

**CONSTITUTION
OF
The Border Golfer' Association
(the "Union")**

1. Defined terms and interpretation

1.1 In this constitution, unless the context requires otherwise:

"**Affiliates**" shall have the meaning given to it in paragraph 2.1;

"**AGM**" means the annual general meeting of the Union;

"**Area**" means Border Golfers' Association;

"**CONGU®**" means The Council of National Golf Unions Limited;

"**Executive Committee**" means the executive committee of the Union;

"**Member Clubs**" has the meaning given to it by paragraph 2.1.1;

"**Office Bearers**" means the President, Vice President, Honorary Secretary and Honorary Treasurer;

"**President**" means the president elected by the Union in accordance with paragraph 7.3.1.1;

"**R&A**" means The R&A, comprising R&A Championships Limited, R&A Rules Limited, R&A Group Services Limited and any other group companies (from time to time);

"**SGL**" means the Scottish Golf Limited (or any successor);

"**SGL Council**" means the body that is responsible for advising the SGL;

"**term**" shall mean the period between AGMs; and

"**Vice President**" means the vice president elected by the Union in accordance with paragraph 7.3.1.1.

1.2 References to numbered "paragraphs" are references to numbered provisions in this constitution.

1.3 Headings in this constitution are used for convenience only and shall not affect the meaning of this constitution.

1.4 Words importing the singular shall include the plural and vice versa.

2. Membership

2.1 The membership of the Union shall be open to the following organisations that are recognised by and/or are members of the SGL and are based in the Area (save for historical situations which have the prior agreement of both the Union and the union, association or county that represents the geographical area within which such organisation is located);

- 2.1.1 golf clubs which administer handicaps and run for their members qualifying competitions as defined in the CONGU® Unified Handicapping System ("**Member Clubs**");
- 2.1.2 junior golf clubs, whose members are all under 18 years of age on 1 January of each year, which administer handicaps and run for their members qualifying competitions as defined in the CONGU® Unified Handicapping System ("**Junior Clubs**");
- 2.1.3 golf associations, the membership of which comprise individuals that are a member of a Member Club, which do not administer handicaps but run qualifying competitions as defined in the CONGU® Unified Handicapping System for their members ("**Affiliate Associations**");
- 2.1.4 golf associations, the membership of which is not conditional upon each member being a member of a Member Club, which neither administer handicaps nor run for their members qualifying competitions as defined in the CONGU® Unified Handicapping System ("**Societies**");
- 2.1.5 other golf organisations, including commercial entities ("**Organisations**").

(such Junior Clubs, Affiliate Associations, Societies and Organisations being hereinafter referred to as "**Affiliates**").

- 2.2 Each Member Club shall be entitled to nominate one (1) of its own members to act as its representative at AGMs or other general meetings of the Union by notifying the Honorary Secretary in writing.
- 2.3 Each Affiliate shall be entitled to nominate one (1) of its own members to act as its representative at AGMs or other general meetings of the Union by notifying the Honorary Secretary in writing
- 2.4 A representative appointed by a Member Club or Affiliate shall have one vote at AGM's or other General Meetings.
- 2.5 No Proxy Voting will be allowed and all votes must be cast in person by the nominated Representative of the Member Club or Affiliate.
- 2.6 Any Member Club or Affiliate wishing to resign as a member of the Union must send a notice to the Secretary to that effect no later than the last business day of September otherwise it shall be liable for the following year's annual subscription. In resigning as a member of the Union, the Member Club or Affiliate shall automatically cease to be recognised by and/or be a member of the SGL.

3. Subscriptions

- 3.1 The first subscription fee due by a Member Club or an Affiliate shall be payable upon receipt of notice of membership and in any event no later than one month after such notice, failing which membership shall be cancelled automatically. If a Member Club or an Affiliate is due to pay its first subscription after 1 October, such subscription shall also cover the subscription for the next calendar year.
- 3.2 Subject to paragraph 3.5, the annual subscription fee to the Union for Member Clubs shall be a per capita fee based on the highest number of adult male members with playing rights at the Member Club in the year ending 31 December of the previous year. There shall be no annual

per capita subscription payable to the Union by Member Clubs in respect of juniors under the age of 18 on 31 December of the previous year.

