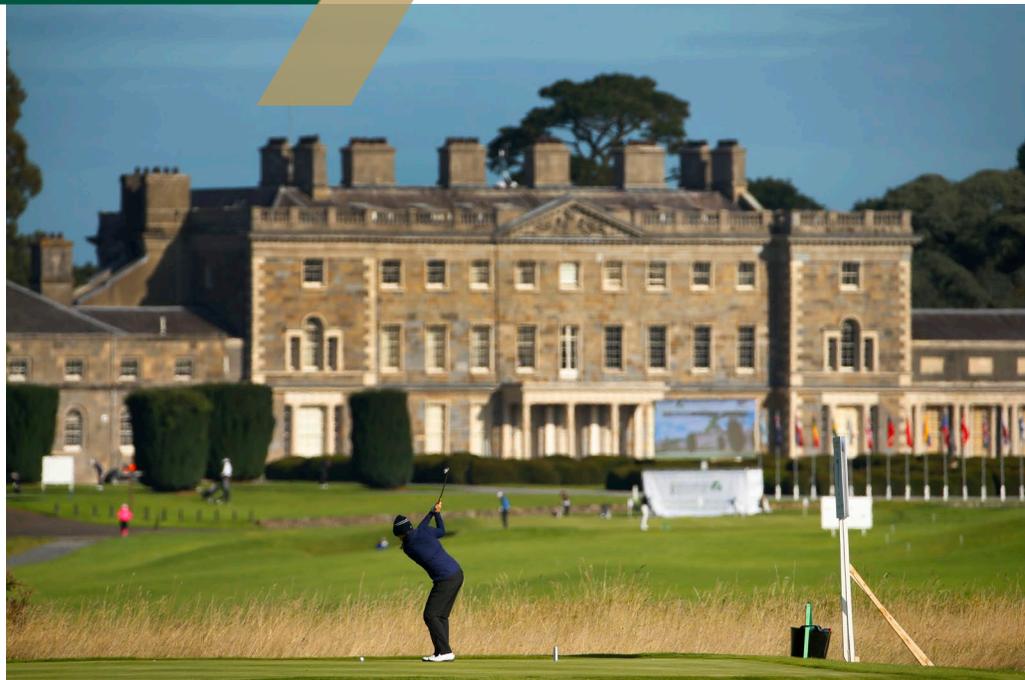




CONSTITUTION



Version September 2018

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I. Objects

The objects of International Golf Federation are: -

- a) to encourage the international development of the sport of golf;
- b) to foster friendship and sportsmanship among the peoples of the world by organising biennially amateur team championships for the Eisenhower Trophy (for men) and the Espirito Santo Trophy (for women);
- c) to promote golf as an Olympic and Paralympic sport;
- d) to act as the international federation for golf in the Olympic Games and Paralympic Games and thereby to establish and enforce, in accordance with the Olympic Charter and IPC Handbook, the rules concerning the playing of golf in the Olympic and Paralympic Games and to fulfil in respect of the sport of golf the mission and role of an international federation within the Olympic and Paralympic movements;
- e) to encourage and support measures among its competitions and members (and their athletes) that safeguard the integrity of golf and protect clean athletes through the fight against doping and the prevention of the manipulation of competitions;
- f) to encourage and support measures related to the medical care and health of the athletes that participate in International Golf Federation competitions; and
- g) to secure the enjoyment of the rights and freedoms set forth in this Constitution without discrimination of any kind, such as race, colour, gender, sexual orientation, language, religion, political or other opinion, national or social origin, property, birth or other status.

