



CONSTITUTION OF TARANAKI GOLF ASSOCIATION INCORPORATED

As of December 2025

1 NAME

- 1.1 The name of the Association shall be Taranaki Golf Association Incorporated - hereinafter referred to as "Taranaki Golf".

2 DEFINITIONS

- 2.1 "The Parent Association" means Golf New Zealand – Korowhā Aotearoa
- 2.2 "Taranaki Golf" means Taranaki Golf Association Incorporated.
- 2.3 "Board" means the board of Taranaki Golf
- 2.4 "Delegate" means a representative appointed by member clubs to represent it at general meetings
- 2.5 "Member Club" means any financial member club of Taranaki Golf
- 2.6 "Rules" means this constitution of Taranaki Golf Association Incorporated

3 OBJECTS

- 3.1 The objects of Taranaki Golf shall be:
- (a) To affiliate with the Parent Association.
 - (b) To promote and foster the game of golf.
 - (c) To uphold and preserve the amateur spirit in golf
 - (d) To arrange and control inter-club, inter-district and inter-provincial matches and competitions as may come within its jurisdiction.
 - (e) To assist the Parent Association in securing uniformity in handicapping in accordance with the Golf New Zealand – Korowhā Aotearoa official handicapping system.
 - (f) To arrange itineraries for any professional or professionals who may be available from time to time for coaching in its territory.
 - (g) To exercise in its territory such of the powers of the Parent Association as that association may specifically delegate to it.
 - (h) To co-operate with and assist the Parent Association in promoting and fostering the game.
 - (i) To correlate the dates for tournaments to be held by member clubs.
 - (j) To assist by all means possible in the settlement of any disputes or differences which may arise between member clubs.
 - (k) To undertake any other functions that may be consistent with the general objects of Taranaki Golf.



4 POWERS

- 4.1 Taranaki Golf shall have power to do all such lawful acts and things as are incidental or conducive to the attainment of its objects or any of them and without prejudice to the generality of the foregoing the following powers shall be included in Taranaki Golf's powers:
- (a) To purchase, take on lease or in exchange, hire or otherwise acquire real and personal property and any rights or privileges which Taranaki Golf may think necessary or convenient.
 - (b) To raise money by subscriptions, levies or otherwise and to grant any rights and privileges to subscribers and to such members as may from time to time be deemed necessary.
 - (c) To enter into any contracts, agreements, or arrangements with any person, firm, syndicate, corporation, or company Taranaki Golf may deem conducive to Taranaki Golf's objects or any or either of them.
 - (d) To invest, lend and deal with the moneys of Taranaki Golf not immediately required for carrying out the objects upon such security and in such manner as may from time to time be determined.
 - (e) To lend moneys to any member club with or without security.
 - (f) To make, amend or rescind by-laws or regulations not inconsistent with these rules pertaining to the carrying out of all or any of the objects of Taranaki Golf.
 - (g) To borrow or raise money by way of bank overdraft or on mortgage or by the issue of debentures or otherwise howsoever and with or without security.
- 4.2 Member Clubs must comply with these Rules and with decisions of Taranaki Golf. Any refusal or neglect to comply after one month's written notice from Taranaki Golf renders the Club liable to expulsion by resolution at a General Meeting, passed by not less than two-thirds (2/3) of those present and voting.

5 TARANAKI GOLF TERRITORY

- 5.1 The territory of Taranaki Golf shall be such part of the North Island of New Zealand as shall be agreed upon with the Parent Association and neighbouring Associations.

6 MEMBERSHIP

- 6.1 Eligibility. Membership of Taranaki Golf is open to a golf club as a whole (not a section of a club) that:
- (a) is affiliated to the Parent Association; and
 - (b) has its course within the territory of Taranaki Golf. For the avoidance of doubt, sectional or partial membership of a club is not permitted; only the complete club may be a Member Club.



- 6.2 Admission and consent. A club becomes a Member Club by submitting a written application in the form prescribed under Rule 7, together with payment of the annual subscription. Submission of a completed application and payment constitutes consent to membership. Membership takes effect on and from the date the application and payment are received, subject to confirmation in accordance with these Rules.
- 6.3 Continuing eligibility. A Member Club must continue to meet the eligibility requirements in Rule 6.1 at all times. If a Member Club ceases to meet those requirements, membership will end in accordance with Rule 8.2.

