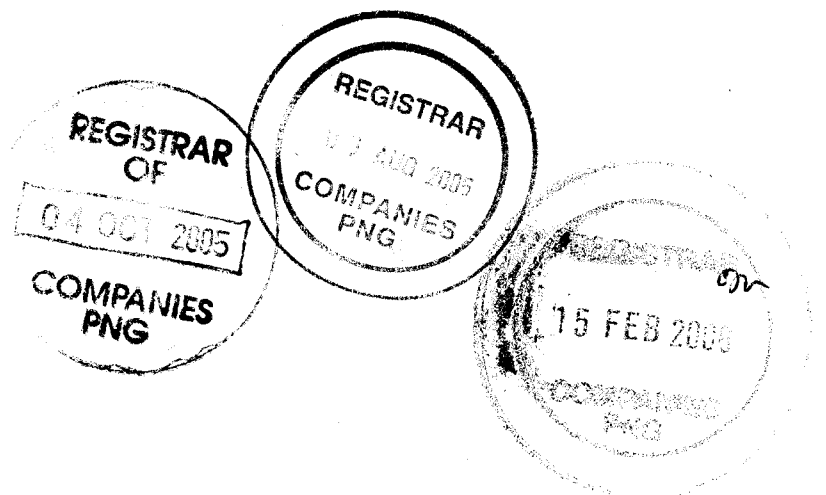


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**RULES OF**

**PNG GOLF INC.**



## **RULES OF PAPUA NEW GUINEA GOLF ASSOCIATION Inc.**

**The short form of address shall be "PNG Golf Inc."**

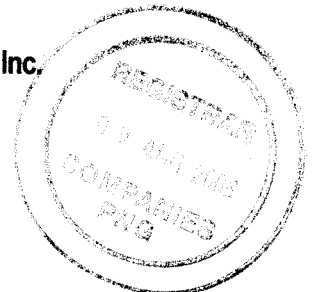
### **1) DEFINITIONS**

In these Rules unless inconsistent with the context or subject matter:

- a) "Annual Meeting" means an Annual General Meeting of the Association, and shall be a meeting of the Council;
- b) "Association" means the PAPUA NEW GUINEA GOLF ASSOCIATION Inc;
- c) "Council" means the Office Bearers together with one Club Delegate from each affiliated Club. (The Council specifically excludes Zone Delegates, notwithstanding, a Zone Delegate may hold the position of Club Delegate. Club Delegates shall be notified by the respective Clubs to the Secretary in writing immediately prior to the opening of a General Meeting).
- d) "Committee" means the Office Bearers together with the Zone Delegates, for the time being of the Association duly elected pursuant to Article 25 of this Constitution and present at a duly constituted meeting of the Committee;
- e) "General Meeting" shall include Annual Meeting and Extra-ordinary General Meeting;
- f) "Member" means Golf Clubs throughout Papua New Guinea and affiliated to the Association;
- g) "Month" means a calendar month;
- h) "Secretary" means the Secretary of the Association;
- i) "Treasurer" means the Treasurer of the Association;
- j) "Zones" means and comprises the following: the Papuan, Madang/Sepik, Morobe, Islands and Highlands, and any other Zone as may be determined and approved at an Annual General Meeting;
- k) "Zone Delegates" means a person elected by the **Members of that zone** at an Annual General Meeting to represent that Zone; (A Zone Delegate may be elected by a majority of members if the members within that zone fail to elect their delegate)
- l) Words importing the singular number include the plural and vice versa and words importing one gender shall include all other genders;
- m) Headings and marginal notes are for reference purposes only.

### **2) NAME**

- a) The name of the Association is the **PAPUA NEW GUINEA GOLF ASSOCIATION Inc.**



### 3)OBJECTS

- a) The objects of this Association shall be to promote interest in the game of golf; to protect the mutual interests of its members; to establish and enforce uniformity in the Rules of the game by creating a representative authority; to establish a uniform system of handicapping and par-rating of courses; to decide on which courses the Association's tournaments shall be played; to arrange for inter-club pennant matches; to regulate the dates for tournaments held by various clubs at which affiliated Clubs are invited to compete; to conduct investigations and research work in connection with improvement of golf courses; to affiliate with any Golf associations; to obtain international recognition for the Association; to arrange for participation by the Association in International golfing events; to engage and employ professional and other services.
- b) In fixing dates for such tournaments for Affiliated Clubs, due regard shall be made to the wishes of such Clubs in respect thereto and no date shall be fixed for any Club's tournament without the consent of such Club.
- c) to apply its profits (if any) or other income of the Association in promoting its objects;
- d) to do all such other things as are incidental or conducive to the attainment of the objects of the Association.

