

Resolutions (1 to 17) to be proposed at the AGM 2010 **containing amendments to the Memorandum and Articles of** **Association of the English Women's Golf Association**

1 OBJECTS AND POWERS

That the Memorandum of Association of the Company be amended as follows:

- 1.1 By removing the word "present" and replacing it with "previous" in the second line of Memorandum 3.1
- 1.2 By removing the words "Ladies" in the first line and " its Executive Committee" in the second line and replacing them with the words "Women's" and "its Management and Operational Boards" in Memorandum 3.2
- 1.3 By removing the word "uniform" and replacing with "consistent" in the first line Memorandum 3.12
- 1.4 By removing the term "ELGA" and replacing it with "EWGA" in the first line of Memorandum 3.18

2 INTERPRETATION

That the Articles of Association of the Company be amended as follows:

- 2.1 By removing the term "1989" and replacing it with "2006" in the first line of the definition of the "Act" in Article 2.
- 2.2 By adding the term "(CD)" after the words "Club Delegate" in the first line of the definition of the "Club Delegate" in Article 2
- 2.3 By adding the definition " "Club Delegates Meeting" means a meeting of the CD's in a County, chaired by the County Regional Representative (CRR) or a member of the County Executive" after the definition of "Club Delegate" in Article 2
- 2.4 By adding the definition " "County Executive" means those members appointed or elected by the County Association to administer the business of the County Association" after the definition of "County Association" in Article 2
- 2.5 By removing the words "Delegate Meeting" and replacing them with "Regional Representative (CRR)" and by removing the words "meetings of the Club Delegates situated in a County" and replacing them with "person that represents the County at Regional meetings" in the first line of the definition of "County Delegate Meeting" in Article 2.
- 2.6 By removing the numbers "49, 52 and 54" and replacing them with "47 to 56" in the definition of "Management Board"
- 2.7 By replacing the words "the adoption of these Articles" and replacing them with the word "incorporation" in the second line of the definition of "Unincorporated Association" in Article 2
- 2.8 By adding the word "Company" before the word "Secretary" and by adding the word "Management" before the word "Board" in the first line of the definition of "Secretary"

The above resolutions contain items to tidy up the M&AA, some clarifying wording, some updating and some to reflect actual practice.

In addition, it defines the role of the County Executive, County Regional Representative and clarifies the management of the Club Delegates Meetings

3 Clubs
That the Articles of Association of the Company be amended as follows:

3.1 By removing the words “become” and “has” and replacing them with the words “be” and “is” in the first line of Article 12.3.

3.2 By removing the word “Secretary” and replacing it with the words “Company Secretary” in the first line of Article 13.

4 SUBSCRIPTIONS AND LEVIES

That the Articles of Association of the Company be amended as follows:

4.1 By removing the words “adoption of these Articles” and replacing them with “incorporation” in the third line of Article 17

4.2 By adding the words “each of” after the words “to pay” and adding the words “and County” after “annual Association” in the first line of Article 20.

4.3 By removing “/or” in the second line of Article 20.

5 COUNTY AFFILIATION

That the Articles of Association of the Company be amended as follows:

5.1 By adding the words “, after consultation with the Operational Board,” after “who shall” in the fourth line of Article 23.

The above three resolutions are to ensure that clubs affiliate to the County and Association, that failure to do so can result in removal from the Association and that there is referral to the Operational Board

6 GENERAL MEETINGS

That the Articles of Association of the Company be amended as follows:

6.1 By removing the word “a” and adding the words “an Annual” before the words “General Meeting” in the first line of Article 26.

6.2 By replacing the words “in January every year as its” and replacing them with the words “within 15 months of the previous” in the first line of Article 26

6.3 By adding the words “Each County shall have one vote.” after the word “Articles” in the third line and removing the words “and each County Association shall have one vote each.” from the fourth line of Article 27.

6.4 By adding the term “their CRR,” before the word “by” in the fifth line of Article 27.

6.5 By removing the word “and” in the first line of Article 28.4.

6.6 By adding a new Article 31.1 which states “There shall be at least 10 weeks notice of a resolution given to County Associations and Clubs to allow for the consultation and voting process.

6.7 By removing the words “an appointed representative or proxy and” and replacing them with the words “the CRR, a duly appointed representative or a proxy.” in the third line of Article 38.