7 FORM OF APPLICATION

- 7.1 The application referred to in Rule 6 shall be in such form and shall be accompanied by such documents and data as the Board (hereinafter referred to) shall from time to time prescribe.

8 CEASING TO BE A MEMBER

- 8.1 A Member Club desiring to withdraw shall give written notice to Taranaki Golf, settle any outstanding dues, and shall cease membership at the expiry of its current financial year.
- 8.2 A Member Club's membership shall automatically cease, without the need for a resolution, on and from the date that: (a) the Member Club is wound up, removed from the register of incorporated societies, or otherwise ceases to exist as a body corporate; or (b) the Member Club ceases to meet the eligibility requirements in Rule 6 (including, without limitation, ceasing to be affiliated to the Parent Association or no longer having a course within the Taranaki Golf territory); or (c) the Member Club amalgamates with or transfers all or substantially all of its undertaking to another entity such that it ceases to exist as the same member.

For the avoidance of doubt, membership may also end under Rule 4.2.

9 REGISTER OF MEMBERS

- 9.1 Taranaki Golf shall keep and maintain a register of its Member Clubs ("Register"). The Register shall be kept by the Chief Executive Officer (CEO) or such other person as the Board may appoint from time to time.
- 9.2 For each Member Club the Register shall record the following details: the Member Club's name, address, telephone number, email address, and Incorporated Society number, and the date it became a Member Club.
- 9.3 The Register shall be updated as soon as reasonably practicable after any change to the recorded details is notified to Taranaki Golf or otherwise comes to the attention of the CEO.



- 9.4 The Register shall also record, for any club that has ceased to be a Member within the preceding seven (7) years, that club's name, last known contact details, Incorporated Society number, the date it became a member, and the date it ceased to be a member.

10 BOARD

- 10.1 The affairs of Taranaki Golf shall be managed by a Board consisting of four (4) elected Board Members, the Director of Women's Golf and the Director of Men's Golf, and two (2) appointed Board Members. Four (4) Board members present (including by a method permitted under Rule 10.11) shall form a quorum.
- 10.2
- (a) At all times, a majority (being not less than fifty-one percent (51%)) of Board members must be representatives of Member Clubs. For these purposes, a "representative of a Member Club" means a person formally authorised in writing by a Member Club to serve on the Board.
- (b) For the avoidance of doubt, at least one of the following must be a representative of a Member Club as defined in Rule 10.2(a): an Appointed Board Member, the Director of Women's Golf, or the Director of Men's Golf.
- 10.3 All Board members must act in the best interests of Taranaki Golf. A representative of a Member Club does not sit to represent that club's sectional interests.
- 10.4 The Director of Women's Golf and the Director of Men's Golf are Board members by virtue of office. Each serves on the Board for so long as they hold that Director office (see Rule 13.3 for appointment and term).
- 10.5 The CEO shall keep a record of each Board member's nominating Member Club (if any), and the nominating Club must notify Taranaki Golf in writing if its authorisation is withdrawn.
- 10.6 The four (4) elected Board Members (including at least one of each gender) shall be elected by the Member Clubs at or prior to the Annual General Meeting (AGM). They come into office immediately upon election.
- 10.7 Elected Board Members hold office for a term of three (3) years, on a staggered basis so that, as nearly as practicable, two elected positions fall vacant each year. For the first AGM after adoption of this clause, two positions shall be elected for an initial two (2)-year term and two positions for a three (3)-year term (the positions taking the shorter initial term to be determined by agreement of the Board, or failing agreement, by lot). Thereafter, all elected positions are for three (3)-year terms. A person elected to fill a casual vacancy serves the remainder of the predecessor's term so that the staggering pattern is preserved. Elected Board Members are eligible for re-election for further terms.



