



## CONSTITUTION

Revised:  
Annual General Meeting  
October 13, 2020  
Amendments marked in **BOLD**

Signed by:

 Chairperson  
 Board Member  
 Executive Officer

Date: 15/10/20

# CONSTITUTION

Adopted at the Annual General Meeting of the Golf Managers Association of New Zealand  
Incorporated on October 13, 2020.

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### 1.0 Name

The Association shall be called Golf Managers Association of New Zealand Incorporated.

### 2.0 Incorporation

The Association shall be an Incorporated Society under the Incorporated Societies Act 1908 of New Zealand

### 3.0 Registered Office

The Registered Office of the Association will be at the address of the Executive Officer appointed under clause 8.7.

### 4.0 Objects

The objects of the Association are:

- (a) To establish and maintain contact between all Members for the purpose of increasing the Members' knowledge of golf club administration and management.
- (b) To encourage close co-operation, understanding, and initial assistance by the communication of information to Members.
- (c) To arrange for meetings of Members to be held on a regular basis, within regional areas.
- (d) To formulate policy on such matters as the Association deems proper.
- (e) To liaise with kindred organisations in overseas countries, particularly with the Australian Association.
- (f) To facilitate the further formal education of Members to enable them to be more proficient in their work.

### 5.0 Members

a) Members of the Association may consist of the following classes of member:

#### 1. Ordinary Member

A Person who is a Manager or a Secretary/Manager or other paid employee of a:

- Golf Club duly incorporated under the Societies Act 1908
- Golf Course-owning company duly incorporated under the Companies Act 1993
- District Association affiliated to New Zealand Golf Inc.

#### 2. Associate Member

- A person who has a non-executive active interest in the running of a golf club
- is an executive board member of a golf club
- is a NZ Golf employee involved in golf club administration
- is a BMI student enrolled in a BMI educational programme administered by the Golf Managers Association of New Zealand.
- is a NZ Golf affiliated golf club

#### 3. Life Member

On the recommendation of the Executive a person who is considered to have rendered outstanding service to the Association over a long period may be elected Life Member of the Association by a General Meeting of Members.

#### 4. Members register

The Executive Officer shall keep a register which includes the full name, club address, contact details, occupation, category of membership, date of admission, and other relevant information of all persons admitted to membership of the Association. The register shall be maintained in accordance with the Privacy Act 1993.

#### 6.0 Affiliated Branches

The Executive shall encourage Members to hold regular meetings of Members within their regional areas. These areas may be of any size that enables Members to meet together without excessive travel or cost to the Members.

The Executive shall authorize the Members in Districts to form Affiliated Branches to enable those Members to arrange their own activities. There shall not be more than six Affiliated Branches. The Branches shall be named "Golf Managers Association of New Zealand Incorporated ..... Branch."

These branches may organize their own affairs within the following guidelines:

1. Activities of the Branch should only be made available to those Persons who are Members of this Association.
2. The Branch shall encourage eligible Persons to join the Association.
3. A Branch shall be responsible for its own finances.
4. This Association shall have no legal liability in respect of any activity undertaken by a Branch, including financial liability.
5. The Branches shall elect representatives to form the Executive of this Association.

#### 7.0 Voting

At Meetings of Members every Ordinary Member who is a financial Member and every Life Member present at the Meeting shall be entitled to one vote.

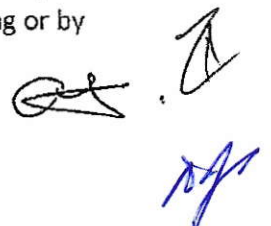
The Chairman of the meeting shall have both a deliberative vote and a casting vote, such casting vote to be used only in the event of an equal vote on any matter.

If determined to be appropriate by the Board, Special General Meetings of Members may be held electronically.

Voting for all elections to the Board, and on any Notice of Motion shall be by Ballot.

(1) At least 12 weeks prior to the Association Meeting the Board shall appoint the Returning Officer.

(2) The Association shall have the power to determine whether any remit or motion, the subject of a vote, is to be held solely by postal voting or solely by electronic voting or by



any method of voting involving a combination of both methods. Provided however that a vote for the purposes of clause 16.0 (Winding up of the Association) must be conducted by a method of voting involving a combination of postal voting and electronic voting.

(3) At least 28 days prior to the Association Meeting the Secretary shall request the Returning Officer to send a voting document by electronic or postal means to all Financial Members on the Membership Roll.

(4) Votes shall be required to be received by the Returning Officer by a closing date 7 days before the Association Meeting.

(5) The Returning Officer shall tally all valid votes, and at least 5 days prior to the meeting, provide a written summary of the votes cast on that Ballot to the Returning Officer.

#### 8.0 Executive

The governing body of the Association shall be an Executive. The Executive shall consist of a maximum of seven (7) Ordinary Members.

1. Affiliated Branch may appoint one Member from their Branch to represent it on The Executive. If there are less than seven Members appointed by Branches, Ordinary Members may be elected to the vacancies by the Members present at the Annual General Meeting.
2. The term of office for the Executive shall be two years, commencing from the conclusion of an Annual General Meeting until the conclusion of the Annual General Meeting two years later. Any retiring Executive shall be eligible for reappointment.
3. The Executive shall elect from among its Members a President.
4. The Executive may appoint an Executive Officer of the Association.
5. The Executive Officer will be the Secretary of the Association.
6. The registered office of the Association will be the address of the Executive Officer.