### 4)POWERS

- a) In addition to any others powers conferred by law, the Association shall have the following powers:
- b) To purchase, take on lease or in exchange, hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto;
- c) To sell, exchange, lease, mortgage, hire, dispose of or turn to account or otherwise deal with all or any part of the real and personal property of the Association;
- d) To borrow, raise or secure the payment of money in such manner as the Association thinks fit with power to issue debentures, grant mortgages, charges or any other class of security upon or charging all or any of the properties real or personal howsoever or wheresoever situated and both present and future of the Association and to redeem or pay off any existing or future security;
- e) To invest and deal with the monies of the Association not immediately required for the purpose of the Association in such manner as may from time to time be determined by the Committee;
- f) To amalgamate, co-operate, affiliate and enter into reciprocal arrangements with any other Association having objects wholly or in part similar to those of the Association;
- g) To appoint, employ and pay officers and servants and to dismiss or suspend any officer or servant;
- h) To do all such other things as are incidental or conducive to the attainment of its Objects.

## 5) INCOME AND PROPERTY

- a) The funds of the Association are to be derived from subscriptions paid by members of the Association, from the raising of such monies as the Association may be empowered to raise, and from any other source as may be from time to time approved by the Association.
- b) The income and property of the Association however derived 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 as a dividend or otherwise howsoever by way of profit to the Members provided that remuneration may be paid in good faith to officers and servants of the Association and other persons for goods supplied or services actually rendered to the Association and further the Committee in its absolute discretion may make ex gratia payments for the purposes of the Association and such payments shall not be construed as being by way of a distribution of profits.

## 6) REGISTERED OFFICE

- a) The office of the Association shall be located at such place within Papua New Guinea as the Committee may from time to time resolve.
- b) Notices to be served on the Association may be served by:
- c) leaving such notices addressed to the Association;
- d) forwarding such notices addressed to the Association by prepaid registered mail in Papua New Guinea.

## 7) MEMBERSHIP

- a) The Association shall consist of the all affiliated Golf Clubs in Papua New Guinea.

## 8) APPLICATION FOR MEMBERSHIP

- a) Application for admission to Membership of the Association (the "Application") shall be:
  - in writing addressed to the Secretary in such form as may be prescribed by the Committee from time to time;
  - accompanied by such payment in favour of the Association as prescribed by the Committee from time to time as the subscription for Membership to which admission is sought; and
  - delivered to the Association in accordance with the Constitution for delivery of notices to the Association.
- Upon receipt of the Application the Secretary shall:
  - forward acknowledgement of receipt of same to the office-bearers of the club named as applicant therein and;
  - if reasonably possible, prior to the next meeting of the Committee, forward notice of the

Application to all Members and request Members objections to the Application.

- A meeting of the Committee shall:
  - consider the Applications together with relevant objections of Members as have been received by the Association;
  - resolve either to accept or reject an Application.
- b) The Secretary shall maintain a Register of Members and shall notify each applicant of the Committee decision on that applicant's Application and record the name of each successful applicant in the Register of Members.
  - c) The Committee may require an applicant for membership to attend before it and provide such further information or to produce documents as the Committee sees fit prior to resolving on a relevant Application.
  - d) The Secretary shall provide every successful applicant with a copy of the Constitution of the Association and any by-laws made thereunder.
  - e) A Member may not transfer the rights and privileges of membership of the Association.
  - f) A full member of an Affiliated Club shall upon transfer from one Club to another Affiliated Club, be admitted to membership of the new Club, subject to its rules of election without the payment of nomination fee and shall be accepted as a financial member up to the time his subscription would have become due in his former Club, such reciprocal rights shall not apply to transfers between member Clubs of the Association which are situated within 50 kilometres of each other. Should the fee at the former Club be less than the fee of the new Club, the transferring member shall meet the difference in fees, pro-rata throughout the financial year.
  - g) A member transferring to a Club under the foregoing reciprocal arrangements shall not be subject to any waiting list and his application shall be dealt with immediately, but subject to the rules of election of the new Club.
  - h) Upon the member being accepted by the new Club under the reciprocal arrangement, he shall automatically cease to be a member of his former Club.

