



Rules of the

New Zealand Veteran Golfers Association Incorporated

2017 Version

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Rules of New Zealand Veteran Golfers Association Incorporated

THE ASSOCIATION

1.0 Name

- 1.1 The name of the Association is New Zealand Veteran Golfers Association Incorporated, ("the Association").
- 1.2 For the avoidance of doubt, the Association is the same incorporated society previously known as The New Zealand Seniors Golf Association Incorporated as incorporated on 30 January 2013 under number 946685. Also, previously formally known as The New Zealand Veteran Golfers Association Incorporated as incorporated on 17 February 1999 under Number 946685.

2.0 Registered Office

- 2.1 The Registered Office of the Association is at the residential address of the Secretary of the Association or at such other place as may be determined from time to time by the Executive.

3.0 Purposes of Association

- 3.1 The purposes of the Association are to foster and encourage the game of golf amongst Veteran/Senior Golfers by all such means in all such ways as the Association may deem desirable.
And without prejudice to the generality of the foregoing:
 - (a) Give such information, advice and assistance as may be necessary or helpful to the organising committees of Veteran/Seniors Tournaments;
 - (b) Allocate and co-ordinate, in partnership with the host clubs or other organisations, National and International Veteran/Seniors Tournaments;
 - (c) Do anything necessary or helpful to the above purposes.
- 3.2 Pecuniary gain is not a purpose of the Association.

MANAGEMENT OF THE ASSOCIATION

4.0 Executive

- 4.1 The Association shall have a managing committee, ("the Executive"), comprising the following:

Officers

- (a) The President;
- (b) Two Vice Presidents;
- (c) The Secretary;
- (d) The Immediate Past President;

Other Executive Members

- (e) A minimum of three and a maximum of five other people as determined by the Executive.

5.0 Appointment of Executive

- 5.1 All Executive Members except the Immediate Past President shall be elected at an Annual or Special General Meeting of the Association. The Executive so elected shall hold office until the conclusion of the next Annual General Meeting of the Association.
- 5.2 Presidents on completion of their term of office shall henceforth be titled Past President of the Association and receive a badge to this effect. Such title and badge is retained for life. The Immediate Past President shall become an Executive Member for a Term of one year.

6.0 Cessation of Executive Membership

- 6.1 Persons cease to be Executive Members when:
 - (a) They resign by giving Written Notice to the Executive.
 - (b) They become bankrupt or become of unsound mind.

- (c) They are removed by a resolution passed at a Special General Meeting of the Association, by a majority of not less than two thirds of the total votes cast by those entitled to vote at such Special General Meeting.
 - (d) Their Term expires.
- 6.2 If a person ceases to be an Executive Member, that person must within one month give to the Executive all Association documents, records and property in their possession.

7.0 Nomination of Executive Members

- 7.1 Nominations for Executive Members shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by District Members and the completed nomination delivered to the Secretary. All retiring Executive Members, with the exception of the Immediate Past President, shall be eligible for re-election.
- 7.2 If the position of any Executive Member becomes vacant between Annual General Meetings, the Executive may appoint another person to fill that vacancy until the next Annual General Meeting.
- 7.3 If any Executive Member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

8.0 Role of the Executive

- 8.1 Subject to these rules of the Association, ("the Rules"), the role of the Executive is to:
- (a) Administer, manage, and control the Association;
 - (b) Carry out the purposes of the Association, and Use Money or Other Assets to do that;
 - (c) Manage the Association's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - (d) Set accounting policies in line with generally accepted accounting practice;
 - (e) Delegate responsibility, appoint sub-committees and co-opt members where necessary;
 - (f) Recommend District Associations for membership, and approve Societies and Clubs who wish to hold an annual Veteran/Seniors Tournament;
 - (g) Decide the times and dates for Meetings, and set the agenda for Meetings;
 - (h) Decide the procedures for dealing with complaints;
 - (i) Set membership fees
- 8.2 The Executive has all of the powers of the Association, unless the Executive's power is limited by these Rules, or by a majority decision of the Association.
- 8.3 Decisions of the Executive bind the Association, unless the Executive's power is limited by these Rules or by a majority decision of the Association.

9.0 Roles of Executive Members

- 9.1 The President is responsible for:
- (a) Ensuring that the Rules are followed;
 - (b) Convening Meetings and establishing whether or not a quorum is present;
 - (c) Chairing Meetings, deciding who may speak and when;
 - (d) Overseeing the operation of the Association;
 - (e) Providing a report on the operations of the Association at each Annual General Meeting.
- 9.2 The Secretary is responsible for:
- (a) Recording the minutes of Meetings;
 - (b) Keeping the Register of Members;
 - (c) Receiving and replying to correspondence as required by the Executive;
 - (d) Holding the Association's records, documents, and books;
 - (e) Keeping proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained;
 - (f) Providing financial information to the Executive as the Executive determines;

- (g) Updating the Association's website;
- (h) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Association's accounting policies (see 8.1.d);
- (i) Providing a financial report at each Annual General Meeting;
- (j) Forwarding the annual financial statements for the Association to the Registrar of Incorporated Societies upon their approval at an Annual General Meeting;
- (k) Advising the Registrar of Incorporated Societies of any rule changes.