- 10.8 Nominations must be received by the CEO not less than fourteen (14) days before the date of the AGM, and the CEO shall send a list of nominations to all Member Clubs not less than ten (10) days prior to the AGM. If there are insufficient nominations, vacancies may be filled by election at the AGM with nominations made from the floor; if vacancies still remain the Board may co-opt persons onto the Board. Voting is conducted by the Member Clubs through their appointed delegate at the AGM.
- 10.9 Any person may be nominated by a Member Club for election as an elected Board Member. A nomination by a Member Club constitutes that person being a “representative of a Member Club” for the purposes of Rule 10.2 for so long as that nomination remains in effect.
- 10.10 Appointment of Appointed Board Members
- (a) The Board may from time to time appoint two (2) persons as Appointed Board Members by resolution of the Board.
 - (b) Appointments are to supplement the skills, experience, and diversity of the Board. Any person may be appointed, whether or not nominated by a Member Club.
 - (c) An Appointed Board Member serves a term of up to three (3) years from the date of appointment and is eligible for re-appointment. (A person appointed to fill a casual vacancy serves the remainder of the predecessor’s term.)
 - (d) The Board will identify, approach and assess candidates (including any expressions of interest) and resolve appointments at a Board meeting. The appointment and its term must be minuted and notified to Member Clubs.
 - (e) The Board must ensure that, at all times, not less than fifty-one percent (51%) of Board members are representatives of Member Clubs in accordance with Rule 10.2.
 - (f) Board decisions on appointments must comply with the interested persons rules in the Incorporated Societies Act 2022 (including disclosure and voting restrictions).
- 10.11 The Board shall meet not less than six (6) times in a twelve-month period. Meetings of the Board may be held through digital communication as deemed appropriate by the Chairperson for all members attending or for individual members.
- 10.12 The Board will elect its own Chairperson at the first meeting following the Annual General Meeting of Taranaki Golf.
- 10.13 At all meetings of the Board each member present shall have one vote; the vote of the majority present (including by a method permitted under Rule 10.11) and voting shall rule except where otherwise provided in these Rules. The Chairperson of any meeting shall have a deliberative as well as a casting vote. The Chairperson, if present, shall preside; failing that, the members present shall elect one of their members to chair the meeting.



10.14 A Board Member may resign office by writing to the CEO and in such case, or in the case of death or incapacity or absence without leave from three (3) consecutive Board meetings, the office shall become vacant. Any vacancy occurring during a term of office may be filled by the Board.

10.15 A Board Member may be removed from office by resolution of a General Meeting **or** by resolution of the Board passed by not less than two-thirds (2/3) of the Board members present and voting, after the Board Member has been given at least seven (7) days' written notice of the proposed removal and a reasonable opportunity to be heard. Grounds for removal include:

- (a) serious misconduct;
- (b) material breach of these Rules or of duties under the Incorporated Societies Act 2022;
- (c) failure to disclose a material conflict of interest;
- (d) conduct bringing Taranaki Golf into disrepute; or
- (e) persistent and serious non-performance (including repeated non-attendance).
- (f) the nominating Member Club withdraws its written authorisation (for Board members counted as representatives under Rule 10.2)

11 FINANCIAL YEAR

11.1 Taranaki Golf's financial year shall end on the 30th day of September in each year.

12 GENERAL MEETINGS OF TARANAKI GOLF

12.1 An Annual General Meeting of Taranaki Golf shall be held each year not later than the 15th day of December. For the purposes of the Incorporated Societies Act 2022, an AGM must in any event be held not later than six (6) months after the balance date and not later than fifteen (15) months after the previous AGM. The business of the AGM shall be: (a) To receive and consider the Annual Report and the financial statements for the preceding financial year; (b) To receive notice of any disclosures of conflicts of interest made by Board members during the year; (c) To elect members of the Board as may be required; (d) To appoint an auditor or reviewer if required by law or by decision of the Board or Members; (e) To fix membership fees for the ensuing year; and (f) To consider any motions or other business of which due notice has been given under Rule 12.5.

12.2 A Special General Meeting may be called by the Board at any time and shall be called by the Board upon a requisition in writing signed by not less than three (3) Member Clubs. Such meeting shall be held within twenty-one (21) days of receipt of the requisition and the notice shall specify the business to be transacted.

12.3 General Meetings may be held by a number of Member Clubs (through their appointed delegates) assembled together at the place, date and time appointed, or by audio, audio-visual, or electronic communication so long as the Members participating can simultaneously hear and/or communicate with each other throughout the meeting.