#### **9) MEMBERSHIP REGISTER**

- a) The Secretary shall keep and maintain a register of Members in which shall be entered the full names, addresses and date of admission of every Member and further, the Secretary shall also keep and maintain a record of the financial status of such Members.

#### **10) AFFILIATION FEES**

##### **a) JOINING FEE**

A one off JOINING FEE for a Club accepted into affiliation of the Association shall be payable at the rate to be determined at the Annual General Meeting of the Association annually, together with,

##### **b) ANNUAL AFFILIATION FEE.**

Clubs shall collect for and on behalf of the Association a non-refundable annual affiliation fee for

each and every Member of the Affiliated Golf Club, at a rate determined at the Annual General Meeting of the Association in and for each year, and forward same to the Secretary within one calendar month of the Clubs Annual Fees being due, together with a full list of members for which affiliation fees have been collected. Clubs shall update the membership listing and forward additional Affiliation fees, as determined above, at three monthly intervals throughout the year.

**c) CAPITATION FEES**

Clubs shall collect Capitation Fees at the rates indicated below from each and every first day starter in golf competitions that are listed in the official PNGGA calendar, and forward same to the Secretary within fourteen (14) days of collection:-

- For events for which representative selection points are allocated.....K 5.00
- For events for which there are no representative selection points allocated.....K 2.00

**11)GENERAL MEETING**

- a) The Annual Meeting of the Association shall be held every year but no later than the 30 June in each year, provided that exceptional circumstances agreed to by a majority of the Committee may vary this date. The Annual General Meeting shall be a meeting of the Council.
- b) The Secretary shall whenever required by the Committee or by written requisition of not less than thirty percentum (30%) of Members of the Association stating the objects for which the meeting is desired, convene an Extra-ordinary General Meeting of Members. Such meeting shall be convened not less than fourteen (14) days or more than one (1) month after receipt by the Secretary of such request.

**12)PLACE OF MEETINGS**

- a) Every General Meeting shall be held at a location determined by the Committee.

**13)NOTICE OF MEETINGS**

- a) Fourteen (14) days' notice in writing of every General Meeting shall be forwarded to every Member at its address appearing in the Register of Members by prepaid post or by delivery of notice stating the time of the meeting and the nature of the business to be transacted. No business other than that set out in the notice convening the meeting shall be transacted at any General Meeting. Any Member desiring to bring forward any business may give notice thereof in writing to the Secretary who thereupon shall include same in the Notice calling the next General Meeting to be called after receipt of such Notice from a Member.

**14)MEETINGS OF COMMITTEE**

Subject to Rule 15

- a) The Committee shall meet together for the dispatch of business, as often as the President or in his absence the Secretary shall deem necessary but not less than four times per annum. The Committee may adjourn and otherwise regulate its meetings, as it thinks fit.
- b) A quorum of members of the Committee shall be three (3) members present throughout the relevant meeting provided that Clause 17 is adhered to.
- c) At every meeting of the Committee the President, and in his absence the Vice President, , and in his absence the Executive Director shall preside and in the absence of any of the three, the Members present shall choose one of their number to be Chairperson of such meeting.

- d) Questions arising at any meetings of the Committee shall be decided by a majority of votes and in the case of any equality of votes, the Chairperson should have a casting vote.
- e) No matter of substance shall be determined where that any two (2) of the President, the Vice President or the Executive Director are not present.

#### 15)QUORUM AND GENERAL MEETINGS

- a) At all General Meetings twenty per centum (20%) of the Members shall constitute a quorum. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week and the same time and place and at such adjourned meeting those present shall form a quorum for all purposes. A quorum shall include proxy votes.

#### 16)CHAIRPERSON AT MEETINGS

- a) The President, and in his absence, the Vice President, and in their absence, the Executive Director, shall preside as Chairperson at every General Meeting of the Association and in their collective absences the meeting shall be adjourned until further notice.

#### 17)ADJOURNMENTS

- a) The Chairperson may, with the consent of the General Meeting, adjourn any meeting from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

#### 18)VOTING AT MEETINGS

- a) All Members present at a General Meeting or Extra-ordinary Meeting shall have one vote each; (refer to definitions – “Council”).
- b) Incumbent Office Bearers shall have one vote each at all Meetings;
- c) Subject to the next succeeding sub-clause, resolutions shall be carried by a majority of the Members and Office Bearers present either in person or by duly authorised in writing representative at any General Meeting. In the case of equality of votes, the Chairperson shall have a casting vote.
- d) Subject to Article 20 a Member may vote by proxy on any matter at a General Meeting. **Proxy votes shall be directed to the Chairman of the Meeting** and shall be in the hands of the Secretary no later than immediately prior to the Meeting being opened.

