

EGA

European Golf Association

CONSTITUTION

14th November 2015

Art. 1: TITLE-SEAT-CONSTITUTION

Under the name of “EUROPEAN GOLF ASSOCIATION”, there exists a non-profit-making association under the Laws of the “Grand-Duché de Luxembourg”. The permanent seat is in Luxembourg, Höhenhof, Senningerberg, Grand-Duché de Luxembourg.

Art. 2: OBJECTS

The Association shall concern itself solely with matters of an international character. It recognises the complete independence of its affiliated members of its domestic affairs over which the Association has no jurisdiction.

The prime objects of the Association, which declares as its foundation the observance of the Rules of Golf and Amateur Status as laid down by the R&A Rules Limited, shall be:

- (a) To encourage the international development of golf and to strengthen the bonds of friendship existing between its members.
- (b) To coordinate key information and services leading to the development and betterment of golf throughout Europe and as an Olympic sport.
- (c) To stage European Title Championships and International Matches and maintain the best opportunities for elite players in Europe.
- (d) To act as the governing body of the EGA Handicap System and to coordinate course rating in Europe.
- (e) To create and maintain relationships with international golfing organisations.
- (f) To act as the official representative body to the European Union in environmentally sustainable golf and other legislative matters.

Art. 3: MEMBERS

Members of the Association shall be those European National Golf Federations, Associations or Unions which, after applying for membership, have been so elected. Only one National Golf Federation, Association or Union representing the golf activities of its country shall be eligible for membership. It must be affiliated to, or is a party to an affiliation agreement with, the National Olympic Committee of the country which that National Federation Member represents.

For future members, Europe is defined following the IOC list of the European Zone.

A National Golf Federation, Association or Union must have access to an EGA-approved golf facility.

The Association shall consist of a minimum of three members. Members shall be grouped in zones.

Art. 4: ELECTION OF MEMBERS

Applications for membership shall be sent to the General Secretary at least two months prior to the date of the Annual General Meeting.

Such applications shall be considered at the next Annual General Meeting. For election to membership a majority of two-thirds of the voting rights of the members present and represented shall be required.

The members thus elected shall be entitled to take part in all discussions after election and to vote.

Art. 5: RESIGNATION OF MEMBERS

Any member shall be entitled to resign from membership by giving notice in writing to the President at any time. The resignation will take effect at the end of the financial year, which runs from 1st October to 30th September.

Art. 6: EXPULSION OF MEMBERS

All members shall observe the Constitution and Rules of the Association. In the event of their violation any member may be expelled by a majority of two-thirds of the voting rights of the members present and represented voting at an Annual General Meeting or an Extraordinary General Meeting.

Any member whose subscription has not been paid by 30th May of the relevant financial year shall be deemed to have resigned from membership of the Association unless the Executive Committee otherwise decides. If an annual subscription remains unpaid on the 30th of September following the date on which it became due then the membership of the Federation, Union or Association concerned shall, with immediate effect, cease for all purposes, but such member may be reinstated by the Executive Committee on payment of all arrears.

Members resigning or leaving the Association for any reason shall have no claim either actual or implied on the funds of the Association.

Art. 7: ZONES

The Zone Officer decides on the procedure to follow to propose a representative of the zone to be elected to the Executive Committee and to propose individuals to serve on committees. The voting powers of each member within the zone shall be the same as the voting powers within the Association.

Art. 8: INSTITUTIONAL BODIES OF THE ASSOCIATION

The institutional bodies of the association are :

- The Annual General Meeting.
- The Executive Committee.

Art. 9: ANNUAL GENERAL MEETING

The Annual General Meeting is the supreme institutional body of the Association. This institutional body consists of the members of the Association. The decisions of the Annual General Meeting must be

adopted by the absolute majority of the voting rights of present or represented Association members with exceptions as specified in this Constitution.

Art. 10: PROCEDURE FOR CALLING GENERAL MEETINGS

The Annual General Meeting shall be held at the place and on the date decided at the Annual General Meeting of the previous year and, if possible, in the month of November.

The Executive Committee may subsequently in the interest of the Association change the venue and date of the meeting.