- 12.4 Not less than fourteen (14) days' previous written notice of every General Meeting, specifying the time, place (or electronic means) of the meeting and the nature of the business to be transacted, shall be given to all Member Clubs.
- 12.5 Any notice of motion to be considered at a General Meeting must be received by Taranaki Golf not less than twenty-one (21) days before the date of the meeting so that it can be included in the notice under Rule 12.4.
- 12.6 A quorum at a General Meeting shall consist of Member Clubs represented (in person or via the method in Rule 12.3) by their appointed delegate and comprising not less than fifty percent (50%) of the total Member Clubs.
- 12.7 Each Member Club has one (1) vote, exercised by its appointed delegate. Voting shall be by voices or show of hands unless a ballot is demanded by any delegate. The Chairperson shall have a casting vote in the event of an equality of votes. Proxy and postal voting are not permitted. Electronic voting is permitted when a meeting is held by a method described in Rule 12.3.
- 12.8 A Special Resolution is passed if not less than seventy-five percent (75%) of votes cast by Member Clubs entitled to vote on the question are in favour.
- 12.9 Minutes of all General Meetings shall be kept and approved by the Board at the next Board meeting, and a copy provided to Member Clubs upon request.
- 12.10 A resolution in lieu of a General Meeting may be passed in accordance with sections 89–92 of the Incorporated Societies Act 2022. Any such resolution shall have effect as if passed at a General Meeting duly convened. A Special Resolution may be passed by written resolution under this Rule if the threshold in Rule 12.8 is met.
- 12.11 If fifty percent (50%) or more of the Board members are prevented from voting on a matter because they are interested persons for the purposes of section 62 of the Incorporated Societies Act 2022, the Board must call a Special General Meeting to decide the matter, unless section 67 of that Act applies.

13 COMMITTEES AND DIRECTORSHIPS (OPERATIONS)

- 13.1 To support day-to-day operations, the Board may establish Directorships (for example: Junior Golf, Women's Golf, Men's Golf, Rules & Courses, Development) and any associated volunteer roles or working groups from time to time. The following Directorships must be maintained at all times:
 - (a) Director of Women's Golf.
 - (b) Director of Men's Golf.

Directorships are operational roles only and are not Board positions except for the Director of Women's Golf and the Director of Men's Golf, who sit on the Board by virtue of office (see Rule 10.4).
- 13.2 Directors act under delegation from the Board (and through the CEO for day-to-day purposes). They do not have governance powers and may not commit Taranaki Golf beyond the scope or limits set by the Board.
- 13.3 Appointment and term



- (a) The Board shall appoint the Director of Women's Golf and the Director of Men's Golf by Board resolution. Each holds office for a term of three (3) years and may be re-appointed.
 - (b) The Board may appoint any other Directors for terms it determines (default up to two (2) years unless the Board resolves otherwise).
 - (c) A person appointed to fill a casual vacancy serves the remainder of the predecessor's term.
- 13.4 The Board (or the CEO under Board direction) may issue a short-written role description or charter for each Directorship setting out scope, deliverables, and any financial/contracting limits. A Director must act within that scope and comply with all relevant policies (including finance approval limits).
- 13.5 Directors and the volunteers/working groups they lead may meet as and when required (including by electronic means). There is no formal meeting cycle prescribed by these Rules.
- 13.6 Each Director will: (a) liaise with the CEO on operations; and (b) provide brief updates to the Board as requested, and an annual summary of activities for inclusion in the Annual Report.
- 13.7 Directors must disclose any actual or potential conflict of interest to the CEO (and the Board where appropriate) and must follow any directions given by the Board regarding participation in matters affected by that conflict.
- 13.8 The Board may remove a Director at any time by Board resolution after giving the Director notice of the proposed removal and a reasonable opportunity to be heard.
- 13.9 The Board may establish committees or working groups (separate from Directorships) for specific purposes and may appoint non-Board members to them. Unless the Board decides otherwise:
- (a) a committee's quorum is three (3) of its members;
 - (b) meetings may be held by electronic means and minutes must be kept;
 - (c) the Board will set the committee's scope and any spending/contracting limits; and
 - (d) the committee reports to the Board and may be dissolved by the Board at any time.
- 13.10 Any prior "Executive" or "Operations" committee arrangements are replaced by the Directorships and discretionary committees described in this Rule. References in policies to the "Executive/Operations Committee" are to be read as references to the relevant Director(s) or Board committee established under this Rule 13. Any prior references to 'Schedule A' are to be read as references to Rule 13 (Committees and Directorships) and Rule 14 (Operations of the Board), as applicable.



