

## **THE COMPANIES ACT 1981**

### **MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE**

(Section 7(1) and 7(3))

1. The name of the Company is the Bermuda Golf Association.
  
2. The Bermuda Golf Association is to be a local company, and proposes to carry on activities in Bermuda.
  
3. The objects for which the Bermuda Golf Association is formed and incorporated are:
  - a. to represent, promote and develop the sport of golf in Bermuda;
  - b. to seek support from and work cooperatively with organizations, agencies, groups and individuals having aims or objectives which are consistent with those of the Association: e.g. Bermuda Golf Foundation, Bermuda Junior Golf Association and Bermuda Professional Golfers Association;
  - c. To conduct local, regional and national competitions and events in the sport of golf in Bermuda;
  - d. To develop athletes, teams, coaches and officials to represent Bermuda at international competitions;
  - e. To affiliate with and represent Bermuda to the international body governing the sport of golf and to uphold the rules of this international body in Bermuda;
  - f. To act as the sole authority governing the sport of golf in Bermuda by making, maintaining and enforcing rules consistent with the rules of the international body governing the sport of golf; and other bodies accepted by the Association;
  - g. To raise, use, invest and reinvest funds to support these objectives.
  - h. The association supports without reservation, drug –free sport, and efforts both locally and internationally to eradicate drug cheating in sport.

Accordingly, all athletes, athlete support personnel and persons under the jurisdiction of the association, shall be bound by the provisions of the World Anti Doping Agency (WADA) Code, and the rules and procedural guidelines of WADA and of its local affiliate, the Bermuda Sports Anti-Doping Authority (BSADA).

Further, the acceptance for membership of this association at any and all levels-athletes, support personnel and other persons – shall imply acceptance by those

persons, of their being bound and subject to the Anti-Doping Rules of the International Federation to which we are affiliated, the Royal and Ancient of St. Andrews, the BSADA and the Bermuda Olympic Association. The Association is also a signatory to the BSADA Domestic Program which seeks to eradicate the use of illicit drugs in sport, and therefore agrees with and accepts its responsibility to all procedural requirements in support of this program as outlined in the BSADA Standard Operating Procedures.

4. The activities of the Bermuda Golf Association shall be carried out without purpose of gain for its members, and any profits earned by the Bermuda Golf Association shall be used solely for promoting its objects.
5. The assets of the Bermuda Golf Association shall be used to satisfy all debts and liabilities of the Association in the event of its dissolution, and the liability of any member of the Association is limited to the monies owing by such member to the Association by way of membership dues, levies or related fees.
6. Upon dissolution of the Bermuda Golf Association, any assets which remain after satisfying all debts and liabilities shall be distributed to a charitable organization or organizations having objects similar to those of the Association, as determined by the Association prior to dissolution.

## **BYE-LAWS**

### **BERMUDA GOLF ASSOCIATION**

#### **ARTICLE 1**

#### **GENERAL**

#### **Purpose**

1. These Bye-laws related to the general conduct of the affairs of the Bermuda Golf Association, a company incorporated under the Companies Act of 1981 of Bermuda and referred to as the “Association” in these Bye-laws.

#### **Definitions**

2. The following terms have these meanings in these Bye-laws:
  - 2.1. “Act” means the Companies Act 1981 of Bermuda, as amended;
  - 2.2. “Auditor” means an individual or partnership appointed by the members at the annual general meeting to audit the books, accounts and records of the Association for a report to the members at the next general meeting. The Auditor shall not be an employee or director of the Association;
  - 2.3. “Board” means the board of directors of the Association elected pursuant to these Bye-laws;
  - 2.4. “days” means total days, irrespective of weekends or holidays
  - 2.5. “members” means individuals who are fully paid members of the Association and who have reach the age of 18 years;”
  - 2.6. “golf club” means a golf club with exclusive rights to operate on one public, semi-private or private golf course as the golf club for that course, comprised of dues-paying members where the majority of the dues are set and received by the management of that course and which is property constituted having committees appointed to organize golf activities and which adheres to the Rules of Golf;
  - 2.7. “Golf Society” means a grouping of individuals who gather together to play golf and whose gathering together is properly constituted having committees appointed to organize golf activities and which adheres to the Rules of Golf.
  - 2.8. “Nominating Committee” means the members of the Association comprised of the Past-President and any two members of the Association who are appointed annually by the Board.
  - 2.9. “Ordinary resolution” means a resolution passed by the majority of the votes cast in a general meeting of members for which proper notice has been given;
  - 2.10. “Registered Address” means the most recent address of the Association maintained pursuant to section 65 of the Act;