A notice, indicating the date, time and venue of each Annual General Meeting, together with a copy of the Agenda shall be sent to each member at least six weeks before the meeting.

Minutes of each meeting shall be mailed to each member during the subsequent two months.

Art. 11: EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting shall be called for when requested by the President, the Executive Committee or upon receipt of a formal request in writing and signed by at least one-fifth of the members. This request shall specify the nature of the proposed resolution and no other business shall be discussed at such a meeting. In this case, the notice shall be sent at least four weeks before the date of the meeting.

Art. 12: VOTING POWERS AND PROXIES

The number of votes at the Annual General Meetings or Extraordinary General Meetings allotted to each member shall be decided at the Annual General Meeting. The decision shall be based on the number of golfers controlled by the member according to a proposal made by the Executive Committee.

Each member shall have the right to send two representatives to any General Meeting but only the allotted number of votes shall be cast.

Any member unable to send a representative to any General Meeting shall be entitled to appoint another member to cast the allotted number of votes for him, but only if that member holds a written Proxy duly signed by the absent member.

No member shall have the right to represent more than two other members.

Art. 13: DUTIES OF THE ANNUAL GENERAL MEETING

The business to be conducted at the Annual General Meeting shall be :

- (a) To receive and approve the Executive Committee's Report on the year's administration.
- (b) To receive and, if approved, pass a Statement of the audited Accounts for the past year.
- (c) To appoint auditors for the following year.
- (d) To decide on the amount of Membership Subscriptions and the Budget for the following year.
- (e) When necessary :
 - (i) To elect the members of the Executive Committee, in accordance with Art. 14.
 - (ii) To decide on the number of zones and in which zone each member will be included after recommendation by the Executive Committee.
- (f) To consider applications for membership.
- (g) To consider any matter submitted to it by the Executive Committee or any relevant matter by any member, and to take decisions thereon.
- (h) To appoint Honorary Individual Members.

All Past Presidents shall automatically become Honorary President of the Association. Both Honorary Individual Members and Honorary Presidents shall be invited to attend the Annual General Meeting.

Art. 14: EXECUTIVE COMMITTEE

The Executive Committee is composed of :

- The President.
- The President-Elect.
- The Immediate Past President.
- The Chairman of the Championship Committee.
- The Chairman of the Handicapping and Course Rating Committee.
- The Chairman of Golf Europe.
- The Honorary Treasurer.
- One individual from each zone of the Association:
The Zone Officer.

The President shall act as Chairman.

The General Secretary attends all Executive Committee meetings without voting right.

Members of the Committee shall be elected at the Annual General Meeting, with the exception of the Immediate Past President who will take office automatically after the end of his presidency. Members of the Committee can only be elected if their candidature is supported by their national federation.

Following a rotation system among the zones, the President-Elect shall be proposed by the Executive Committee following a recommendation from a selection Committee consisting of the President, the President-Elect and the Immediate Past President and after consultation with the relevant zone.

The President, President-Elect and Immediate Past President shall hold office for two years each.

All other Executive Committee members shall be elected for a period of two years and may be re-elected for a further period of two years making a total of four years in office.

Art. 15: DUTIES OF THE EXECUTIVE COMMITTEE

In general the Executive Committee conducts the affairs of the Association and undertakes the following duties:

- (a) To propose the Chairman and appoint individuals to serve on the Championship Committee.
- (b) To propose the Chairman and appoint individuals to serve on the Handicapping and Course Rating Committee.
- (c) To propose the Chairman and appoint individuals to serve on Golf Europe.
- (d) To propose the Honorary Treasurer.
- (e) To appoint the Chairmen and individuals to serve on the committees responsible to the Executive Committee.
- (f) To appoint individuals who shall represent the EGA in organisations outside the EGA.
- (g) To present a report of the past year's administration to the Annual General Meeting of the EGA; a Budget and a proposition of the Membership Subscriptions to the Annual General Meeting.
- (h) To present a Statement of the Accounts for the past year to the Annual General Meeting of the EGA.
- (i) To handle all matters not falling specifically under the responsibility of the Championship Committee, the Handicapping and Course Rating Committee, Golf Europe and of any other committee responsible to the Executive Committee, or of the member of the Association.
- (j) To decide upon individuals or representatives of outside organisations who may be authorised to attend the Annual General Meeting, without voting rights.
- (k) To appoint a General Secretary and other members of the secretariat.
- (l) To act in accordance with Article 6 in respect of non-payment of annual subscriptions.
- (m) To deny participation in any European Team championship of members who have not settled their current annual subscription.