2. Definitions

2.1 In this Constitution: -

2.1.1 "the Administrative Committee" means the Administrative Committee constituted in terms of Article 6;

2.1.2 "Associate Member" means an Associate Member of International Golf Federation having the rights, privileges and benefits given in this Constitution to Associate Members of International Golf Federation in Section 4.44 below;

2.1.3 "the Board" means the Board constituted in terms of Article 8;

2.1.4 "body" means any legal person or any legal entity in each case other than a human being;

2.1.5 "clear days" means in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which the notice is given or on which the notice is to take effect;

2.1.6 "the Executive Committee" means the Executive Committee constituted in terms of Article 7;

- 2.1.7 "the IGF Office" means the office of International Golf Federation at such address as is from time to time and for the time being determined by the Board to be the IGF Office for the purposes of this Constitution and is notified to the members of International Golf Federation as being the IGF Office for such purposes;
- 2.1.8 "National Federation Member" means a National Federation Member of International Golf Federation having as such a National Federation Member the rights, privileges and benefits given in this Constitution to National Federation Members of International Golf Federation;
- 2.1.9 "the Executive Committee" means the Executive Committee constituted in terms of Article 7;
- 2.1.10 "the IGF" means the federation known as the "International Golf Federation"; which is a non-governmental, not-for-profit, international organisation constituted as a Swiss association governed by Art. 60 (and following) of the Swiss Civil Code.
- 2.1.11 "the President" means the President of International Golf Federation appointed in terms of Article 9;
- 2.1.12 "Professional Member" means a Professional Member of International Golf Federation having as such a Professional Member the rights, privileges and benefits given in this Constitution to Professional Members of International Golf Federation;
- 2.1.13 "the R&A" means R&A Championships Limited, incorporated in Scotland with number SC247047;
- 2.1.14 "R&A Rules" means R&A Rules Limited, incorporated in Scotland with number SC247046;
- 2.1.15 "the Vice President" means the Vice President of International Golf Federation appointed in terms of Article 10; and
- 2.1.16 "the World Amateur Team Championships" means the biennial amateur team championships for the Eisenhower Trophy (for men) and the Espirito Santo Trophy (for women).
- 2.2 Any reference in this Constitution to an Article is to an Article of this Constitution.

3. Members

- 3.1 There are three classes of members of International Golf Federation, namely: -
- 3.1.1 National Federation Members;
- 3.1.2 Professional Members; and
- 3.1.3 Associate Members.
- 3.2 A body may be a member of more than one class of membership of International Golf Federation.
- 3.3 Only bodies may be members of International Golf Federation.

- 3.4 A register shall be maintained listing the names from time to time and for the time being of the National Federation Members and the Associate Members and containing the following information in respect of each National Federation Member and Associate Member:
- 3.4.1 the name of that member;
 - 3.4.2 the address of that member registered with International Golf Federation;
 - 3.4.3 the date on which that member was admitted to membership of International Golf Federation as a National Federation Member or Associate Member; and
 - 3.4.4 the date, in the case of a former National Federation Member or Associate Member, on which that former National Federation Member or Associate Member ceased to be a National Federation Member or Associate Member.
- 3.5 A register shall be maintained listing the names from time to time and for the time being of the Professional Members and containing the following information in respect of each Professional Member and each former Professional Member: -
- 3.5.1 the name of that member;
 - 3.5.2 the address of that member registered with International Golf Federation;
 - 3.5.3 the date on which that member was admitted to membership of International Golf Federation as a Professional Member; and
 - 3.5.4 the date, in the case of a former Professional Member, on which that former Professional Member ceased to be a Professional Member.
- 3.6 The rights, privileges and benefits of any member of International Golf Federation shall be personal to that member and shall not be transferable or assignable by that member. Members have no responsibility for any financial liabilities of International Golf Federation by virtue of their membership.
- 3.7 Each IGF member shall be autonomous: it shall be organised and governed in accordance with its constitution, bylaws, policies and statutes. The IGF shall respect the autonomy of its members; provided that: (i) if an IGF member takes disciplinary action of any kind against one of its own members or representatives, or if a member or representative of an IGF member is convicted of any crime carrying a penalty of incarceration for one (1) year or more (regardless of whether any time is actually served) or a fine of US\$25,000 or more, then the IGF may (to the extent permitted under Swiss law) refuse to allow such individual to act as a delegate or to otherwise attend or participate in any IGF meeting, function, event, or activity; provided that if the IGF member's policy is to keep its disciplinary actions confidential, then the IGF member will be responsible to ensure that such disciplined individual does not act as a delegate or does not otherwise attend or participate in any IGF meeting, function, event or activity during the pendency of such disciplinary action plus two (2) years; and (ii) if the IGF determines that a member or its representative has, while acting in its capacity as an IGF member or participant in IGF events or activities, acted in

