial year of the Association will be from 1st day of January to the 31st day of December in each year.
- 14.3 All amounts of expenditure will be paid by cheque or automatic banking system subject to being signed or approved by any two of the Chairperson, a Board Member or the Executive Officer.

The Executive Officer may operate an imprest account limited to the amounts set from time to time by the Board and all monies must be accounted for monthly to the Board.

- 14.4 No private pecuniary profit shall be made by any member of the Association, except that:
- a) Any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the Association.
 - b) The Association may pay reasonable and proper remuneration to any member of the Association in return for services actually rendered to the Association. Provided however that any member, or any person associated with a member, who is to

receive remuneration in accordance with this clause shall not by virtue of that member's capacity in any way determine or materially influence the amount of the remuneration to be paid.

Any such income shall be reasonable and relative to that which would be paid in the open market.

15. Winding Up

- 15.1 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 Members of 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.

SCHEDULE A
RULES OF GOLF HB & PBW INC
MENS GOLF COMMITTEE

Structure

The Men's Golf Committee will consist of:

- (a) The Men's President of the Association
- (b) The Men's Vice President of the Association
- (c) One representative from each of the 18 hole clubs
- (d) One representative from each of the following Zones

Northern Zone: Represented by Puketitiri, Te Pohue, and Karamu Golf Clubs

Central Zone: Represented by Takapau, Onga Onga, and Waipawa Golf Clubs

Southern Zone: Represented by Cape Turnagain, Norsewood, Pongaroa, and Porangahau Golf Clubs

Zone Representatives

- (a) Member Clubs within each Zone elect 1 person to represent them on the Men's Golf Committee.
- (b) Each Zone Representative must be a member of a Member Club.

Election

Each 18 hole club will nominate their representative to the Men's Golf Committee.

The election of Zone Representatives of the men's committee will be conducted as follows:

- (a) Member Clubs within each Zone will nominate nominees for the position of Zone Representative. Such nominations will be signed by two officers of the Member Club accompanied by the written consent of each nominee and sent to the Executive Officer within 21 clear days of the Annual General Meeting.
- (b) Not less than 14 clear days before the date of the Annual General Meeting the Executive Officer will post to all men Member Clubs within each Zone a list of the nominees for Zone representation and such information as may be supplied to the Executive Office by or on behalf of each nominee in support of the nomination.

- (c) For votes to be valid, voting papers must be returned to the Executive Officer at the registered office of the Association by delivery or facsimile not later than 4.00 p.m. on the second day before the Annual General Meeting.
- (d) The Executive Officer and the person nominated by the Board will act as scrutineers for the counting of the votes and destruction of the voting papers with the results being announced by the Chairperson at the Annual General Meeting.
- (e) 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.

Chairperson

The men's President of the Association will be the Chairperson.

Quorum

A quorum at meetings of the men's Golf Committee will be 5 Representatives of the Zones or Clubs. No business shall be transacted at any committee meeting unless a quorum is present.

Voting at Meetings

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

Powers

The powers of the Golf Committee which may be amended or altered by Board resolution provided there is a two-thirds majority vote will be to:

- (a) Administer the Inter-club events between member clubs.
- (b) Make rules and determinations associated with these Inter-club events for confirmation by the Board.
- (c) Administer and develop Junior Golf Programmes and competition.
- (d) Conduct trials, appoint Selectors and Managers for Inter-District Teams.
- (e) Discuss issues brought forward by member clubs of mutual concern/benefit.
- (f) Administer and provide assistance to Course rating Teams, which will form a committee reporting directly to the Board.
- (g) Provide advice and strategy to formulate policy and budgets for submission to the Board.

SCHEDULE B
RULES OF GOLF HB & PBW INC
WOMENS GOLF COMMITTEE

Structure

The Women's Golf Committee will consist of:

- (a) The Women's President of the Association
- (b) The Women's Vice President of the Association
- (c) Up to 6 persons representing the Zones.

Zone Representatives

- (a) Zones are:-

Northern: Gisborne Park, Patutahi, Poverty Bay, Te Puia Springs, Tolaga Bay, Tahunga, Waikohu, Wairoa, Mahia.

Central: Hastings, Hawke's Bay, Karamu, Maraenui Weekday, Maraenui Weekend, Napier, Puketitiri, Te Pohue.

Southern: Dannevirke, Norsewood, Onga Onga, Porangahau, Takapau, Waipawa, Waipukurau, Cape Turnagain

- (b) Member Clubs within each Zone will elect 2 persons to represent them on the women's Golf Committee.
- (c) Each Zone Representative must be a member of a Member Club.

Election

The election of Zone Representatives of the women's committee will be conducted as follows:

- (a) Member Clubs within each Zone will nominate nominees for the position of Zone Representative. Such nominations will be signed by two officers of the Member Club accompanied by the written consent of each nominee and sent to the Executive Officer within 21 clear days of the Annual General Meeting.
- (b) Not less than 14 clear days before the date of the Annual General Meeting the Executive Officer will post to all women Member Clubs within each Zone a list of the nominees for Zone representation and such information as may be supplied to the Executive Officer by or on behalf of each nominee in support of the nomination.

- (c) For votes to be valid, voting papers must be returned to the Executive Officer at the registered office of the Association by delivery or facsimile not later than 4.00 p.m. on the second day before the Annual General Meeting.
- (d) The Executive Officer and the person nominated by the Board will act as scrutineers for the counting of the votes and destruction of the voting papers with the results being announced by the Chairperson at the Annual General Meeting.
- (e) 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.

Chairperson

The women's President of the Association will be the Chairperson.

Quorum

A quorum at meetings of the women's Golf Committee will be half of the Zone Representatives. No business shall be transacted at any committee meeting unless a quorum is present.

Voting at Meetings

At any meeting of the women's Golf Committee, each member of the committee shall have one vote on all resolutions.

Powers

The powers of the Golf Committee which may be amended or altered by Board resolution provided there is a two-thirds majority vote will be to:

- (a) Administer the Inter-club events between member clubs.
- (b) Make rules and determinations associated with these Inter-club events for confirmation by the Board.
- (c) Administer and develop Junior Golf Programmes and competition.
- (d) Conduct trials, appoint Selectors and Managers for Inter-District Teams.
- (e) Discuss issues brought forward by member clubs of mutual concern/benefit.
- (f) Administer and provide assistance to Course rating Teams, which will form a committee reporting directly to the Board.
- (g) Provide advice and strategy to formulate policy and budgets for submission to the Board

1st December, 2006