#### 19)POSTAL VOTES

- a) Postal Votes shall not be acceptable.

## **20)PROXIES**

- a) Subject to Rule 21 every Member shall be entitled to one vote at every General Meeting and may appoint the Chairman to vote on his behalf by proxy which shall be deposited with the Secretary prior to the meeting in respect of which the proxy is appointed. The standard "Proxy Form" (Attachment "A" to this Constitution) shall be used for all proxy votes.

## **21)VOTING WHEN SUBSCRIPTION IN ARREARS**

- a) No Member shall be entitled to vote at any meeting of the Association unless all monies properly due from it to the Association shall have been paid.

## **22)ORDER OF BUSINESS AT ANNUAL GENERAL MEETINGS**

The following shall be the order of business at every Annual Meeting:

- a) Minutes  
Confirmation of the minutes of the last Annual Meeting and of any General Meeting or meetings held since the preceding Annual Meeting;
- b) Reports
  - The President's Report;
  - The Executive Director's Report;
  - The Treasurer's Report in relation the annual balance sheet profit and loss and accompanying accounts of the Association;
  - The Auditor's Report; and
  - Any other Reports.
- c) the election of the Committee;
- d) the appointment of an auditor (who shall be a qualified accountant); and
- e) Other business as setout in the printed agenda.

## **23)MINUTES OF MEETINGS**

- a) Minutes of all Meetings of the Association shall be entered and kept in a minute book and such minutes when so signed by the President shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minuted at a Meeting duly convened and held and shall be binding on all Members of the Association except as to any irregular proceedings declared and annulled at a General Meeting called for that purpose and held within three (3) months after the irregular proceedings.



## 24) COMMITTEE

- a) The Committee of the Association shall consist of:
- the President;
  - the Vice President;
  - the Executive Director;
  - the Secretary;
  - the Treasurer; and
  - Zone Delegates representing each of the Zones.

Each Committee Member shall retire at the Annual Meeting and be eligible for re-election. Elections for the Committee shall be held at the Annual Meeting.

## 25) NOMINATION AND ELECTION OF COMMITTEE MEMBERS

- a) A Member wishing to nominate for a position on the Committee of the Association shall forward details of their nomination in the prescribed Form to be received by the Secretary seven (7) clear days before the Annual Meeting. The Form shall be distributed by the Secretary upon request by any Member and must, when returned to the Secretary, be signed by the nominee and two other Members supporting the nomination.
- b) The Secretary shall advise all Members of all nominations received within a reasonable time prior to the Annual Meeting.
- c) If the Secretary notifies the Members at an Annual Meeting that no nominations were received for all or a particular position on the Committee the Members present may by ordinary resolution decide to accept verbal nominations from amongst themselves.
- d) The election of the Members of the Committee shall be by ballot and the Members so elected shall hold office from the conclusion of the Meeting at which they were elected.
- e) In the event of candidates for Committee membership receiving an equal number of votes, the Chairperson shall have a casting vote.

## 26) OFFICE BEARERS AND DUTIES THEREOF

### a) President

The President shall preside over all Meetings of the Association and shall be an ex officio member of any sub-committee established by the Committee. The President shall certify the

correctness of minutes of meetings and with the Treasurer shall draw and sign all cheques, drafts, bills of exchange, promissory notes and other documents for and on behalf of the Association unless otherwise resolved by the Association. The President shall diligently pursue the goals of the Association.

**b) Vice President**

The Vice President shall assist the President in achieving the goals of the Association, in the absence of the President he shall act as Chairman at any meeting of the Association in the absence of the President with the Treasurer shall draw and sign all cheques, drafts, bills of exchange, promissory notes and other documents for and on behalf of the Association unless otherwise resolved by the Association.

**c) Executive Director**

The Executive Director shall assist the President in achieving the goals of the Association, in conjunction with the Match Committee of the host Club, he shall be responsible for supervising the organisation of the Associations' major Tournaments, being:-

- Papua New Guinea (PNG) Open Amateur Championships
- PNG National Foursomes
- PNG National Mixed Foursomes
- PNG Open
- South East Asia Amateur Teams Golf Championship
- Air Niugini Challenge Cup
- South Pacific Games
- Mini South Pacific Games
- Other events as determined from time to time by the Committee.