10.0 Executive Meetings

- 10.1 Executive Meetings may be held via video or telephone conference, or other formats as the Executive may decide.
- 10.2 The President or any other two Executive Members may convene an Executive Meeting at any time.
- 10.3 No Executive Meeting may be held unless at least three Executive Members attend.
- 10.4 The President shall chair Executive Meetings, or if the President is absent, the Executive shall elect a Vice President to chair that meeting, or if no Vice President is present, the Executive shall elect an Executive Member to chair that Meeting.
- 10.5 Decisions of the Executive shall be by Majority Vote.
- 10.6 The President or person acting as chair in place of the President has a casting vote; that is, a second vote.
- 10.7 Only Executive Members present at an Executive Meeting may vote at that Executive Meeting.
- 10.8 Subject to these Rules, the Executive may regulate its own practices.
- 10.9 The President or the chair shall adjourn the Meeting if necessary.
- 10.10 Adjourned Meetings: If within half an hour after the time appointed for an Executive Meeting a quorum is not present, the Meeting shall stand adjourned to a day, time and place determined by the President, and if at such adjourned Meeting a quorum is not present the Meeting shall be dissolved without further adjournments. The President may with the consent of any Executive Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

ASSOCIATION MEMBERSHIP

11.0 Types of Membership

- 11.1 The types of membership shall be:
 - (a) District Association, ("District Member"), being a group of Veteran/Senior Golfers having jurisdiction in one of the regions defined by NZ Golf Inc. or a localised region approved by the Executive.
 - (b) Society or Club, ("Other Member"), being a golf club that holds a Veteran/Seniors Tournament or a group of Veteran/Senior Golfers, including Ladies Veteran/Seniors Golf Associations, who may or may not hold a Veteran/Seniors Tournament.
 - (c) Honorary
 - i) Patron: The Association may, at a General Meeting, elect a patron annually, who shall have the privilege of honorary membership whilst holding office and whose continuous term shall not exceed three years.
 - ii) Past Presidents.

12.0 Admission of Members

- 12.1 To become a Member an Applicant must:
 - (a) If a District Association, make a written application to the Secretary of the Association.
 - (b) If a Society or Club, make a written application to their District Association.

13.0 Register of Members

- 13.1 The Secretary shall keep a Register of Members ("the Register"), which shall contain the name, postal and email addresses and telephone number of the contact person for each Member.

- 13.2 If a Member's contact details change, that Member shall give the new person's name, postal and email addresses and telephone number to the Secretary.
- 13.3 Each Member shall provide such other details as the Executive requires.
- 13.4 Members shall have reasonable access to the Register of Members.

14.0 Cessation of Membership

- 14.1 A Member shall cease to be a Member of the Association:
- (a) If it resigns by giving Written Notice to the Secretary.
 - (b) Upon the passing of a resolution of the Executive terminating its membership of the Association as a result of the non-payment of fees (refer 17.2).
 - (c) Upon the passing of a resolution at an Association Meeting terminating its membership of the Association provided:-
 - i) That a Notice of Motion to terminate the membership shall have been given with the notice calling the meeting, and
 - ii) That such resolution shall be passed by a majority of not less than two thirds of the total votes cast by those entitled to vote at such Association Meeting.

15.0 Obligations of Members

- 15.1 All Members (including Executive Members) shall promote the purposes of the Association and shall do nothing to bring the Association into disrepute.

MONEY AND OTHER ASSETS OF THE ASSOCIATION

16.0 Use of Money and Other Assets

- 16.1 The Association may only Use Money and Other Assets if:
- (a) It is for a purpose of the Association;
 - (b) It is not for the sole benefit of any Member; and
 - (c) That Use has been approved by either the Executive or by majority vote of the Association.

17.0 Annual Fee

- 17.1 Members shall pay an Annual Fee to the Association comprising:-
- (a) Where a Member holds a Veteran/Seniors Tournament, including hosting a National or International Tournament, a capitation fee set by resolution at any Association Meeting.
 - (b) Where a Member does not hold a Veteran/Seniors Tournament, a fee fixed by resolution at any Association Meeting.
- 17.2 If any Member does not pay its Annual Fee by the date set by the Executive, the Secretary will give Written Notice that, unless the arrears are paid by a nominated date, their membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Association) have no membership rights and shall not be entitled to participate in any Association activity.