- 3.3 The annual per capita subscription fee to the Union shall be the same among the Member Clubs and shall be determined by the Executive Committee from time to time.
- 3.4 Notwithstanding the provisions of paragraphs 3.2 and 3.3, the minimum and maximum annual subscription fee to the Union for Member Clubs shall be determined by the Executive Committee from time to time.
- 3.5 The annual subscription fee to the Union for Affiliates shall be a lump sum payment not per capita fee and shall be determined for each affiliated category by the Executive Committee from time to time.
- 3.6 All subscriptions shall be due on 1 January for the ensuing year and shall be deemed overdue on 31 January, at which date membership shall be liable to cancellation without further notification, at the sole discretion of the Executive Committee. If the annual subscription has not been paid on time, a late payment fee, determined by the Executive Committee from time to time, may be applied. If the annual subscription and late payment fee have not been paid by a reasonable time as determined by the Executive Committee, the Union shall have the right to terminate the membership of the Member Club or Affiliate. If the membership of a Member Club or Affiliate is terminated by the Union the individuals of such Member Club or Affiliate will not be entitled to hold a CONGU® Handicap from that Member Club or Affiliate. A new application must be made if a Member Club or Affiliate subsequently wishes to rejoin the Union.

4. Objects

The objects of the Union shall be:

- 4.1 to foster the game of golf in the Borders;
- 4.2 to facilitate amateur members of all ages competing with amateur members from different Member Clubs and Affiliates on an annual basis in strokeplay and matchplay formats;
- 4.3 to deal with and be responsible for matters of general interest to amateur golfers in the Borders.
- 4.4 to administer and apply the Rules of the Standard Scratch Score and Handicapping Scheme approved by the Council of National Golf Unions;
- 4.5 to organise coaching schemes for amateur golfers; and
- 4.6 to represent the interests of Member Clubs and Affiliates at all times.

5. Compliance

- 5.1 The Union shall comply with the rules and any bye-laws or codes of practice promulgated by the SGL from time to time.
- 5.2 The Rules of Golf as authorised by the R&A shall govern all matches and competitions arranged by the Union.

6. Executive Committee

Subject to this constitution, the Executive Committee shall be responsible for the management of the Union's business, for which purpose they may exercise all of the powers of the Union as set out in paragraph 8.

7. Appointment of Executive Committee

7.1 The members of the Executive Committee shall be appointed by the Member Clubs and Affiliates at AGMs.

7.2 Nominations for the Executive Committee may be made by the Member Clubs and Affiliates and the Executive Committee shall recommend suitable applicants to the AGM for election. The Executive Committee has the discretion to put forward more than one candidate for a position to the AGM and for the AGM to vote accordingly.

7.3 Unless otherwise determined by ordinary resolution, the Executive Committee:

7.3.1 shall comprise:

7.3.1.1 the President and Vice President and persons elected to such offices shall be elected on a bi-annual basis at bi-annual AGMs and serve for a period of 2 years;

7.3.1.2 the Honorary Secretary and Honorary Treasurer (the latter two offices may be held by the same person) and persons elected to such offices shall be elected on an annual basis at AGMs and serve until the next AGM

7.3.1.3 the past President for the preceding term, shall also serve on the Executive Committee for a period of one term; and

7.3.1.4 up to 7 individuals, appointed at AGMs by the Member Clubs and Affiliates and such appointments shall be for a period of no longer than three consecutive terms, save that a retiring member shall be eligible for re-election; and

7.3.2 shall have the power:

7.3.2.1 to fill vacancies that arise and any individual appointed to fill such a vacancy shall hold office until the next AGM; and

7.3.2.2 to co-opt up to two individuals to serve on it,

7.4 All members of the Executive Committee must be members of a Member Club or an Affiliate.

7.5 A member of the Executive Committee shall cease to be such a member if:

7.5.1 he becomes apparently insolvent (or bankrupt in any other jurisdiction) or suspends payment or compounds with his/her creditors;

7.5.2 he becomes of unsound mind or a patient for the purpose of any statute relating to mental health or otherwise incapax;

7.5.3 by notice in writing to the Executive Committee that he resigns his position and such resignation has taken effect in accordance with its terms;

- 7.5.4 he is prohibited by law from being a director;
- 7.5.5 he is removed from office by notice in writing signed *at least 75% of* the other members of the Executive Committee and served upon him;
- 7.5.6 in the opinion of the Executive Committee that person is guilty of misconduct or conduct which has brought or is likely to bring the Union into disrepute or otherwise causes damage to the Union, the SGL, the Member Clubs, the Affiliate, sponsors or investors.