- 2.11. "Register of Directors and Officers" means the register of directors and officers of the Association maintained pursuant to section 92A of the Act;
- 2.12. "Register of Members" means the 'Association's Register' which is the list of names and email addresses of all individuals (including honorary members) and individuals within groups that have registered annually for membership to the Association;
- 2.13. "Registrar" means the Registrar of Companies appointed under section 3 of the Act, or such other person who may be performing his duties under the Act;
- 2.14. "Returning Officer" means the General Secretary in office at the date of the Annual General Meeting or Special General Meeting.
- 2.15. "Special resolution" means a resolution passed by not less than two-thirds of the votes cast at a general meeting of members for which proper notice has been given;

### **Interpretation**

3. In these Bye-laws, where not inconsistent with the context:-
  - 3.1. words denoting the plural number include the singular number and vice versa;
  - 3.2. words denoting the masculine gender include the feminine gender;

### **Ruling on Bye-laws**

4. Except as provided in the Act, the Board shall have the authority to interpret any provision of these Bye-laws which is contradictory, ambiguous or unclear by vote of 75% majority.

## **ARTICLE 2 MEMBERSHIP**

### **Categories of Membership**

5. The Association shall have the following categories of membership:
  - 5.1. An individual membership;
  - 5.2. Group membership;
  - 5.3. Honorary membership.

### **INDIVIDUAL MEMBERSHIP**

### **Admission of Members**

6. No individual may be admitted as a member unless-
  - 6.1. He has made written application for membership in a manner prescribed by the Association;
  - 6.2. He has been approved as a member by the Association;
  - 6.3. He has paid annual membership dues as determined by the Association.

### **Membership dues**

7. Unless otherwise determined by the Board, the membership year of the Association is the calendar year commencing annually on 1<sup>st</sup> January.

### **Dues**

8. Membership dues for all categories of members shall be as determined by the Board.

### **Deadline**

9. Individual membership dues are payable in full upon admission to the association and annually thereafter on 1<sup>st</sup> January.

## **WITHDRAWAL, SUSPENSION AND TERMINATION OF MEMBERSHIP**

### **Resignation**

10. A member may resign from the Association by giving written notice to the Secretary, except that a member may not resign from the Association when the member is subject to a disciplinary investigation or action of the Association.

### **Arrears**

11. A member may be suspended from the Association for failing to pay membership dues by the deadline date prescribed by the Board. Should membership dues remain unpaid for an additional 30 days, the membership dues may be subject to an additional late penalty of \$25 or, in the alternative, the member may be expelled from the Association.

### **Discipline**

12. In addition to suspension or expulsion for failure to pay membership dues, a member may be suspended or expelled from the Association, or have other membership restrictions or sanctions imposed on him, in accordance with the Association's policies and procedures relating to discipline of members.

### **Liable for dues**

13. A member who resigns or who is suspended or expelled from the Association remains liable for any outstanding dues owed to the Association prior to his resignation, suspension or expulsion.

## **GOOD STANDING**

### **Definition**

- 2.10 A member of the Association shall be in good standing if –

- 2.10.1 he has not resigned from the Association;
- 2.10.2 he owes no outstanding membership dues or other debts to the Association;
- 2.10.3 he has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed upon him;
- 2.10.4 he has complied with the Bye-laws, policies and rules of the Association;
- 2.10.5 he is not subject to a disciplinary investigation or action of the Association.

### **Termination of Good Standing**

2.11 Members who cease to be in good standing shall not be entitled to the benefits and privileges of membership in the Association, including the right to vote, until such time as the Board is satisfied that the member has restored himself to good standing.