18.0 Additional Powers

- 18.1 The Association may:
- (a) Employ people for the purposes of the Association;
 - (b) Exercise any power a trustee might exercise;
 - (c) Invest in any investment that a trustee might invest in;
 - (d) Borrow money and provide security for that if authorised by majority vote at any Association Meeting.

19.0 Financial Year

- 19.1 The financial year of the Association begins on 1 October of every year and ends on 30 September of the next year.

20.0 Assurance on the Financial Statements

- 20.1 At each Annual General Meeting the Association shall appoint a person to review the annual financial statements of the Association (the "Reviewer"). The Reviewer shall be eligible for re-appointment.
- 20.2 The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Association's accounting policies. The Reviewer must be a suitably qualified person, and must not be an Executive Member or an employee of the Association. If the Association appoints a Reviewer who is unable to act for some reason, the Executive shall appoint another Reviewer as a replacement.

The Executive is responsible to provide the Reviewer with:

- (a) Access to all information of which the Executive is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- (b) Additional information that the Reviewer may request from the Executive for the purpose of the review; and
- (c) Reasonable access to persons within the Association from whom the Reviewer determines it necessary to obtain evidence.

CONDUCT OF MEETINGS

21.0 Association Meetings

- 21.1 An Association Meeting is either an Annual General Meeting or a Special General Meeting.
- 21.2 The Annual General Meeting shall be held once every year no later than five months after the Association's balance date. The Executive shall determine when and where the Association shall meet within those dates.
- 21.3 Special General Meetings may be called by the Executive. The Executive must call a Special General Meeting if the Secretary receives a written request signed by at least three District Members.

Any such requisition shall specify the objects of the meeting requisitioned, shall be signed by the District Members making the same, and shall be delivered to the Secretary of the Association. The meeting must be convened only for the purposes specified in the requisition. Should the Executive fail to convene a Special General Meeting to be held within 21 days from the receipt of the requisition, the Members making such a requisition, or a majority of them, may themselves convene a meeting to be held not later than three calendar months after the date of the requisition.

- 21.4 The Secretary shall:

- (a) Give all Members at least 14 days Written Notice of the business to be conducted at any Association Meeting.
- (b) Additionally, the Secretary will provide, where appropriate:
 - i) A copy of the President's Report on the Association's operations and of the Annual Financial Statements as approved by the Executive;
 - ii) A list of Nominees for the Executive, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee);
 - iii) Notice of any motions and the Executive's recommendations about those motions;

Provided that if the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

- 21.5 All Members may attend Association Meetings, but only District Members can vote on all matters. Other Members can only vote on General Business matters.
- 21.6 No Association Meeting may be held unless at least 50% of eligible Members attend either in person or by proxy. (This will constitute a quorum).
- 21.7 The President shall chair Association Meetings, or if the President is absent, the Association Members shall elect a Vice President to chair that meeting, or if no Vice President is present, the Association Members shall elect an Executive Member to chair that meeting.
- 21.8 The President or person acting as President has a casting vote; that is, a second vote.
- 21.9 On any given motion at an Association Meeting, the President shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the President will have a casting vote; that is, a second vote.

21.10 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Association Meeting(s);
- (b) The President's report on the business of the Association;
- (c) The Secretary's report on the finances of the Association, and the Annual Financial Statements;
- (d) Election of Executive Members;
- (e) Appointment of Reviewer;
- (f) Motions to be considered;
- (g) General Business.

21.11 Under the heading "General Business" at any Annual General Meeting, any matter may be discussed providing the President or the person acting as chair rules such matter to be a proper one for discussion and a resolution or resolutions relating thereto may be passed.

21.12 The President or the chair shall adjourn the meeting if necessary.

21.13 Adjourned Meetings: If within half an hour after the time appointed for an Association Meeting a quorum is not present the meeting, if convened upon requisition of Members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President or the chair, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President or the chair may with the consent of any Association Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

22.0 Motions at Association Meetings

22.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Association Meeting, by giving Written Notice to the Secretary at least 28 days before that Meeting. The Member may also provide information in support of the motion ("Member's Information"). The Executive may in its absolute discretion decide whether or not the Association will vote on the motion. However, if the Member's Motion is signed by at least three District Members:

- (a) It must be voted on at the Association Meeting chosen by the Member; and
- (b) The Secretary must give the Member's Information to all Members at least 14 days before the Association Meeting chosen by the Member; or
- (c) If the Secretary fails to do this, the Member has the right to raise the motion at the following Association Meeting.

22.2 The Executive may also put forward motions for the Association to vote on ("Executive Motions") which shall be suitably notified.