8. Executive Committee's Powers

The Executive Committee shall have the following specific powers:

- 8.1 to define the duties of the Honorary Secretary and Honorary Treasurer and determine the remuneration for their services to the Union;
- 8.2 to appoint any appropriate individual as an honorary official and to define such persons duties and to terminate such appointment at any time;
- 8.3 to delegate to sub-committees for any purpose connected with the objects of the Union and such sub-committees shall follow the procedures which are based as far as applicable on those provisions of this constitution which govern decision making by the Executive Committee;
- 8.4 to appoint annually at each AGM, the Union's representative to the SGL Council and to any other body on which the Union is permitted representation;
- 8.5 to control the finances of the Union and to make payments in connection with the business of the Union;
- 8.6 to invest the Union's funds as the Executive Committee decide;
- 8.7 to select teams for matches arranged by the Union or SGL;
- 8.8 to arrange coaching schemes and sponsorship for amateur golfers in accordance with the R&A's Rules of Amateur Status;
- 8.9 to establish rules and conditions for, and decide all questions in matches, competitions and tournaments promoted by the Union;
- 8.10 to do all such other lawful things in keeping with the objects at paragraph 4 to promote the interests of the Union for the benefit of the Member Clubs and Affiliates; and
- 8.11 to establish and update from time to time appropriate policies concerning the conduct of the Executive Committee in relation to issues including: drug misuse, equality, child and adult protection and disciplinary procedures. [*this list is not intended to be exhaustive and such policies can mirror the policies of SGL*]

9. Decision making

The general rule about decision making is that any decision of the Executive Committee is valid if made unanimously or by a simple majority. For the avoidance of doubt, all decisions only require a simple majority except where otherwise provided in this constitution.

10. Quorum for Executive Committee meetings

- 10.1 At a meeting of the Executive Committee unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 10.2 The quorum for meetings of the Executive Committee is two-thirds of its members.

11. Chairing of Executive Committee meetings

- 11.1 The President shall chair meetings of the Executive Committee.
- 11.2 If the President is not participating in a meeting of the Executive Committee within 15 minutes of the time at which it was to start, the Vice President shall chair the meeting and if he too is not participating within 15 minutes of the time at which it was to start or does not wish to act as chair, the participating members must appoint another participating member to chair it.

12. Voting at Executive Committee meetings

- 12.1 Each participating member in a decision at a meeting of the Executive Committee shall have one vote.
- 12.2 If the number of votes for and against a proposal are equal, the President or other participating member chairing the meeting shall have the casting vote.

13. Calling an Executive Committee meeting

- 13.1 A meeting of the Executive Committee may be called:
 - 13.1.1 at a meeting of the Executive Committee;
 - 13.1.2 by an Office Bearer; or
 - 13.1.3 on written requisition signed by [*three*] members of the Executive Committee.
- 13.2 Notice of any meeting of the Executive Committee, must indicate its proposed date and where it is to take place. Any such requisition pursuant to paragraphs 13.1.2 and 13.1.3 shall state the business for which the meeting is requested.
- 13.3 Meetings of the Executive Committee shall be held as required but in any event the Executive Committee shall be required to meet no fewer than [8] times per year.
- 13.4 At the last meeting before an AGM, the Executive Committee shall consider and approve nominations for the Office Bearers and Member Club and Affiliate appointed members, for the following year for election at the AGM.

14. Conflicts of Interest

A member of the Executive Committee may vote, at any meeting, notwithstanding that it in any way concerns or relates to a matter in which he has directly or indirectly, an interest, or duty which is material and which conflicts or may conflict with the interests of the Union provided he has disclosed to the other members the nature and extent of the interest and such other members, acting reasonably, have approved such conflict.