**d) Secretary**

The Secretary shall assist the President.

The Secretary shall be responsible for the compilation and safekeeping of minutes of all meetings, the maintenance of a Register of Members of the Association and of the officials and Committee members.

The Secretary shall attend to all general correspondence and shall have the custody of all books, documents and securities of the Association.

The Secretary shall be responsible for the timely distribution of Meeting Minutes and such other notices, newsletters and similar as directed by the President within fourteen (14) days of any such meeting or direction.

**e) Treasurer**

The Treasurer shall be responsible for the collection of and banking and accounting of all funds of the Association and shall supervise and maintain the keeping of full and proper accounts of the Association. The Treasurer shall arrange for the accounts to be audited and presented to the Annual General Meeting.

**27)MANAGEMENT**

- a) The business of the Association shall be managed by the Committee who may exercise all powers of the Association as are conferred by this Constitution and as required to be exercised by the Association in a General Meeting.

## 28) POWERS OF THE COMMITTEE

- a) Without prejudice to the powers conferred by the last preceding Article, the Committee shall have power to do any one or more of the following things:
- b) to determine from time to time the conditions on which and times when Members may use the property of the Association or any part or parts thereof;
- c) to appoint officials or employ persons to carry out the functions of the Association and to remove them as occasion may require;
- d) to delegate (subject to such conditions as it thinks fit) any of its powers to sub-committees consisting of such Members of the Committee and other Members of the Association co-opted for that purpose as it may determine and to make such regulations as to the proceedings of such sub-committee as may be thought desirable;
- e) to regulate and control Committee meetings and the transaction of business thereat;
- f) to pay to any servant of the Association any gratuity for faithful and diligent service as it seems fit;
- g) to elect or vote on the election of Full Members and Honorary Members;
- h) to appoint from time to time any two or more Members of the Association (at least one of whom shall be a member of the Committee) to be a sub-committee for any particular purpose and to revoke their appointment;
- i) subject to these Rules, to draw, make, accept, endorse and issue negotiable securities or instruments of whatsoever kind or nature and to determine by what officers of the Association such negotiable securities or instruments shall be signed or endorsed.
- j) to borrow or raise financial accommodation with or without giving security and to sell and dispose of the assets of the Association.
- k) To establish age limitations for participation in the Associations events – viz.
  - Junior members shall be a minimum of 12 years of age and a maximum of 18 years of age at the date a tournament commences.
  - Seniors shall be a minimum of 45 years of age at the date a tournament commences.  
and,
  - Veterans shall be a minimum of 50 years of age, at the date a tournament commences.

## 29) VACANCY ON THE COMMITTEE

- a) The Committee may in matters or circumstances of urgency act notwithstanding any vacancy in their body.

### **30) DUTY OF COMMITTEE**

- a) It shall be the duty of the Committee to manage and conduct the affairs of the Association faithfully and diligently.

### **31) VACATION OF OFFICE**

- a) The office of any Member of the Committee shall be vacated if the office holder:
  - shall cease to be a Member of the affiliated Clubs of the Association, or
  - shall hold any office of profit from the Association, or
  - shall become insolvent or assign his estate pursuant to any Act or Regulation relating to insolvency for the time being in force in Papua New Guinea, or
  - shall fail to attend three (3) consecutive meetings without leave of the Committee.

### **32) CASUAL VACANCIES**

- a) Any financial member of an affiliated Club may be appointed by the Committee to fill any casual vacancy occurring in the Committee provided that any person so appointed shall hold office only until the next Annual Meeting.

### **33) REMOVAL OF COMMITTEE PERSON**

- a) The Association in a General Meeting or Extra-ordinary General Meeting called for that purpose, may by resolution remove any Committee person before the expiration of that person's period of office and appoint another person. The person so appointed shall hold office until the next Annual Meeting or when removed by a resolution of a General Meeting.

### **34) VALIDATION OF THE ACTS OF THE COMMITTEE**

- a) All acts done at any meeting of the Committee shall (notwithstanding that it is afterwards discovered there was some defect in the appointment of the Committee or any member thereof or that any member was disqualified), be as valid as if every such member had been properly appointed and was qualified to act as a Committee person (not withstanding the foregoing).

### **35) MINUTES**

- a) The Committee shall cause to be kept a minute book showing the resolutions proposed and passed and all other proceedings at Committee meetings.