manner that is inconsistent with the IGF's constitution, bylaws, policies, or statutes applicable to such member, then the IGF may take any measures as set forth therein and/or as permitted under Swiss law.

4. National Federation Members

4.1 The National Federation Members of International Golf Federation are: -

4.1.1 the R&A;

4.1.2 the USGA (whether or not the USGA as a National Federation Member represents any country); and

4.1.3 subject to Articles 4.3 and 4.7, such other bodies whose admission to membership of International Golf Federation as National Federation Members is approved by the Administrative Committee.

4.2 To be considered for membership as a National Federation Member of the International Golf Federation, a golfing body shall provide in writing to the Administrative Committee (and for clarity, pre-existing National Federation Members shall supply any or all of the following to IGF upon written request from IGF):

- a. A formal application in a form prescribed by the Administrative Committee.
- b. A formal undertaking to abide by the IGF's constitution, by-laws, policies, statutes, decisions while acting in the capacity as an IGF member or as a participant in IGF events or activities.
- c. A formal undertaking to accept and apply the World Anti-Doping Code while acting in the capacity as an IGF member or as a participant in IGF events or activities.
- d. An explanation of the organizational structure of the National Federation Member and a copy of its governing documents (for example, any constitution, bylaws, policies, and/or statutes) with a certified English translation.
- e. A confirmation whether the relevant National Olympic Committee recognises the National Federation Member as a member and whether the governing documents of the National Federation Member are consistent with the principles of the Olympic Charter.
- f. A formal undertaking to accept as binding and final, while acting in the capacity as an IGF member or as a participant in IGF events or activities, the decisions of the competent authorities within the IGF and in this regard to recognise the Court of Arbitration for Sport in Lausanne as the only possible external judicial authority.
- g. A formal undertaking to give reasonable assistance to the IGF in imposing and assisting in the enforcement of the obligations in (b), (c) and (f) upon its members in all those activities over which the IGF has authority.
- h. A detailed report on the non-confidential activities of the members that the federation National Federation Member represents.
- i. Details of the membership of the National Federation Member.

- j. Any other information as reasonably required by the Administrative Committee to determine membership eligibility and compliance with this IGF Constitution.

4.3 A new National Federation Member shall be admitted to membership by a vote of the Administrative Committee. The Administrative Committee may accept or reject an application in its sole discretion, whether or not the applicant has complied with the requirements in clause 4.2.

- (a) The Administrative Committee shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Administrative Committee accepts an application, membership shall be deemed to commence upon acceptance of the application (or such earlier date as may be appropriate for pre-existing members). The Register shall be amended accordingly as soon as practicable.

4.4 Subject to Articles 4.5 ,4.6 and 4.8 there may only be one National Federation Member representing any country.

4.5 For the purposes of Article 4.4 and Article 4.8.1, the R&A shall not be a National Federation Member representing any country. The USGA shall be a National Federation Member whether or not the USGA as a National Federation Member represents any country, and the USGA may as a National Federation Member represent a country.

4.6 If a country does not have a national federation representing both men and women golfers, there may be two National Federation Members in respect of that country (with one National Federation Member in respect of that country representing men golfers and one National Federation Member in respect of that country representing women golfers).