## GROUP MEMBERSHIP

### Application

2.12 Any organized golf society in Bermuda may apply for group membership for its members in good standing providing the application shall not be less than Twenty-five members.

### Acceptance

2.13 Upon acceptance of group membership by the Board, the Secretary shall advise the group concerned that the group shall be liable for the payment of dues. The group's registered members shall become individual members of the Association with full voting rights and privileges.

### Rejection

2.14 If an application for group membership is rejected by the Executive Committee the group may not apply again for one year from the date of the rejection, provided that such rejection does not prevent any individual of the group from submitting an application for an individual membership.

### Registration of names, etc.

2.15 For all accepted group memberships the group shall submit annually a complete list of the names and addresses of each individual comprised in that group for the Association's Register.

## ARTICLE 3

### GOVERNANCE

#### COMPOSITION OF THE BOARD

#### Board of Directors

14. The Board of Directors shall consist of the following:

14.1. a President who is elected by the membership;

14.2. A minimum of five (5) directors up to a maximum of nine (9) directors (both inclusive of the President) who are elected by the membership ("the Elected Directors");

14.3. where and when possible, a diverse Board to reflect diversity and inclusivity;

14.4. the Immediate Past – President, who assumes his position automatically upon the election of the President, to serve until the next annual general meeting.

#### Bermudian Status

15. At all times at least 60 percent of the directors, shall have Bermudian status, as defined by Bermuda law relating to Bermuda Immigration and Protection Act 1956, as amended from time to time.

#### POWERS OF THE BOARD

### **Powers of the Association**

16. Except as otherwise provided in the Act or these Bye-laws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.

### **Management of the Association**

17. The affairs of the Association shall be managed by the Board. The Board may make policies and procedures for managing the affairs of the Association in accordance with the Act and these Bye-laws.

### **Discipline**

18. The Board may make policies and procedures relating to discipline of members and shall have the authority to discipline members in accordance with such policies and procedures.

### **Dispute Resolution**

19. The Board may make policies and procedures relating to the resolution of disputes within the Association and all disputes shall be dealt with in accordance with such policies and procedures.

### **Employment of individuals**

20. The Board may employ or engage under contract such individuals as it deems necessary to carry out the work of the Association.

## **ELECTION OF BOARD OF DIRECTORS**

### **Eligibility for Nomination as a Director and to sit on Board**

21. Members nominated for appointment to the Board must satisfy all conditions set out in below in paragraph 3.8.1 to 3.8.8:

- 21.1. be in good standing;
- 21.2. be 21 years of age or older;
- 21.3. have the power under law to contract;
- 21.4. have 2 years continuous membership to the Association without disciplinary sanction;
- 21.5. cannot be bankrupt;
- 21.6. have no conviction for a criminal offence;
- 21.7. support the purpose of the Association;
- 21.8. be a resident of Bermuda;
- 21.9. be an amateur golfer and cannot be deemed a professional.

### **Nomination**

22. An individual may be nominated for election as a director by the Nominating Committee provided that the Nominating Committee submit that individuals name in writing to the General Secretary at least 14 days prior to the date of the annual general meeting or special general meeting. The General Secretary will then provide notice of the nominated

individual(s) to the members of the Association no less than 7 days prior to the annual general meeting or special general meeting.

3.10 No individual can be nominated for election as a director from the floor of an annual general meeting or special general meeting.

### **Election**

3.11 The election of directors shall take place at the annual general meeting by those members present and eligible to vote and shall comply with the following rules and conditions:

1. election to the Board shall be decided by a simple majority of the valid votes counted of those members entitled to vote. Spoiled or blank voting slips or any other forms of abstentions are disregarded in calculating the majority;
2. voting during the Election to the Board shall be by secret ballot;
3. voting by letter or proxy is not allowed;
4. the Returning Officer shall oversee the election of Members to the Board;
5. if a Board Member's term has expired, only in instances where the expired term concerns the President of the Board will the Members vote to elect a member to be appointed to the position of President of the Board. In all other instances where a Board Member's term has expired the Members shall elect persons to serve on the Board but the positions those elected persons will assume will be determined at a meeting of the Board. All persons other than the President of the Board, elected to the Board shall assume one of the following positions: Vice President, Treasurer or Secretary as determined by the Board;
6. only those that have served as director for a period of one term or two (2) years immediately preceding the election shall be eligible to be an officer or seek nomination as President.