14 OPERATIONS OF THE BOARD

The Board:

- 14.1 The Board must ensure the day-to-day management of Taranaki Golf is carried out in accordance with these Rules and Board policy and may act on behalf of Taranaki Golf as required. The Board may delegate specified functions and approval limits to the CEO, and (as appropriate) to Directors or committees under Rule 13, while retaining overall oversight.
- 14.2 May co-opt any specialist services it deems necessary.
- 14.3 Must create strategies to further Taranaki Golf's objectives.
- 14.4 Must have control and oversight of all Taranaki Golf finance and ensure that they are administered in line with Taranaki Golf policy.
- 14.5 The Board must perform disciplinary and appeal functions, in accordance with Rule 23 (Dispute Resolution), in relation to:
 - (a) Member Clubs, their officers and members; and
 - (b) individuals participating in Taranaki Golf-sanctioned competitions or activities, where the matter relates to these Rules, Taranaki Golf policies, or the administration and conduct of Taranaki Golf competitions or activities.
- 14.6 Must provide business plans and budgets that will ensure continued growth and development of Taranaki Golf.
- 14.7 The Board must consult and work closely with the Directors (including the Director of Women's Golf and the Director of Men's Golf) and with any committees established under Rule 13, to support the effective and professional administration of golf within the District, consistent with these Rules and Board policies.
- 14.8 Must nominate or appoint appropriate persons to represent Taranaki Golf at meetings of the Parent Association.
- 14.9 Disputes and complaints shall be dealt with in accordance with Rule 23 (Dispute Resolution).

15 CHIEF EXECUTIVE OFFICER

- 15.1 The Board of Taranaki Golf must employ a Chief Executive Officer ("CEO") and such other staff as may be necessary to administer the affairs of Taranaki Golf.
- 15.2 The CEO shall be appointed by the Board, either as an employee or a contractor, to implement Board policies and ensure the effective operation of Taranaki Golf, including (without limitation):
 - marketing of Taranaki Golf;
 - arranging and extending sponsorship;
 - liaising with and supervising any Taranaki Golf staff, including contractors;
 - secretarial responsibilities to the Board and such committees as the Board directs;
 - preparation and management of financial accounts.



- 15.3 The CEO reports to the Board (via the Chairperson) and must act within any delegations, policies, and approval limits set by the Board, and must comply with all applicable laws and Board policies (including conflicts-of-interest requirements).
- 15.4 The CEO is an ex-officio member (non-voting) of any committees established under Rule 13 and may attend meetings of Director working groups as required.

16 SUBSCRIPTION

- 16.1 Each Member Club must pay an annual subscription in the amount fixed at the Annual General Meeting each year. The subscription is due on 1 April each year. If unpaid on 30 June, the Member Club's membership rights are suspended until the subscription is paid, unless a payment arrangement approved under Rule 16.2 is in place and being complied with.
- 16.2 On written application by a Member Club, the Board may approve a deferral and/or instalment plan for payment of the subscription and may set conditions (including payment dates). While the Member Club complies with an approved arrangement it will not be treated as in default for the purposes of Rule 16.1. If the Member Club fails to comply with an approved arrangement, suspension under Rule 16.1 applies from the date of non-compliance without further notice, unless the Board decides otherwise.

17 APPOINTMENT OF AUDITOR / REVIEWER

- 17.1 If required by law or required by the Board, the Association's financial statements must be audited or reviewed each year by a qualified auditor (or reviewer), and the audited or reviewed financial statements must be submitted to the AGM. The auditor or reviewer is appointed by the Board.
- 17.2 In addition, an audit or review must be undertaken if not less than twenty-five percent (25%) of the Members so require by resolution at a properly convened General Meeting. (This is in addition to any audit/review required by law.)

18 PROPERTY & FUNDS

- 18.1 The property and funds of Taranaki Golf shall be applied solely towards the promotion of the Objects of Taranaki Golf in such manner as the Board shall from time-to-time resolve.
- 18.2 Any income, benefit or advantage shall be applied to the objectives of the Association.
- 18.3 No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the Association, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid to an arm's length transaction (being open market value). And the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing these rules



19 OFFICE

- 19.1 The Office of Taranaki Golf shall be at such place as the Board shall from time to time determine.