All proposals and appointments made by the Executive Committee under paragraph (a) and (b) must have the approval of the national federation and zone of the relevant individual. All appointments made under paragraph (c), (d) and (e) shall have the approval of the national federation of the relevant individual.

Art. 16: PROCEDURE FOR CALLING MEETINGS

The President shall call meetings of the Executive Committee. He shall further call a meeting at the special request of at least four members of the Executive Committee. The Executive Committee members shall receive notice of the date and venue of the meetings of the Championship Committee, Handicapping and Course Rating Committee, Golf Europe and any other committee responsible to the Executive Committee, and subsequently minutes of the meetings.

Further, Chairmen of committees responsible to the Executive Committee may be invited to attend Executive Committee meetings without voting rights.

Art. 17: RESOLUTIONS

Any resolution to be submitted to the Annual General Meeting shall be forwarded in writing and received by the General Secretary not later than two months before the date of the Annual General Meeting.

Notice of an amendment to any proposed resolution must be submitted in writing, be duly signed and reach the office of the General Secretary of the Association not less than twenty-one days before the Annual General Meeting.

Any resolution which has not been properly notified and which does not alter the Constitution or Rules may be discussed, but it shall not be voted on except when a two-thirds majority of the voting rights of the members present and represented, deems it to be of sufficient urgency to require an immediate decision.

Art. 18: ALTERATION OF THE CONSTITUTION

Any alteration of the Constitution must fulfil the requirements of Art. 8 of April 21st, 1928, Luxembourg Law pertaining to non profit-making Associations.

Art. 19: DISSOLUTION

A General Meeting cannot enter into the procedure of dissolution if two-thirds of the voting rights of present and represented members are not present.

Another General Meeting can be called and this second General Meeting will then have power of decision without consideration of the number of members attending the General Meeting.

Dissolution will require a majority of two-thirds of the voting rights of the members present and represented voting.

If two-thirds of the voting rights of the members of the Association are not present or represented when the dissolution is voted, such decision is subject to approval by the Civil Court of Luxembourg.

The decision for dissolution must include the distribution of the assets of the Association.

These assets must be allocated to sports purposes, if possible golf purposes.

Art. 20: FINANCE AND THE FINANCIAL YEAR

The finances of the Association shall consist of:

- (a) The annual subscriptions payable in Swiss Francs decided upon at the Annual General Meeting. The annual subscription will not exceed 100'000 Swiss Francs per member.
- (b) Any subsidies, legacies, gifts or other extraordinary receipts on condition that they have been accepted by a General Meeting. This must be executed in accordance with Art. 16 of April 21st, 1928 pertaining to a non profit-making Association.

The financial year runs from 1st October to 30th September.

Art. 21: CLAUSE OF ARBITRATION

Any dispute between the Association and its members, including its affiliated clubs as well as individuals, shall be submitted exclusively to the Court of Arbitration for Sport (CAS). The panel will consist of three arbitrators. The nomination of the arbitrators and the related procedures will be in accordance with the regulations of the CAS. The languages of the Court are English or French.

Art. 22 : INTERPRETATION OF CONSTITUTION AND RULES

The interpretation of the Constitution and Rules of the Association is made by the Executive Committee. The official text is in English and shall be binding on all members.

The terms of the Luxembourg Law pertaining to a non profit-making Association will generally apply in cases not scheduled in this Constitution.

As agreed by the Annual General Meeting, held in St Andrews, Scotland.

Dated 14th November 2015

EGA
European Golf Association

REGISTERED OFFICES: LUXEMBOURG, HÖHENHOF, SENNINGERBERG