15. Minutes

The Honorary Secretary shall keep appropriate records for all meetings of the Executive Committee, AGMs and general meetings.

16. Financial year end

The financial year of the Union shall be 1st October until 30th September.

17. Accounts

17.1 The Honorary Treasurer shall keep proper accounts of the Union and shall submit copies of the most recent [*management*] accounts at each meeting of the Executive Committee.

17.2 A profit and loss account and balance sheet will be prepared for each financial year by an independent external accountant appointed by the Executive Committee and shall be made available to members of the Executive Committee, Member Clubs and Affiliates no later than two weeks before an AGM.

17.3 The funds of the Union shall be lodged by the Honorary Treasurer in a bank approved by the Executive Committee and in the name of the Union.

18. Dissolution

If upon the dissolution of the Union there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Member Clubs or Affiliates but shall be given or transferred to some other society, institution or organisation having objects similar to the objects of the Union and which prohibits the distribution of its income and property among its members.

19. Calling a General Meeting

19.1 The Union shall hold an AGM in the month of November every year at a place to be determined by the Executive Committee, for the purpose of receiving a report on the activities of the Union for the preceding term prepared by the President, considering the Union's annual accounts and reappointing the Union's accountant.

19.2 No business other than the business of the Executive Committee shall be transacted at an AGM unless written notice thereof shall have been given by a Member Club or Affiliate to the Executive Committee at least 14 days prior to the date of the AGM.

19.3 The Executive Committee may call a general meeting at any time between AGMs and [*15%*] per cent of the Member Clubs and Affiliates may be entitled to request that the Executive Committee call a general meeting within two months of such written notice to consider such matters as those Member Clubs and Affiliates deem it expedient that the Member Clubs and Affiliates as a whole consider.

19.4 The Honorary Secretary shall give written notice to the secretary of each Member Club and Affiliate at least 21 days before the date of a general meeting and shall send out the agenda and any accompanying papers at least 7 days before the date of the general meeting.

20. Quorum for General Meetings

No business shall be transacted at a general meeting unless a quorum is present. A quorum shall be [*10%*] of the Member Clubs and Affiliates.

21. Chairing General Meetings

- 21.1 The President shall chair general meetings.
- 21.2 If the President is not participating in a general meeting within 15 minutes of the time at which it was to start, the Vice President shall chair the general meeting and if he too is not participating within 15 minutes of the time at which it was to start or does not wish to act as chair, the representatives of the Member Clubs and Affiliate shall appoint one of their number to chair it.

22. Attendance and Speaking at General Meetings

- 22.1 Members of the Executive Committee and representatives from Member Clubs and Affiliates may attend and speak at general meetings.
- 22.2 A representative of the SGL or a member of the SGL Council may attend AGMs and general meetings as an observer.

23. Adjournment

- 23.1 If the persons attending an AGM within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it. If at such an adjourned meeting the persons attending within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during such an adjourned meeting a quorum ceases to be present, the meeting shall be dissolved.
- 23.2 When adjourning an AGM, the chairman of the meeting must:
- 23.2.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Executive Committee; and
 - 23.2.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

24. Amendment

The constitution shall not be amended or superseded without the approval of a 75% of Member Clubs and Affiliates present and voting at an AGM or a general meeting. The notice calling the AGM or general meeting where it is proposed that this constitution be amended or superseded, shall specify the proposed amendments or provide a copy of the proposed constitution.

25. Voting and Consultation

- 25.1 Where the SGL board of directors, in consultation with the SGL Council, deems any resolution concerning the SGL as extraordinary, the Union shall consult with the SGL board of directors and/or the SGL Council. The Union shall thereafter consult in reasonable detail with its Member Clubs and Affiliates on the purpose(s) and implication(s) of the resolution.
- 25.2 Each Member Club and Affiliate shall be entitled to instruct the Union to exercise its voting right as a member of the SGL on its behalf and the Union shall faithfully cast such vote at the relevant annual general meeting or general meeting of the SGL.

B.Bolton 23/11/15