### **Length of Term**

3.12 All Board Members

7. appointed in or after 2023 shall be eligible to serve up to two (2) years;
8. appointed prior to 2023 shall be eligible to serve an additional two (2) years commencing from the date of their last appointment;
9. who leave the Board shall be eligible for reappointment after 24 months of being away from the Board;
10. appointed in 2024 or sometime thereafter, are eligible to serve a term of two (2) years before seeking reappointment, which is deemed to be the length of service of a Board Member;
11. who occupy the position of President of the Board (from 2024 onwards) shall be eligible to serve a maximum of four (4) concurrent terms or 8 concurrent years provided that the individual is reelected to serve as President by the Members;
12. to ensure a smooth transition and to ensure where possible that Board departures and appointments are occurring on a rotating or staggered basis, Board members



who are contemplating retirement or approaching the end of their two (2) year term are encouraged to consult with the Nominating Committee.

- 3.13. The limits and restrictions set out above may be modified on the recommendation of the Nominating Committee to the Board and having been voted and approved by the members by special resolution at an annual general meeting.

## RESIGNATION AND REMOVAL OF DIRECTORS

### Resignations

- 3.14 A director may resign from the Board at any time by presenting his notice of resignation to the Board. This resignation shall become effective on the date the resignation is accepted by the Board. However, a director may not resign from the Association when the director is subject to a disciplinary investigation or other action of the Association.

### Vacating office

- 3.15 The office of any director shall be vacated automatically if the director dies, ceases to be a member in good standing of the Association, ceases to reside in Bermuda, or if the Director, without reasonable excuses, fails to attend three meetings of the Board in any twelve-month period.

### Removal

- 3.16 A director may be removed by special resolution of the members present at a general meeting, provided the director has been given at least fourteen days' notice of and the opportunity to be present and to be heard at such a meeting.

### Filling a vacancy on the Board

- 3.17 Where the position of a director becomes vacant for any reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacation positions term of office.

## MEETINGS OF THE BOARD

### Number of Meetings

- 3.18 The Board shall hold at least 2 meetings every quarter and the Board may regulate its meetings as it sees fit.

### Call of meeting

- 3.19 The meetings of the Board shall be at the call of the President. Additionally, the President shall call a meeting if a majority of the directors then holding office make a written request to call a meeting.

### Notice

- 3.20 Notice of Board meeting shall be given to all directors at least seven (7) days prior to the date of the meeting.

### Quorum

3.21 A simple majority of directors then holding office shall represent a quorum.

### **Chair**

3.22 If the President is absent from the meeting, the Vice President, shall chair and in the absence of both the President and Vice President, the Secretary shall chair the meeting. In the absence of all of them the Board shall appoint from among its members in attendance a director to chair the meeting.

### **Voting**

3.23 Unless specified otherwise, questions shall be decided by majority vote, where the chair of the meeting carries a vote and where a tied vote shall fail. Voting shall be by show of hands unless a majority of the directors in attendance approve a secret ballot.

### **Electronic meetings**

3.24 A meeting of directors may be held by telephone or by other electronic technology that permits all directors to communicate with each other simultaneously and instantaneously.

### **Written resolution**

3.25 A resolution in writing, signed by all directors and placed with the minutes of the meeting the directors is as valid and effective as if regularly passed at a meeting of directors.

## **OFFICERS**

### **Officers**

3.26 The officers of the Association shall be the President, the Vice-President, the Treasurer, the Secretary and immediate Past-President. Except for the President, who is elected and the Past President, who assumes his position automatically upon the election of the President, the remaining officers shall be appointed by the Board from among its own members at the first directors meeting after the annual general meeting.