23.0 Voting at Association Meetings

23.1 District Members shall have voting rights based on the number of financial members and may be represented by a delegate, delegates or proxy to exercise these rights. The number of votes shall be as follows:-

- Up to 200 financial members – 2 votes
- 201 - 400 financial members – 3 votes
- 401 - 800 financial members – 4 votes
- Over 800 financial members – 5 votes

23.2 Other Members shall have one vote on General Business Matters and must be present at the meeting to exercise this right.

23.3 Executive Members present at the meeting shall each be entitled to one vote on all matters.

23.4 Each District Member shall give Written Notice to the Secretary of:

- (a) The appointment of its delegate or delegates, specifying the number of votes for each delegate where there is more than one, and any such appointment may be revoked at any time by the District Member and a new delegate or delegates appointed, or
- (b) The appointment of its proxy. Any such appointment may be revoked at any time by the District Member and a new proxy appointed.

Such notice shall be signed by the President or Secretary of the Member making the appointment and shall be in the hands of the Secretary before the time appointed for the meeting at which such delegate, delegates or proxy is or are to act. The notice shall also advise the total number of financial members recorded on its register of members as at the end of the Association's financial year.

- 23.5 A delegate or proxy must be a financial member of a District Member but not necessarily of the Member making the appointment.
- 23.6 Any Veteran/Senior Golfer who is a financial member of an Association Member may attend Association Meetings but may speak and exercise one vote at such meetings only on General Business matters.
- 23.7 The Association may invite any person or persons who are not Veteran/Senior Golfers, to attend any Association Meeting, but such persons may not vote at such meetings.

COMMON SEAL

24.0 Common Seal

- 24.1 The Executive shall provide a common seal for the Association and may from time to time replace it with a new one.
- 24.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Executive. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or an Executive Member.

ALTERING THE RULES

25.0 Altering the Rules

- 25.1 The Association may alter or replace these Rules at an Association Meeting by a resolution passed by a majority of not less than two thirds of the total votes cast by those entitled to vote at such Association Meeting.
- 25.2 Any proposed motion to amend or replace these Rules shall be signed by at least 3 District Members and given in writing to the Secretary at least 28 days before the Association Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 25.3 At least 14 days before the Association Meeting at which any Rule change is to be considered the Secretary shall give all Members Written Notice of the proposed motion, the reasons for the proposal, and any recommendations the Executive may wish to make.
- 25.4 When a Rule change is approved by an Association Meeting, no Rule change shall take effect until the Secretary has filed the change with the Registrar of Incorporated Societies.

BYLAWS

26.0 Bylaws to Govern the Association

- 26.1 The Executive may from time-to-time make, alter or rescind bylaws for the general management of the Association, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on Association Members. A copy of the bylaws for the time being shall be available for inspection by any Member on request to the Secretary.

WINDING UP

27.0 Winding up

27.1 Any decision that the affairs of the Association be wound up shall be governed by the following procedure:

- (a) Notice of motion of the proposed winding up or dissolution must be given in accordance with the Rules of the Association (refer 22.0 Motions at Association Meetings) and if any resolution for such winding up or dissolution is passed at an Association Meeting it must be confirmed at a further Special General Meeting, held not earlier than 30 days and not later than 60 days after the date on which the resolution so to be confirmed was passed.
- (b) If upon the winding up or dissolution of the Association 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 the Association but shall be given or transferred to some other institution or organisation having objects similar to the objects of the Association, according to the provisions in the Incorporated Societies Act 1908 [see S.27 of the Act].
- (c) No addition to or alterations of the non-profit aims, personal benefit clause or the winding up clause shall be approved without the approval of the Inland Revenue Department, and 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.

DEFINITIONS

28.0 Definitions and Miscellaneous Matters

28.1 In these Rules:

- (a) "Association Meeting" means any Annual General Meeting, or any Special General Meeting, but not an Executive Meeting.
- (b) "Majority Vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (c) "Member" means a District Association or a Society which is elected to membership in accordance with these rules.
- (d) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Association.
- (e) "Veteran/Senior Golfer" means (until otherwise resolved at an Association Meeting by a majority of not less than two thirds of the total votes cast by those entitled to vote at such Association Meeting) a golfer who is a financial member of a golf club on the register of Clubs kept by NZ Golf Inc who has a current golf handicap and has attained the age of 55 years for men and 50 years for women.
- (f) "Veteran/Seniors Tournament" means any tournament run by an Association Member. All golfers playing in a Veteran/Seniors Tournament must be current financial members of a Veteran/Seniors Golf Association.
- (g) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (h) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- (i) It is assumed that
 - i) Where a masculine is used, the feminine is included;
 - ii) Where the singular is used, plural forms of the noun are also inferred;
 - iii) Headings are a matter of reference and not a part of the rules.
- (j) Matters not covered in these Rules shall be decided upon by the Executive.