The above resolution is to ensure clarity as to who can represent a County at a General Meeting and fixing a window for the AGM to be held in, rather than a specific month.

7 PRESIDENT AND HONORARY LIFE PRESIDENTS

That the Articles of Association of the Company be amended as follows:

7.1 By adding the words “,after consultation with the Operational Board,” after the words “Management Board” in the second line of Article 44.

The above resolution will enable the knowledge of the Operational Board

to be utilised in identifying potential candidates for consideration by the Management Board

8 Composition of the Management Board

That the Articles of Association of the Company be amended as follows:

- 8.1 By adding “/Company Secretary” after the words “Finance Director” at the end of the third bullet point in Article 49.
- 8.2 By adding the words “The co-opted Directors will be entitled to one vote each” as a final sentence to fifth bullet point in Article 49.
- 8.3 By removing the words “Save in the case of the Unincorporated Association’s Chief Executive in office at the time of the adoption of these Articles who will automatically become the Association’s Chief Executive by operation of law,” in Article 50.
- 8.4 By deleting the entire wording of Article 51 and replacing them with the words “(Intentionally removed)”.
- 8.5 By removing the words “Save as provided under Article 51 above in respect of the initial Directors of the Association,” in the first line of Article 52.
- 8.6 By removing Article 55 in its entirety and replacing it with a new Article 55
“With the exception of the Chief Executive and the Finance Director/Company Secretary, the Independent Directors (Chairman and Non-Executive Directors) shall each be appointed for a period not exceeding 3 years from the Management Board Meeting at which his or her appointment is confirmed. The term of appointment of any Independent Director may be amended by the Appointments Committee with the consent of the relevant Independent Director provided that any revised term (including the term already served) does not exceed 3 years. The Independent Director shall be eligible for re-appointment once only, provided such re-appointment does not exceed a period of 3 years and takes effect more than 2 years after the end of the previous term. The Chief Executive and the Finance Director/Company Secretary shall remain as Directors by virtue of their office for so long as they remain employed by the Association in such capacity”.

This resolution confirms the voting position of any co-opted directors, contains items to update the Articles ie 8.1, 8.3, 8.4, 8.5, and item 8.6 gives flexibility to both the Appointments Committee and prospective Independent Directors with regard to the term of office

9 Powers and Functions of the Management Board

That the Articles of Association of the Company be amended as follows:

- 9.1 By adding the words “,after consultation with the Operational Board,” after the words “Management Board” in the first line of Article 59.

See 7.1 above

10 Membership of the Operational Board

That the Articles of Association of the Company be amended as follows:

- 10.1 By creating a new Article 78.4 by adding the words “the Finance Director/Company Secretary”.
- 10.2 By creating a new Article 79.1 by adding the words “EWGA’s representative(s) on the LGU may attend Operational Board Meetings as non-voting advisory members”.

The above resolution reflects actuality in the composition of the Operational Board

11 Operational Board Sub-Committees

That the Articles of Association of the Company be amended as follows:

- 11.1 By removing the words “and” in the first line of Article 80.3.
- 11.2 By removing the words “together, the Sub-Committees.” between Articles 80.4 and 81.

The above resolution is to tidy and make sense of the wording

12 REGIONAL COMMITTEES

That the Articles of Association of the Company be amended as follows:

- 12.1 By removing the word “three” and replacing it with the word “five” in the second line of Article 84.5.
- 12.2 By removing the word “ladies” and replacing it with the word “women’s” in the second line of Article 84.5.
- 12.3 By removing the words “and” and “event” in the third line and by adding the words “competition ,a Medal Final and Regional Australian Spoons Final” after the word “foursomes” in the third line of Article 84.5.
- 12.4 By removing the words “Regional Committee representative” and replacing them with “County Regional Representative (CRR)” in the first line of Article 86.1

- 12.5 By replacing the word “Representative” with the term “CRR” in the second line of Article 86.1.
- 12.6 By removing the words “A Secretary” and replacing them with the words “An Administrator” in the first line of Article 87,

The above resolution is to clarify the role and responsibilities of the Regional Committees

13 THE COUNTY CLUB DELEGATES MEETINGS

That the Articles of Association of the Company be amended as follows:

- 13.1 By removing the word “COUNTY” from the heading “THE COUNTY CLUB DELEGATES MEETING” and adding “(CDs)” after the word “DELEGATES”.
- 13.2 By removing the word “County” and replacing it with the word “Club” in the first line of Article 89.
- 13.3 By deleting the word “County” and replacing it with the word “Club” in the first line of Articles 90.
- 13.4 By deleting the entire wording of Articles 91 and 92 and replacing them with the words “(Intentionally removed)” in both Articles.
- 13.5 By removing the word “County” and replacing it with the word “Club” in the second line and the third line of in Article 93.
- 13.6 By removing the words “vote on” and replace it with the word “discuss” in the second line of Article 93.
- 13.7 By removing the words “discussed and” in the second line of Article 93.
- 13.8 By removing the word “County” and replacing it with the word “Club” in the first line of Article 94.
- 13.9 By removing the words “and vote on” in the first line of Article 94.
- 13.10 By removing the word “County” and replacing it with the word “Club” in the first line of Article 95.
- 13.11 By removing the words “on all matters, only” in the first line of Article 96
- 13.12 By adding the words “Club or acting as a” before the words “Club Delegate” in the first line of Article 96.
- 13.13 By adding the words “The Club Delegates, having discussed and voted on a resolution may give the CRR the discretion to vote in the most

- appropriate way at the General Meeting and the CRR will exercise such discretion in a sensible manner” after the word “passed” in the fourth line of Article 96.
- 13.14 By adding the words “conducted at a Club Delegates meeting,” after the words “All acts bona fide” in the first line of Article 97.
This resolution is to clarify the voting procedures and the proceedings at Club Delegates Meetings
- 14 DISQUALIFICATION OF DIRECTORS AND CASUAL VACANCIES**
That the articles of Association of the Company be amended as follows:
- 14.1 By removing the words “pursuant to section 303 of the Act: or” and replacing them with the words “and by taking into account Articles 50 to 55” in the first line of Article 100.5
This resolution is to ensure that any removal of a Director is carried out in line with the Articles of the Company
- 15 COMPANY SECRETARY**
That the Articles of Association of the Company be amended as follows:
- 15.1 By removing the word “Secretary” and replacing it with the words “Company Secretary” in the first and second lines of Article 103.
This resolution is to ensure that the role is correctly assigned
- 16 AUDITORS**
That the Articles of Association of the Company be amended as follows:
- 16.1 By removing the word “a proper” in the first line and the word “proper” in the third and fourth lines of Article 108 and adding the words “an” in the first line, “in accordance with the appropriate accounting standards” after the words “at the same date” in the third line of Article 108 and by adding the word “appropriate” after the words “accompanied by” in the fourth line of Article 108.
This resolution is to ensure that any changes to accounting procedures do not necessitate amendments to the Articles in future
- 17 APPENDIX C – SUB COMMITTEES**
That the Articles of Association of the Company be amended as follows:
- 17.1 By adding the words “after consultation with the Operational Board” after the words “Management Board” in the second line of the first paragraph under the heading “SUB COMMITTEES”
- 17.2 By removing the words “who shall be a member of the Operational Board” in the second line of the section headed Championship, Venues and Rules of Golf Sub-Committee.
- 17.3 By removing the words “for County Greens” and replacing them with the words “for Championships” in the fourth bullet point, and by removing the word “Divisions” and replacing it with the word “Regions” in the seventh bullet point of the section headed Championship, Venues and Rules of Golf Sub-Committee in the paragraph headed “Remit”.
- 17.4 By adding the word “Sub-“ before the word “Committee” :-
- In the first line of the section headed “Championship, Venues and Rules of Golf Sub-Committee”
 - In the first line of the section headed “National Handicap Sub-Committee”
 - In the first line of the section headed “Scratch Score/USGA Course Rating Sub-Committee”
- 17.5 By removing the word “Committee” in the first instance it occurs in the

section headings “Scratch Score/USGA Course Rating Committee Sub-Committee” and “Selection Committee Sub-Committee”

17.6 By adding the word “Sub-“ before the word “Committee” in the section headed “ Selection Committee Sub-Committee”:-

- In the first line of the paragraph headed “COMPOSITION”
- In the first line of the paragraph headed “POWERS TO CO-OPT”
- In the first and third lines of the paragraph headed “TERMS OF OFFICE”
- In the fourth bullet point of the paragraph headed “REMIT”

See 7.1 above, the resolution is to ensure consistency across all sub-committees and to reflect actuality