4.7 International Golf Federation will seek to encourage national federations to represent both men and women golfers.

4.8 National Federation Members must:

- 4.8.1 be responsible for amateur golf activities in the country which that National Federation Member represents (with the exception of the R&A and the USGA);
- 4.8.2 observe the Rules of Golf and the Rules of Amateur Status; and
- 4.8.3 acknowledge and agree to:
 - (a) comply fully, when acting in its capacity as an IGF member or as a participant in IGF events or activities, with all obligations and provisions of the IGF constitution, by-laws, policies, statutes, and other rules and regulations established by IGF and all decisions taken by IGF, and that they are subject to the jurisdiction of the IGF;
 - (b) cause their own members, when acting in the capacity as an IGF member or as a participant in IGF events or activities, to comply with the IGF constitution, by-laws, policies, statutes, and other rules and regulations established by IGF and all decisions taken by the IGF;

- (c) submit to and apply the World Anti-Doping Code when acting in its capacity as an IGF member or as a participant in IGF events or activities;
- (d) fulfil at all times all the conditions necessary for its admission to membership and to comply with all its undertakings;
- (e) immediately notify the IGF of any material change made to its constitution, by-laws, policies, or statutes, a change of President and/or Secretary General, a change of its address or contact details, or a change of any other elements which affects its ability to fulfil its membership obligations; and to
- (f) manage its affairs in accordance with Article 3.7.

4.9 The Administrative Committee shall determine what geographic area is a country for the purpose of determining whether there is any national federation representing that country and shall determine whether or not any body (other than the R&A and the USGA) meets the criteria set out in Article 4.8.

4.10 If a National Federation Member does not fully comply with its obligations as defined and described in this IGF Constitution, then the Administrative Committee may take one or more of the following measures (in accordance with Swiss law and IGF policies, if and when applicable):

- a) give the member federation a written warning, including a deadline to adjust its status and correct its deficiency;
- b) impose a financial penalty upon the member federation;
- c) suspend the member federation from membership (totally or partially) for a fixed period or until a specified set of circumstances has changed or ceased to exist;
- d) remove or deny accreditation to or exclude a member's athlete, official or representative from any activities of the IGF;
- e) impose any other sanction it may deem to be appropriate; and/or
- f) terminate the membership of the member federation in accordance with Article 4.12.

4.11 A National Federation Member may resign at any time as a National Federation Member by notice in writing to International Golf Federation, and the resignation of a National Federation Member as a National Federation Member shall take effect on the date of the receipt of such notice by International Golf Federation or on such later date as may be specified in such notice.

4.12 Subject to Articles 4.11, 4.13 and 4.14 the membership of International Golf Federation of any National Federation Member as a National Federation Member may be terminated by the Administrative Committee, provided always that (a) not less than 60 clear day's notice shall be given to the members of the Administrative Committee of any proposal to put to the Administrative Committee a resolution that the membership of any National Federation Member as a

National Federation Member be terminated and (b) not less than two thirds of the members of the Administrative Committee vote in favour of that resolution.

