

Constitution

As agreed by the Annual General Meeting
on 14 November 2020

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Art. 1: TITLE-SEAT-CONSTITUTION

Under the name of "EUROPEAN GOLF ASSOCIATION", there exists a non-profit-making association under the Laws of Switzerland (section 60 and following of the Swiss Civil Code). The permanent seat is at the registered address of its general secretariat in Switzerland.

Art. 2: OBJECTS

The Association shall concern itself solely with matters of an international character. It recognises the complete independence of its affiliated members with regard to their respective domestic affairs, over which the Association has no jurisdiction, unless otherwise expressly stipulated in the Constitution.

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 continually enhance European Title Championships and International Matches.
- b) To foster the best opportunities for the best amateur players in Europe.
- c) To act as the governing body for handicapping and to coordinate course rating in Europe.
- d) To act as the EGA Members' official representative body to the European Union in environmentally sustainable golf and other legislative matters.
- e) To encourage the bond between member national golf authorities for the betterment of golf.
- f) To create and maintain relationships with international golfing organisations.

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.

Future members shall be situated in the continent of Europe (as defined and updated from time to time by the Executive Committee) and based in a country which is recognised as an independent state by the majority of members of the United Nations.

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

A member must undertake to volunteer for the staging of, and participating in, EGA championships in accordance with any guideline issued by the Championship Committee.

A member must comply and shall procure that any and all of their members comply with the handicapping system provided by the EGA and any obligations arising therefrom. For the purposes of this paragraph, the members representing England, Ireland, Scotland and Wales are currently not included, owing to their membership of another handicapping authority, namely the Council of National Golf Unions (CONGU).

The Association shall consist of a minimum of three members.

Members shall be grouped in the following Zones, as defined in Art. 7: Central Zone, GB&I Zone, North Zone and South Zone.

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 the registered office of the Association, at any time. The resignation will take effect at the end of the financial year, which runs from 1 October to 30 September.

Art. 6: EXPULSION OF MEMBERS

All members shall comply with the Constitution, Rules and decisions of the Association and/or any other applicable rules or regulations governing the sport of golf.

At the request of the Executive Committee, 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 if:

- a) It seriously violates the Constitution, the Rules or decisions of the Association and/or any other applicable rules or regulations governing the sport of golf; or
- b) It loses the status of a National Golf Federation, Association or Union representing the sport of golf in its country.

Any member whose annual membership subscription has not been paid by 30 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 membership subscription remains unpaid on 30 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 EGA Zones are the following, each constituting the members as determined by the Executive Committee:

- Central Zone
- GB&I Zone
- North Zone
- South Zone

The Zone Officer decides on the procedure to follow to propose a representative of the Zone to be elected to the Executive Committee and, as the case may be, 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

In addition, the Association shall appoint Auditors who will be mentioned in the Association's listing at the Commercial Registry.

Art. 9: ANNUAL GENERAL MEETING

The Annual General Meeting 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 indicated at the Annual General Meeting of the previous year and, if possible, in the month of November.

The Executive Committee may subsequently select a different venue or change the date of the meeting taking into account the interest of the Association.

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.

The Executive Committee may also require the Annual General Meeting to vote by circular resolution (decisions, elections or consultative votes), which may be delivered by electronic mail.

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 based on the number of golfers registered with the member as declared to the Executive Committee no later than on 30 September of the relevant year.

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 its 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 Annual General Meeting shall have in particular the following duties:

- a) To receive and approve the Executive Committee's Report on the year's administration.
- b) To receive and approve the annual audited financial statements for the past financial year.
- c) To appoint auditors for the following year.
- d) To determine the basis upon which annual membership subscriptions are to be assessed, to decide on the amount of annual membership subscriptions and the Budget for the following year, and to authorise the collection of annual membership subscriptions by the Secretariat.
- 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 decisions to be made by the Annual General Meeting pursuant to this Article shall be deemed to have been adopted if approved by more than half of the voting rights of the members present and represented.

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 a Working Group in charge of Environmental Sustainability who can be one of the other members of the Executive Committee
- The Honorary Treasurer
- One individual from each Zone of the Association: The Zone Officer

All members of the Executive Committee mentioned above are volunteers as far as the Association is concerned and receive no payment in consideration of the performance of their duties.