### **36) AUDIT**

- a) At least once in each year all the accounts of the Association shall be examined by the Auditor appointed under these Rules who shall also certify to their correctness and submit them to the Annual Meeting.

### **37)THE AUDITOR**

- a) The Auditor shall be appointed at each Annual Meeting in accordance with Rule 23 of these Rules and may be removed from office by a resolution of three-quarters of the Members passed at a General Meeting.

### **38)CASUAL VACANCY**

- a) A qualified accountant appointed by the Committee for that purpose shall fill any casual vacancy occurring in the office of Auditor.

### **39)LIST OF BOOKS**

- a) The Association through the Treasurer shall deliver to the Auditor a list of all books of account and records kept by the Association and the Auditor shall at all reasonable times have access to the books and accounts of the Association. The Auditor may employ persons to assist him in investigating such accounts and may in relation to such accounts examine the Committee or any employee of the Association.

### **40)AUDITOR'S REPORT**

- a) The Auditor shall report to the Members at the Annual General Meeting and in every such report shall state whether in his opinion all the accounts of the Association are true and correct.

### **41)COMMON SEAL**

- a) The Common Seal of the Association (the "Common Seal") shall bear the words "**COMMON SEAL OF PAPUA NEW GUINEA GOLF ASSOCIATION INC.**" and the Secretary shall keep a record of all documents to which the seal shall be affixed. The Common Seal shall be used only by authority of the Committee and every instrument to which the Common Seal is affixed shall be signed by two (2) members of the Committee or two (2) persons appointed by the Committee for that purpose.

### **42)LOGO DESIGN**

The Association shall register for its own and sole use a designed logo depicting the Association. The Association shall have sole rights to reproduction of such registered logo and may only permit the use of such by other parties by a Committee decision and in any such undertaking the Association shall have right to claim monetary compensation for such use, as may be determined by the Committee from time to time.

### **43)ACCOUNTS**

- a) The President and/or the Treasurer shall by initialing all accounts certify to their correctness both as to the quantity of goods or services received and the price charged and all accounts

shall be passed for payment by the Committee and paid by cheque drawn in accordance with Article 45.

#### **44)AUTHORISED SIGNATURES**

- a) The President and Treasurer shall be authorised to draw, make, accept, endorse and issue negotiable securities or instruments of whatsoever kind or nature and in their absence the Secretary and one Committee person shall be authorised to sign or endorse any such instruments. All cheques shall have at least two signatures affixed thereto

#### **45)FINANCIAL YEAR**

- a) The financial year of the Association shall commence on 1 January and shall end on 31 December in any calendar year.

#### **46)ALTERATION OF RULES**

- a) No object, power or rule of the Association shall be repealed or amended and no new object, power or rule shall be made except upon a resolution carried by a majority of three-quarters of the Members present and voting at a General Meeting the Notice of which shall have set out the extent of the proposed repeal or amendment. Subject to any approval required under the Association Incorporation Act Chapter 142 of the Revised Laws of Papua New Guinea, any alteration or amendment shall come into force immediately upon the passing of the relevant resolution.

#### **47)DISSOLUTION**

- a) The Association may be dissolved or wound up by a resolution at any General Meeting called for such purpose.

#### **48)DISPOSITION OF ASSETS**

- a) If upon the dissolution or winding up of the Association there remain after the satisfaction of all its debts and liabilities, any property whatsoever, they shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other Association, Club or Institution having objects similar, wholly or in part, to the objects of the Association.

#### **49)LIABILITY OF MEMBERS**

- a) The liability of Members upon the dissolution or winding up of the Association shall be limited to the extent of their contributions to the Association.
-

## Attachment "A" Papua New Guinea Golf Association Proxy Form

We, the.....Golf Club, herein

allocate to the Chairman of the.....meeting, our proxy vote to:

(Note: Strike out any two of a), b) or c) and complete the remaining sections)

a) Vote in the following manner: -  
At the election of Office Bearers

PRESIDENT.....

VICE PRESIDENT.....

EXECUTIVE DIRECTOR.....

SECRETARY.....

TREASURER.....

AUDITOR.....

In the election of our zone delegate

ZONE DELEGATE.....

In the matter of Notice of Motion(s)

.....  
(Attach additional signed notes as required on this item)



b) as the Chairman deems necessary for and in the best interest of this Club.



c) Our delegates to the meeting are: -

.....and

Who shall exercise our right to vote on all matters at this meeting.



Signed.....Dated...../...../.....

Print name.....Position.....

For and on behalf of.....Golf Club