20 ALTERATION TO RULES

- 20.1 These Rules may be altered, added to, or rescinded by Special Resolution passed by not less than seventy-five percent (75%) of votes cast by Member Clubs entitled to vote at an Annual General Meeting or a Special General Meeting convened under Rule 12.
- 20.2 Any proposal to alter, add to, or rescind these Rules must be notified in accordance with Rule 12 (including the notices-of-motion requirements) and must include the text of the proposed change.
- 20.3 The meeting may make amendments to a notified proposal provided the amendment is within the scope of the notice given under Rule 12.
- 20.4 The Board may, by Board resolution, approve and register minor or technical amendments to these Rules without a general meeting where necessary or desirable to:
- (a) correct spelling, punctuation, formatting, or typographical errors;
 - (b) update cross-references, numbering, or defined terms following renumbering or relocation of clauses;
 - (c) ensure consistency with any law or regulatory requirement (including requests from the Registrar); or
 - (d) give effect to Section 31 of the Incorporated Societies Act 2022 (if applicable).
 - (e) Any amendment under this Rule must not alter the Objects, the no-personal-benefit clause, the surplus assets/winding-up clause, or any matter otherwise reserved to Special Resolution. The Board must notify Member Clubs of any amendment made under this Rule and table it at the next AGM.
- 20.5 No addition to or alteration or rescission of these Rules shall be approved if it affects the Objects, the no-personal-benefit clause, or the surplus assets/winding-up clause except by Special Resolution and subject to applicable law. The provisions and effect of this clause must not be removed from these Rules and must be included in any document replacing them.

21 LIFE MEMBERSHIP (HONORARY)

- 21.1 Taranaki Golf may recognise outstanding service to the Association by conferring Life Membership (Honorary) on an individual.
- 21.2 Life Membership may be awarded to a person who has given exceptional and sustained service to Taranaki Golf or to golf within the District.
- 21.3 A candidate may be nominated by the Board. The award is conferred by Special Resolution at an AGM or SGM convened under Rule 12.



- 21.4 Life Membership is an honorary title only. It does not constitute membership of the Association for the purposes of these Rules or the Incorporated Societies Act 2022, and it does not confer voting rights, office, or any right to participate in governance. A Life Member may attend Association events and meetings by invitation.
- 21.5 No monetary or personal benefit is conferred by the award. The Association may present a certificate, badge, or similar token of recognition and may reimburse actual and reasonable expenses incurred at the Association's request, in accordance with Board policy.
- 21.6 The CEO will maintain a list of Life Members. (This list is separate from the Register of Members kept under Rule 9.)

22 EXECUTION OF DOCUMENTS AND COMMON SEAL

- 22.1 A document is validly executed on behalf of the Association if signed pursuant to a Board resolution by two (2) Board members, or by one (1) Board member and the CEO.
- 22.2 The Board may authorise other signatories or execution methods (including electronic signatures) by Board resolution.
- 22.3 The CEO must keep a record of documents executed under this Rule.
- 22.4 If the Association maintains a Common Seal, it may be affixed only pursuant to a Board resolution and witnessed by the signatories in 22.1.

23 DISPUTES RESOLUTION

- 23.1 This Rule applies to disputes, complaints and disciplinary matters involving:
 - (a) Member Clubs, their officers and members; and
 - (b) individuals participating in Taranaki Golf-sanctioned competitions or activities, where the matter relates to these Rules, Taranaki Golf policies, or the administration and conduct of Taranaki Golf competitions or activities.
- 23.2 Processes under this Rule must be conducted fairly and in accordance with natural justice, without unnecessary formality, and as promptly as is reasonable in the circumstances.
- 23.3 A complaint must be in writing to the CEO, identify the parties and the events in issue, and state the outcome sought. The CEO must acknowledge receipt and notify the Board Chairperson.
- 23.4 The CEO (in consultation with the Chairperson) may:
 - (a) decline to progress a complaint that is frivolous, vexatious or outside the scope of Rule 23.1 (with brief reasons);
 - (b) refer the parties to informal resolution (e.g., facilitated discussion or mediation);
or
 - (c) refer the complaint to be determined under Rules 23.5–23.10.