- 4.13 The membership of the R&A as a National Federation Member may not be terminated without the consent in writing of the R&A
- 4.14 The membership of the USGA as a National Federation Member may not be terminated without the consent in writing of the USGA.
- 4.15 If the Administrative Committee recommends that an annual subscription or levy is payable to International Golf Federation by the National Federation Members and the recommendation of the Administrative Committee is approved by the votes of more than 50 per cent of the representatives of the National Federation Members at a meeting of the National Federation Members or by e-mail, then an annual subscription or levy of such amount and/or calculated on such basis as was so recommended by the Administrative Committee and was so approved shall be payable to International Golf Federation by each National Federation Member.
- 4.16 A National Federation Member which ceases to be a National Federation Member shall remain bound by any obligation and liable for any subscription payable by that National Federation Member to International Golf Federation which fell due for payment prior to the termination of membership, and no refund of any subscription or levy (or any part thereof) shall be made by International Golf Federation to any National Federation Member on that National Federation Member ceasing to be a National Federation Member.
- 4.17 Each National Federation Member is entitled to receive notice of each meeting of the National Federation Members.
- 4.18 Subject to Articles 4.19 and 4.20, each National Federation Member shall be entitled to appoint two representatives to attend, speak and vote on behalf of that National Federation Member at any meeting of, or on any resolution of, the National Federation Members, with the intention being that one representative of a National Federation Member be male and the other representative of a National Federation Member be female.
- 4.19 Any National Federation Member which represents men golfers only shall only be entitled to appoint one representative to attend, speak and vote on behalf of that National Federation Member at any meeting of, or on any resolution of, the National Federation Members.
- 4.20 Any National Federation Member which represents women golfers only shall only be entitled to appoint one representative to attend, speak and vote on behalf of that National Federation Member at any meeting of, or on any resolution of, the National Federation Members.
- 4.21 Any representative of a National Federation Member (other than any representative of the R&A and any representative of the USGA) must be a national of, or normally resident in, the country which that National Federation Member represents.
- 4.22 A National Federation Member shall notify International Golf Federation in writing as to who is from time to time and for the time being a representative of that National Federation Member.

- 4.23 A National Federation Member may by notice in writing to International Golf Federation from time to time: -
- 4.23.1 terminate the appointment of any person as the representative of that National Federation Member; and
 - 4.23.2 appoint, in place of and in substitution for any representative of that National Federation Member who for any reason whatsoever ceases to be a representative of that National Federation Member, another representative of that National Federation Member to attend, speak and vote on behalf of that National Federation Member at any meeting of, or on any resolution of, the National Federation Members.
- 4.24 A representative of a National Federation Member shall have one vote on any resolution put to a meeting of the National Federation Members.
- 4.25 A meeting of the National Federation Members may be convened by: -
- 4.25.1 the Board;
 - 4.25.2 the Administrative Committee; or
 - 4.25.3 50 per cent or more of the National Federation Members.
- 4.26 Not less than 60 clear days notice of any meeting of the National Federation Members shall be given to each of the National Federation Members and to each other person entitled to receive notice of that meeting, provided always that a meeting of the National Federation Members may be held on less than 60 clear days notice if all of the National Federation Members agree to that meeting being so held.
- 4.27 The accidental omission to give notice of any meeting of the National Federation Members to, or the non receipt of the notice of any meeting of the National Federation Members by, any body or person shall not invalidate the proceedings at that meeting.
- 4.28 No resolution may be proposed or voted on at any meeting of the National Federation Members unless: -
- 4.28.1 that resolution is included or referred to in the notice convening that meeting; or
 - 4.28.2 if the resolution (a "new resolution") is a procedural resolution or a resolution making a minor or immaterial or grammatical alteration to (or giving effect to) a resolution included or referred to in the notice convening that meeting of the National Federation Members, the chairman of that meeting agrees to the new resolution being proposed and voted on at that meeting; or
 - 4.28.3 a notice of the intention to move that resolution at that meeting, signed on behalf of one or more of the National Federation Members, has not less than 45 days prior to the date of that meeting been given to International Golf Federation.
- 4.29 A biennial meeting of the National Federation Members shall be held before the start of each amateur team championship for the Eisenhower Trophy and at the place of such championship, in addition to any other meeting or meetings of the National Federation Members.