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 or her presidency and will serve in such a capacity for two years. Members of the Committee can only be elected if their candidature is supported by their national federation.

All members of the Executive Committee to be elected at the Annual General Meeting other than the President and the President-Elect shall be elected for a two-year term renewable once. The President-Elect and President shall each be elected for a two-year term.

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.

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 of the Championship Committee. The proposal must have the approval of the national federation and Zone of the relevant individual.
- b) To appoint individuals to serve on the Championship Committee, after consultation with the proposed individual's national federation.
- c) To propose the Chairman and appoint individuals to serve on the Handicapping and Course Rating Committee. The proposal and appointments must have the approval of the national federation and Zone of the relevant individual.
- d) To propose the Chairman and appoint individuals to serve on the Working Group in charge of Environmental Sustainability. The proposal and appointments must have the approval of the national federation and Zone of the relevant individual.

- e) To propose the Honorary Treasurer. The proposal must have the approval of the individual's national federation.
- f) To appoint the Chairmen and individuals to serve on any other committees responsible to the Executive Committee. All appointments must have the approval of the individual's national federation.
- g) To appoint individuals who shall represent the EGA in organisations outside the EGA.
- h) 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 annual membership subscriptions to the Annual General Meeting.
- i) To prepare and to present the annual audited financial statements for the past financial year to the Annual General Meeting of the EGA.
- j) To handle all matters not falling specifically under the responsibility of the Championship Committee, the Handicapping and Course Rating Committee, the Working Group in charge of Environmental Sustainability and of any other committee responsible to the Executive Committee, or of the member of the Association.
- k) To decide upon individuals or representatives of outside organisations who may be authorised to attend the Annual General Meeting, without voting rights.
- l) To appoint a General Secretary and other members of the secretariat.
- m) To act in accordance with Art. 6 in respect of non-payment of annual membership subscriptions.
- n) To deny participation in any European Team championship of members who have not settled their current annual membership subscription.
- o) To deal with all matters relating to handicapping and course rating, in particular, by ensuring compliance by members with any and all related rules, regulations and guidelines, and to represent and act on behalf of the EGA in its relation with other handicapping and course rating authorities. For the purposes of this paragraph, the members representing England, Ireland, Scotland and Wales are currently not included, owing to their membership of another handicapping authority, namely the Council of National Golf Unions (CONGU).
- p) The Executive Committee may validly meet and pass resolutions through teleconferencing or through a unified remote conferencing platform.

Art. 16: PROCEDURE FOR CALLING MEETINGS; AND MAKING DECISIONS

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, Working Group in charge of Environmental Sustainability 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.

The Executive Committee takes the decisions by a simple majority vote of the members present. Each member of the Executive Committee shall have one vote. In the case of a tie, the President

has the casting vote. Should the President be absent, the Executive Committee members present shall elect one of them to chair the meeting who will have the casting vote in case of a tie.

The members of the Executive Committee may also convene or take their decisions by telephone, videoconference or any other means of communication.

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 be approved by at least two-thirds of the voting rights of the members present and represented at the meeting.

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.

In the event of dissolution of the Association, the remaining assets shall be allocated to one or more Swiss public interest institutions pursuing a similar purpose and benefiting from a tax exemption on account of their public utility or public service purpose.

The assets can also be attributed to the Confederation, the cantons, the communes and their establishments.

The Association's assets may not be returned to its founders, members, their successors and assignees or members of the Executive Committee.

Art. 20: FINANCE AND THE FINANCIAL YEAR

The finances of the Association shall include, but are not limited to:

- a) The annual membership subscriptions payable in Swiss Francs decided upon at the Annual General Meeting.
- b) Competition entry fees and any sponsoring subsidies, legacies, gifts or other extraordinary receipts on condition that they have been accepted by the Executive Committee.

The financial year runs from 1 October to 30 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 Constitution is published in English and French. In case of any discrepancies between the English and French version of this Constitution, the English version shall prevail.

As agreed by the Annual General Meeting, 14 November 2020.

On behalf of the Executive Committee

EUROPEAN GOLF ASSOCIATION



Haukur Örn Birgisson
President