

**CONSTITUTION
of
Lanarkshire Golf Association**

1. Defined terms and interpretation

1.1 In this constitution, unless the context requires otherwise:

"AGM" means the annual general meeting of the Area.

"Area" means Lanarkshire Golf Association.

"WHS" means World Handicapping System

" WHS

"Course Owning and Non-Course Owning Clubs" means as defined in the constitution of the SGL.

"Executive Committee" means the executive committee of the Area.

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

"Office Bearers" means the President, Vice President, Honorary Secretary, Honorary Treasurer, and Immediate Past President.

"President" means the president elected by the Area 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 Scottish Golf Limited

SGL "SGL Board" 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 Area 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 Area 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 Area 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 WHS ("**Member Clubs**").

- 2.1.2 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 WHS ("**Societies**");
- 2.2 Each Course owning Member Club shall be entitled to nominate two of its own members or employees to act as its representatives at AGMs or other general meetings of the Area by notifying the Honorary Secretary in writing.
- 2.3 Each Non-Course owning Member Club shall be entitled to nominate one of its own members or employees to act as its representatives at AGMs or other general meetings of the Union by notifying the Honorary Secretary in writing.
- 2.4 Each Society shall be entitled to nominate one of its own members to act as its representative at AGMs or other general meetings of the Area by notifying the Honorary Secretary in writing.
- 2.5 Each representative appointed by a Member Club or Society shall have one vote each. Only clubs participating in the league structures shall be entitled to vote on matters relating to league business.
- 2.6 Any Member Club or Society wishing to resign as a member of the Area 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 Area, the Member Club or Society 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 a Society 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 3.4, the annual subscription fee to the Area 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 Area 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 Area shall be the same among the Member Clubs and such fee shall be determined by the Executive Committee from time to time.
- 3.4 The annual subscription fee to the Area for Societies shall be a lump sum payment not per capita fee and shall be determined for each Society by the Executive Committee from time to time.
- 3.5 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 Area shall have the right to terminate the membership of the Member Club or Society. If the membership of a Member Club or Society is terminated by the Area the individuals of such Member Club or Society will not be entitled to hold a WHS Handicap from that Member Club or Society. A new application must be made if a Member Club or Society subsequently wishes to re-join the Area.

4. Objects

The objects of the Area shall be:

- 4.1 to foster the game of golf in Lanarkshire Golf Association.
- 4.2 to facilitate amateur members of all ages competing with amateur members from different Member Clubs and Societies 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 Lanarkshire Golf Association.
- 4.4 to administer and apply the Rules of Handicapping approved by the World Handicapping System.
- 4.5 to organise coaching schemes for amateur golfers; and
- 4.6 to represent the interests of Member Clubs and Societies at all times.

5. Compliance

- 5.1 The Area shall comply with the rules and any byelaws 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 Area.

6. Executive Committee

Subject to this constitution, the Executive Committee shall be responsible for the management of the Area's business, for which purpose they may exercise all the powers of the Area 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 Societies at AGMs.
- 7.2 Nominations for the Executive Committee may be made by the Member Clubs and Societies 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, Vice President, Immediate Past President, Honorary Secretary, Honorary Treasurer, Events Convenor, Junior Convenor and Safeguarding Officer; persons appointed to the first three offices shall be appointed on a biannual basis at AGMs and serve until the next appropriate AGM; the Honorary Secretary, Honorary Treasurer, Events Convenor, Junior Convenor and Safe Guarding Officer (such offices may be held by the same person) shall be appointed by the Executive Committee;

7.3.1.2 up to twelve but not exceeding 15 individuals, appointed at AGMs by the Member Clubs and Societies; such appointments shall be for a period of one to four years and two members shall retire annually save that a retiring member may be available 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 individuals to serve on it,
- 7.4 All members of the Executive Committee must be members of a Member Club or a Society.
- 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 by 2/3rds of the other members of the Executive Committee and served upon him/her.
 - 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 Area into disrepute or otherwise causes damage to the Area, the SGL, the Member Clubs, Societies, sponsors or investors.

8. Executive Committee's Powers

The Executive Committee shall have the following specific powers:

- 8.1 to appoint the Honorary Secretary Honorary Treasurer, Events Convenor Junior Convenor and Safeguarding Officer
- 8.2 to define the duties of the Honorary Secretary, Honorary Treasurer, Events Convenor and Junior Convenor and determine the remuneration for their services to the Area.
- 8.3 to delegate to sub-committees for any purpose connected with the objects of the Area and such subcommittees 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 an Honorary President and Honorary Vice Presidents in recognition of outstanding service.
- 8.5 to appoint annually the Area's representative to the SGL Board and to any other body on which the Area is permitted representation.
- 8.6 to control the finances of the Area and to make payments in connection with the business of the Area.
- 8.7 to invest the Area's funds as the Executive Committee decide.
- 8.8 to select teams for matches arranged by the Area or SGL.
- 8.9 to arrange coaching schemes and sponsorship for amateur golfers in accordance with the R&A's Rules of Amateur Status.
- 8.10 to establish rules and conditions for, and decide all questions in matches, competitions and tournaments promoted by the Area.

- 8.11 to do all such other lawful things in keeping with the objects at paragraph 4 to promote the interests of the Area for the benefit of the Member Clubs and Societies; and
- 8.12 to establish and update from time to time appropriate policies concerning the conduct of the Executive Committee in relation to issues including: finance, expenses, drug misuse, equality, child and adult protection and disciplinary procedures. This list is not intended to be exhaustive.

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 five 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.
- 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 shall state the business for which the meeting is requested.
- 13.3 Meetings of the Executive Committee shall be held as required.
- 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 Society 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 Area 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 Area shall be 1st October until 30th September.

17. Accounts

17.1 The Honorary Treasurer shall keep proper accounts of the Area and shall submit copies of the most recent accounts and bank statements at each meeting of the Executive Committee.

17.2 An income and expenditure account and balance sheet will be prepared for each financial year and shall be made available to members of the Executive Committee, Member Clubs and Societies no later than two weeks before an AGM.

17.3 An income and expenditure account and balance sheet for each financial year will be audited by an independent external accountant appointed by the AGM.

17.4 The funds of the Area shall be lodged by the Honorary Treasurer in a bank approved by the Executive Committee and in the name of the Area and all cheques/money transfers will require two authorised signatories with the second signatory having sight of supporting documentation.

18. Dissolution

If upon the dissolution of the Area 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 Societies but shall be given or transferred to some other society, institution or organisation having objects similar to the objects of the Area and which prohibits the distribution of its income and property among its members.

19. Calling a General Meeting

19.1 The Area shall hold an AGM before 30th 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 Area for the preceding term prepared by the President, considering the Area's annual accounts and reappointing the Area'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 Society 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 Societies 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 Societies deem it expedient that the Member Clubs and Societies as a whole consider.

19.4 The Honorary Secretary shall give written notice to the secretary of each Member Club and Society 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 8 of the Member Clubs and Societies.

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 Societies 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 Societies may attend and speak at general meetings.

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 seventy-five per cent (75%) of Member Clubs and Societies 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 Board, deems any resolution concerning the SGL as extraordinary, the Area shall consult with the SGL board of directors and/or the SGL Board. The Area shall thereafter consult in reasonable detail with its Member Clubs and Societies on the purpose(s) and implication(s) of the resolution.

25.2 Each Member Club and Society shall be entitled to instruct the Area to exercise its voting right as a member of the SGL on its behalf and the Area shall faithfully cast such vote at the relevant annual general meeting or general meeting of the SGL.