- 4.30 Subject to Article 4.29, any meeting of the National Federation members shall be held at such place and time as shall be specified in the notice convening that meeting.
- 4.31 The representatives present in person of 40 or more of the National Federation Members shall be the quorum required for the transaction of business at any meeting of the National Federation Members.
- 4.32 If within 30 minutes from the time appointed for a meeting of the National Federation Members the quorum required for the transaction of business in terms of Article 4.31 is not present, that meeting shall be dissolved.
- 4.33 The Joint Chairmen of the Administrative Committee shall chair any meeting of the National Federation Members. If neither of the Joint Chairmen of the Administrative Committee is present at any meeting of the National Federation Members or if neither is willing to chair any meeting of the National Federation Members, the chairman of that meeting shall be nominated by the Administrative Committee.
- 4.34 The chairman of a meeting of the National Federation Members may, with the consent of a majority of the representatives of the National Federation Members present at that meeting and shall if so directed by such a majority, adjourn that meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting of the National Federation Members other than the business left unfinished at the meeting of the National Federation Members from which the adjournment took place. When a meeting of the National Federation Members is adjourned for 30 days or more, notice of the adjourned meeting of the National Federation Members shall be given as in the case of an original meeting of the National Federation Members. Except as aforesaid, it shall not be necessary to give any notice of an adjournment of a meeting of the National Federation Members or of the business to be transacted at any adjourned meeting of the National Federation Members.
- 4.35 At any meeting of the National Federation Members a resolution put to the vote of the meeting shall be decided on a show of hands or by ballot, and a resolution put to the vote of a meeting of the National Federation Members shall be passed if more than 50 per cent of the votes cast on the resolution are in favour of the resolution. A ballot on a vote put to the meeting of the National Federation Members may be a secret ballot if the Administrative Committee is satisfied as to the security of the ballot.
- 4.36 The chairman of a meeting of the National Federation Members shall not have a second or casting vote.
- 4.37 No objection shall be raised as to the entitlement of any person to vote at a meeting of the National Federation Members except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at a meeting of the National Federation Members shall be valid. Any objection shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
- 4.38 A declaration by the chairman of a meeting of the National Federation Members that a resolution at that meeting has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the National Federation Members shall be conclusive evidence of the fact, without proof of the number of votes recorded in favour of or against the resolution.

- 4.39 If more than 50 per cent of the representatives of National Federation Members signify by e-mail that they are in favour of any resolution, then that resolution shall be deemed to have been passed at, and shall be as valid and effective as a resolution passed at, a duly convened and held meeting of the National Federation Members, provided always that: -
- 4.39.1 no resolution shall be valid and effective pursuant to this Article 4.39 unless the Administrative Committee is satisfied as to the security of the voting procedure on the resolution; and
 - 4.39.2 not less than 30 days have elapsed between (a) the time of the e-mail communication to all the National Federation Members (and to each other person who is then entitled to receive notice of a meeting of the National Federation Members) intimating the resolution to the National Federation Members and inviting the National Federation Members to vote on the resolution and (b) the last time by which any representative of a National Federation Member can by e-mail exercise his or her vote on the resolution.
- 4.40 A resolution in writing signed by or on behalf of more than 50 per cent of the National Federation Members shall be as valid and effective as if the resolution had been passed at a duly convened and held meeting of the National Federation Members and may consist of several documents in the like form each signed by or on behalf of one or more of the National Federation Members, provided always that:-
- 4.40.1 no resolution shall be valid and effective pursuant to this Article 4.40 unless the Administrative Committee is satisfied as to the security of the voting procedure on the resolution; and
 - 4.40.2 not less than 30 days have elapsed between (a) the time that the written resolution was sent to the National Federation Members (and to each other person who is then entitled to receive notice of a meeting of the National Federation Members) and (b) the last time by which any National Federation Member can exercise its vote on the resolution.
- 4.41 Any member of the Board (including the President and the Vice President) who is not entitled as the representative of a National Federation Member to receive notice of and to attend and speak at a meeting of the National Federation Members shall be entitled to receive notice of and to attend and speak, but not to vote, at that meeting of the National Federation Members.
- 4.42 Any member of the Administrative Committee who is not entitled as the representative of a National Federation Member to receive notice of and to attend and speak at a meeting of the National Federation Members shall be entitled to receive notice of and to attend and speak, but not to vote, at that meeting of the National Federation Members.
- 4.43 The Administrative Committee may invite or allow any person or persons to attend and speak, but not to vote, at any meeting or meetings of the National Federation Members.
- 4.44 An Associate Member shall be an organization or association that is recognised by the IGF Board as performing a function within the sport of golf that is complimentary to the "Objects" of the International Golf Federation set forth in Article 1.