- 23.5 Unless the Board resolves to appoint an independent person or panel, complaints are determined by the Board. A person who is interested in the matter (within the meaning of the Act) must not take part in the decision other than as a witness.
- 23.6 The CEO must give the respondent written notice of the complaint, the material alleged facts, any policy/rule said to be breached, the possible outcomes, and a reasonable time to respond (with any evidence).
- 23.7 The complainant and respondent may each:
- (a) provide a written response and supporting material;
 - (b) attend a meeting (in person or electronically) and speak to their position; and
 - (c) be accompanied by a support person or representative (not as of right to legal representation).
- 23.8 If necessary to protect participants, competitions or assets, the Board may impose interim measures (e.g., temporary suspension from an event or role) pending determination. Interim measures must be no broader than reasonably required.
- 23.9 Decisions are made on the balance of probabilities and must be recorded in writing with brief reasons and notified to the parties.
- 23.10 Having upheld a complaint in whole or part, the Board (or panel) may impose one or more of the following proportionate outcomes:
- (a) no action or a warning;
 - (b) a requirement for apology, education or corrective action;
 - (c) conditions on participation, or suspension or exclusion from specified Taranaki Golf competitions, roles or activities for a stated period;
 - (d) for Member Clubs: withdrawal of hosting/selection privileges or other competition-related sanctions;
 - (e) a recommendation to a Member Club to consider its own disciplinary action;
 - (f) where applicable under these Rules, a recommendation to proceed under Rule 4.2 (expulsion) or to treat eligibility/membership in accordance with Rule 8; and
 - (g) any other outcome within the Board's powers that is reasonable and consistent with these Rules and policy.
- 23.11 A party affected by the decision may appeal by written notice to the CEO within 14 days of notification, stating the grounds. The Board must appoint an Appeals Panel of three persons not previously involved (which may include an independent member). The Panel will review the decision (on the record, with discretion to receive further material if fairness requires) and may uphold, vary or set aside the decision or refer it back for reconsideration with directions. The Panel's decision is final within Taranaki Golf.



- 23.12 Where a matter falls within the jurisdiction of Golf New Zealand (e.g., national integrity or anti-doping matters) or another applicable code, Taranaki Golf may refer or defer to that process, and may adopt the outcome for local purposes.
- 23.13 The CEO must keep a confidential record of complaints, steps taken and outcomes, and handle personal information in accordance with law and Board policy.

24 CONTACT PERSON(S)

- 24.1 The Board must ensure the Association has at least one (1) and not more than three (3) Contact Person(s) at all times, appointed by Board resolution.
- 24.2 A Contact Person must be at least 18 years old and ordinarily resident in New Zealand and must consent in writing to the appointment. The CEO may be appointed as a Contact Person.
- 24.3 The CEO must keep a record of the name and contact details of each Contact Person and arrange for any change of Contact Person or their details to be notified to the Registrar as required by the Act.
- 24.4 A Contact Person ceases to hold office on resignation (written notice to the Board), removal by Board resolution, ceasing to be ordinarily resident in New Zealand, or becoming unable to act. The Board must promptly fill any vacancy so the Association continues to meet the requirement in this rule.

25 DISSOLUTION

- 25.1 Taranaki Golf may resolve to appoint a liquidator or to be removed from the Register of Incorporated Societies by Special Resolution of Member Clubs passed at a General Meeting convened under Rule 12. For such a resolution, the Board must give at least 20 Working Days' notice to all Member Clubs stating the time and place of the meeting, the text of the resolution, and the nature of the business with sufficient detail to enable a Member Club to form a reasoned judgement.
- 25.2 On liquidation or removal from the register, the surplus assets of Taranaki Golf (after payment of all costs, debts and liabilities) must not be paid to or distributed among Member Clubs or any other persons but must be given or transferred to Golf New Zealand – Korowhā Aotearoa or to one or more not-for-profit entities that share similar purposes to Taranaki Golf within the Taranaki district (which may include Member Clubs that are themselves not-for-profit entities). The recipient(s) are to be determined by Special Resolution at or before the meeting at which the winding-up/removal is approved; failing such determination, by direction of the Registrar or the High Court (or applicable appeal authority)