#### 9.0 Powers and Duties of the Executive

1. The Executive shall ensure that the objects of the Association are pursued for the benefit of all Members.
2. The Executive shall maintain the Constitution which provides for the effective management of the Association.
3. The Executive may make or alter the rules of this constitution by resolution in general meeting.
4. The Executive may co-opt other Members as required to form Sub-committees to assist them.
5. The Executive may delegate powers to do all such things as are incidental or conducive to the attainment of the Objects and the Powers of the Association including power to appoint an Executive Officer and make policies and bylaws.
6. The general day to day management of the Association will be conducted by the Executive Officer.

7. The Executive shall fundraise by subscriptions and the like and apply funds in accord with the Objects.

8. The Executive may enter into and/or terminate contracts with staff, contractors, members, sponsors and other persons, agencies and organizations.

9. The Executive shall insure property and employees.

#### 10.0 Meetings of the Executive

1. The Executive shall meet at least twice in every 12 months. One of those meetings shall be held immediately prior to the Annual General Meeting.

2. The Association shall reimburse the reasonable traveling expenses of Executive Members attending the meetings.

3. A quorum for a meeting of the Executive shall be four Members.

#### 11.0 Meetings of Members

1. The Executive may call a General Meeting of Members if they consider that such a meeting is necessary.

2. If the membership desired no fewer than twelve ordinary members may call a special meeting. Thirty days notice is required.

3. Quorum – The quorum for annual general meetings and special meetings shall be twenty ordinary members.

#### 12.0 Annual General Meetings

1. An Annual General Meeting of Members must be held in each calendar year, and must be held prior to 31 October each year.

2. The business to be conducted at the Annual General Meeting shall include:

a) Consideration of the Annual Report of the Executive.

b) Consideration of the annual Statement of Income and Expenditure of the Association.

c) Election of Members to fill any vacancies on the Executive.

d) Ratifying annual subscriptions set previously set by the Executive.

e) General Business.

#### 13.0 Subscriptions and Finance

1. The financial year of the Association shall end on 30 June each year.

2. The Association year shall be deemed to commence on the first day of July in each year and an annual subscription shall entitle a member to the privileges of the Association for his or her membership until the last day of June next following.

3. Annual Subscriptions shall be set by the Board and ratified by members in accordance with clause 12.2.d

4. The Executive shall fix signing authorities for the operation of the Association's bank account/s.

5. The Executive Officer shall be responsible for keeping a true and full account of moneys received and expended by the Association and of the assets and liabilities of the Association in proper books which shall be kept at such place as the Executive thinks appropriate.

6. The income and property of the Association shall be applied solely towards the

promotion of the objects of the Association, and no portion thereof shall be paid or transferred directly or indirectly by way of profits, dividend, bonus or otherwise to the members of the Association or any of them. No member shall in any way receive any pecuniary gain from the property or operations of the Association. Nothing herein shall prevent the payment, in good faith, of reasonable remuneration to any Officer or servants of the Association in return for services rendered to the Association.

7. The finances of the Association shall in each year be reviewed by a member of the Institute of Chartered Accountants of New Zealand who shall certify his or her view as to the correctness of the accounts.
8. The reviewer as specified shall be appointed at an Annual General Meeting.

#### 14.0 Resignations

1. Members may submit a written resignation at any time. No refund of subscriptions shall be made.
2. If a Member should cease to be employed by a Golf Club or a District Golf Association their status as an Ordinary Member shall cease immediately. Such Member may apply for admission as an Associate Member.
3. If the subscription of a Member remains unpaid for three months the member will be deemed to have resigned and may be removed from the list of Members.

#### 15.0 Common Seal

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.

#### 16.0 Winding up of the Association

If the Members in a General Meeting called for the purpose, pass a resolution that the Association be wound up and there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed to Members of the Association, but shall be given or transferred to some other Club, Company or institution having objects similar in part to the objects of this Association. The majority of Members present at the meeting when the resolution is passed shall determine the recipient of the funds that may remain after the winding up.

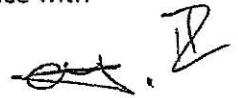
#### 17.0 Alteration of the Constitution

Any provision of this Constitution may be repealed or amended and new provisions may be added only by a special resolution passed by at least a two-third majority of Members, where notice of the resolution to amend the Constitution has been posted to all Ordinary Members at least 30 days before the date of the Meeting.

#### 18.0 Commencement

This Constitution shall come into operation on the passing of a resolution for its adoption at a General Meeting of Members. Immediately it is adopted the Executive

will be elected and they shall immediately apply for incorporation in accordance with  
Clause 2.0

A handwritten signature in black ink, appearing to be "J. R.", located to the right of the text "Clause 2.0".

Golf Managers Association of New Zealand Inc.

A handwritten signature in blue ink, located in the bottom right corner of the page.