Associate Members shall be the unique partners of the IGF for cooperation on common projects in which such Associate Member's expertise, insights, or alignment is needed or desired.

Each proposed Associate Member must be recognised by a vote of the IGF Board to enjoy the rights and privileges granted to Associate Members hereunder; and any Associate Member may have its rights and privileges removed by a vote of the IGF Board.

Recognised Associate Members have no responsibility for any financial liabilities of IGF by virtue of their status as a recognised Associate Member.

4.44.1 To be considered for recognition as an Associate Member, the body shall provide in writing to the IGF Board:

- a. A formal application in a form prescribed by the IGF Board.
- b. A formal undertaking to abide by the IGF's constitution, by-laws, policies, statutes, and decisions while acting in the capacity as an IGF member or as a participant in IGF events or activities.
- c. A formal undertaking to accept and apply the World Anti-Doping Code while acting in the capacity as an IGF member or as a participant in IGF events or activities.
- d. An explanation of the organizational structure of the organization and a copy of its governing documents (for example, any constitution, bylaws, policies, and/or statutes, as applicable) with a certified English translation.
- e. A formal undertaking to accept as binding and final the decisions of the competent authorities within the IGF and in this regard to recognise the Court of Arbitration for Sport in Lausanne as the only possible external judicial authority.
- f. Details of its membership.
- g. Any other information as required by the IGF Board.

4.44.2 Associate Members that have been formally recognized by the IGF Board shall have the following rights and privileges:

- a. to appoint up to two (2) delegates to attend the IGF biennial meeting, which delegates can take part in the discussions but will have no voting rights in their capacities as delegates of their Associate Member organization;
- b. to submit proposals to the Board for possible inclusion in the agenda of the IGF biennial meeting, which proposals should focus on matters relevant to the mission of the Associate Member and the "Objects" of the IGF as set forth in Article 1, and
- c. to send delegate(s) to other IGF events on invitation by the IGF.

- 4.44.3 Associate Members that have been formally recognized by the IGF Board shall have the following obligations:
- a. to submit an annual report of its activities to IGF Board; and
 - b. to comply fully with all duties and provisions of the IGF Constitution and other policies and regulations established by the IGF and all decisions taken by IGF.

5. Professional Members

- 5.1 No body shall be admitted to membership of the International Golf Federation as a Professional Member unless that body is unanimously approved by all the members of the Executive Committee and committed to:-
- 5.1.1 working with the other Professional Members to promote golf as an Olympic sport and to fulfil International Golf Federation's mission and role of an international federation within the Olympic movement;
 - 5.1.2 encouraging the top players of the sport of golf to play golf in the Olympic Games if they are selected to participate in the Olympic Games;
 - 5.1.3 adjusting the dates of major golf championships and other golf tournament schedules within the control of the Professional Members in order to attract top players of the sport of golf to participate in the Olympic Games (including ensuring that no major golf championships are scheduled during the period of any Olympic Games);
 - 5.1.4 using its expertise to assist International Golf Federation and the Executive Committee with the organisation of golf in the Olympic Games;
 - 5.1.5 making its officials and other technical personnel available at the Olympic Games as and when requested by the Executive Committee;
 - 5.1.6 working together with the other Professional Members, under the direction of the Executive Committee, to refine the world golf ranking system used to select players of the sport of golf to participate in the Olympic Games;
 - 5.1.7 including the results of Olympic golf competitions in the calculation of world golf ranking points; and
 - 5.1.8 ensuring that its competitions, athletes and members are committed to safeguarding the integrity of golf and protecting clean athletes through the fight against doping and the prevention of the manipulation of competitions.
- 5.2 If a Professional Member does not fully comply with its obligations as defined and described in this IGF constitution, then the Executive Committee, may take one or more of the following measures (in accordance with Swiss law and the IGF policies, if and when applicable):
- a) give the Professional Member a written warning, including a deadline to adjust its status and correct its deficiency;