### **Duties**

3.27 The duties of the officers are as follows:

3.27.1 the President shall be responsible for the general provision of the affairs and operations of the Association, shall preside at the meetings of members of the Association and at meetings of the Board and the Executive Committee and shall perform such other duties as may from time to time be established by the Board;

3.27.2 the Vice-President shall perform the duties of the President in the absence of the President, and shall perform such other duties as may from time to time be established by the Board;

3.27.3 the Treasurer shall cause to be kept proper accounting records as required by the Act, and as directed by the Board shall supervise the management and disbursement of funds of the Association, when required shall provide the Board with an account of financial transactions and the financial position of the Association, and shall perform such other duties as may from time to time be established by the Board;

3.27.4 the Secretary shall keep proper minutes of the meetings of the members, the Board and the Executive Committee; shall maintain the register of members and the register of directors and officers; shall ensure all reporting requirements of the Act are satisfied, and shall perform such other duties as may from time to time be established by the Board;

3.27.5 the Past-President shall chair the Nominating Committee and shall perform such other duties as may from time to time be established by the board.

### **Vacancy**

3.28 Where the position of an officer becomes vacant for whatever reason, the Board may appoint a different board member to fill the vacancy for the remainder of the officer's term.

### **Removal**

3.29 An officer may be removed by special resolution of the members present at a general meeting, provided the officer has been given at least fourteen days' notice of and the opportunity to be present and to be heard at such meeting.

## **COMMITTEES**

### **Nominating Committee**

3.30 The Nominating Committee shall be comprised of the Past-President, or in absence of the Past President the General Secretary, and two members of the Association who are appointed annually by the Board. The purpose of the Nominating Committee is to solicit written nominations for the election of directors in writing by email not less than twenty-one days prior to the annual general meeting or special general meeting (what the case may be), having regard to the requirements of Article 3.2 that 60 percent of the directors must have Bermudian status.

### **Other committees**

3.31 The Board may appoint such other committees as it deems necessary for managing the affairs of the Association and may appoint members of the committees, may prescribe the duties of the committees, and may delegate to any committee any of its powers, duties and functions except where prohibited by the Act or these Bye-laws.

### **Quorum**

3.32 A quorum for any committee shall be a simple majority of its voting members.

### **Vacancy**

3.33 When a vacancy occurs on any committee, the Board may appoint a member of the Association in good standing to fill the vacancy for the remainder of the committee's term.

### **Removal**

3.34 The Board may remove any member which it has appointed to any committee's term.

### **Remuneration**

3.35 Except as the Board may otherwise determine, all directors, officers and members of committees shall serve their term of office without remuneration except for reimbursement

of reasonable expenses in accordance with policies approved by the Board from time to time.

### **Conflict of Interest**

3.36 A director, officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract, transaction or decision with the Association shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be; shall refrain from voting or speaking in debate on such contract, transaction or decision; shall refrain from influencing the decision on such contract, transaction or decision; and shall otherwise comply with the requirements of the Act regarding conflict of interest.

## **ARTICLE 4**

### **MEETINGS OF MEMBERS**

#### **Types of Meetings**

23. General meetings of members shall include annual general meetings and special general meetings.

#### **Notice of annual general meeting**

24. The annual general meeting of the Association shall be held at least once every calendar year and not more than fifteen months after the adjournment of the previous annual general meeting as the President of the Board or any majority of the Board shall appoint. At least twenty-one (21) days' notice of such meeting shall be given to each member of the Association stating the date, place and time at which the meeting is to be held, that the election of Directors will take place thereat, and as far as practicable, the other business to be conducted at the meeting.

#### **Special general meeting**

25. A special general meeting of the members may be called at any time at the discretion of the Board or upon the written request of 100 of the voting members of the Association.

#### **Accidental omission of notice of general meeting**

26. The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **Quorum**

27. The quorum at a general meeting shall be ten percent of voting members or 25 members, whichever is less.

#### **Business at meetings**

28. The report of the auditors, presentations and approval of financial statements, appointments of new auditors and report of the directors to the members shall be conducted at the annual general meeting. Any other business may be conducted at the annual general meeting or at special general meetings.

#### **Voting**

29. Unless specified otherwise, questions shall be decided by a simple majority, where a tied vote shall fail. An abstention from voting shall not be counted as a vote. Save for voting for the appointment of board members which shall be by secret ballot, voting shall be by show of hands unless a majority of the members approve a secret ballot. Voting by proxy will not be permitted. If a resolution put to the floor concerns composition of the Board or change of Bye-laws, then a special majority of 66% of those in attendance is required.

### **Attendance at meetings**

30. Members may participate in any general meeting by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

### **Resolution**

31. A resolution in writing, signed by all members present and entitled to vote at a meeting of the members and placed with the minutes of the meeting of the members is as valid and effective as if regularly passed at a meeting of the members.

### **Adjournment**

4.10 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the original meeting. Unless the meeting is adjourned to a specific date and time, fresh notice of the date, time and place for the resumption of the adjourned meeting shall be given to each member in accordance with the provisions of these Bye-laws.

## **ARTICLE 5**

### **FINANCIAL MANAGEMENT**

#### **Financial year**

5.1 Unless otherwise determined by the Board, the financial year of the Association shall be the calendar year commencing 1 January.

#### **Auditor**

5.2 At each annual general meeting the members shall appoint an auditor.

#### **Signing authority**

5.3 The Board shall designate from among its officers two or more individuals who shall have signing authority for all financial transactions and contracts conducted in the name of the Association. All such transactions and contracts shall require two signatures.

#### **Fiscal Responsibility**

5.4 Gross spending in excess of \$5,000 requires a 60% majority approval of the Board to be recorded in the minutes. Bank transactions must be approved by the two designated signatories deemed to represent at least 66% of the Association Financial Committee, one of whom will be the Association Treasurer.

#### **Property**

5.5 In accordance with the Act and with the Association's memorandum of association, the Association may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

### **Borrowing**

5.6 The Association may borrow funds upon such as terms and conditions as the Board may determine, provided such borrowing is approved by a special resolution.

### **Books, records and minutes**

5.7 The Board shall ensure that all books, records and minutes of the Association required to be kept by the Act, these Bye-laws or any other statute or law are regularly and properly kept and are open to inspection by the members and directors in accordance with the Act.

## **ARTICLE 6**

### **INDEMNIFICATION**

#### **Shall indemnify**

6.1 The Association shall indemnify and hold harmless out of the funds of the Association each director and officer from and against any and all claims, demands, actions or costs which may rise or be incurred as a result of occupying the position or performing the duties of a director or officer.

#### **Shall not indemnify**

6.2 The Association shall not indemnify a director or officer or any other individual for acts of fraud or dishonesty.

#### **Insurance**

6.3 The Association may purchase and maintain insurance for the benefit of its directors and officers, as the Board may determine.

## **ARTICLE 7**

### **NOTICE**

#### **Written notice**

7.1 A notice may be given by the Association to any Member either by delivering it to such Member in person or by sending it to such Member's address in the Register of Members or such other addresses given for the purpose. For the purposes of this Bye-law, a notice may be sent by mail, courier service, electronic means (including electronic mail, but not telephone) or other mode of representing words in a legible and non-transitory form.

#### **Date of notice**

7.2 Any notice shall be deemed to have been served at the time when the same would be delivered in the ordinary course of transmission and, in proving such service, it shall be sufficient to prove that the notice was properly addressed and prepaid, if posted, and the time when it was posted, delivered to the courier or to the capable company or transmitted by electronic means or other method as the case may be.

**Error in notice**

7.3 The accidental omission to give notice of a meeting of the Directors or the Members to, or the non-receipt of notice of a meeting of the direct to members by any persons entitled to receive notice shall not invalidate the proceedings of the meeting.

**ARTICLE 8**

**AMENDMENT OF BYE-LAWS**

**Special resolution**

8.1 No Bye-law shall be rescinded, altered or amended and no new Bye-law shall be made until the same has been approved by a resolution of the Board and by a special resolution of the Members.

**Notice**

8.2 The twenty-one days written notice of the general meeting of the Association must include details of the proposed resolution to change these Bye-laws.