- b) impose a financial penalty upon the Professional Member;
- c) suspend the Professional Member from membership (totally or partially) for a fixed period or until a specified set of circumstances has changed or ceased to exist;
- d) remove or deny accreditation to or exclude a Professional Member's athlete, official or representative from any activities of the IGF;
- e) impose any other sanction it may deem to be appropriate; and/or
- f) terminate the membership of the Professional Member in accordance with Article 5.3.

- 5.3 Subject to Articles 5.2 [and 5.4] the membership of International Golf Federation of any Professional Member as a Professional Member may be terminated by the Executive Committee, provided always that (a) not less than 60 clear days notice shall be given to the members of the Executive Committee of any proposal to put to the Executive Committee a resolution that the membership of any Professional Member of International Golf Federation as a Professional Member be terminated and (b) not less than two thirds of the members of the Executive Committee vote in favour of that resolution.
- 5.4 The membership of a Professional Member as a Professional Member may not be terminated without the consent in writing of that Professional Member.
- 5.5 If the Executive Committee recommends that an annual subscription or levy is payable to International Golf Federation by the Professional Members and the recommendation of the Olympic Executive Committee is approved by the votes of more than 50 per cent of the representatives of the Professional Members at a meeting of the Professional Members or by e-mail, then an annual subscription or levy of such amount and/or calculated on such basis as was so recommended by the Olympic Executive Committee and was so approved shall be payable to International Golf Federation by each Professional Member.
- 5.6 A Professional Member which ceases to be a Professional Member shall remain bound by any obligation and liable for any subscription payable by that Professional Member to International Golf Federation which fell due for payment prior to the termination of membership, and no refund of any subscription or levy (or any part thereof) shall be made by International Golf Federation to any Professional Member on that Professional Member ceasing to be a Professional Member
- 5.7 Each Professional Member is entitled to receive notice of each meeting of the Professional Members.
- 5.8 Each Professional Member shall be entitled to appoint one representative to attend, speak and vote on behalf of that Professional Member at any meeting of, or on any resolution of, the Professional Members; provided that no Professional Member shall appoint any such representative that has been formally disciplined by such Professional Member during the pendency of any such discipline plus two (2) years.
- 5.9 A Professional Member shall notify International Golf Federation in writing as to who is from time to time and for the time being the representative of that Professional Member.

- 5.10 A Professional Member may by notice in writing to International Golf Federation from time to time: -
- 5.10.1 terminate the appointment of any person as the representative of that Professional Member, and
 - 5.10.2 appoint, in place of and in substitution for any representative of that Professional Member who for any reason whatsoever ceases to be the representative of that Professional Member, another representative of that Professional Member to attend, speak and vote on behalf of that Professional Member at any meeting of, or on any resolution of, the Professional Members.
- 5.11 The representative of a Professional Member shall have one vote on any resolution put to a meeting of the Professional Members.
- 5.12 meeting of the Professional Members may be convened by:-
- 5.12.1 the Board;
 - 5.12.2 the Executive Committee; or
 - 5.12.3 50 per cent or more of the Professional Members.
- 5.13 Not less than 60 clear days notice of any meeting of the Professional Members shall be given to each of the Professional Members and to each other person entitled to receive notice of that meeting, provided always that a meeting of the Professional Members may be held on less than 60 clear days notice if all of the Professional Members agree to that meeting being so held.
- 5.14 The accidental omission to give notice of any meeting of the Professional Members to, or the non receipt of the notice of any meeting of the Professional Members by, any body or person shall not invalidate the proceedings at that meeting.
- 5.15 No resolution may be proposed or voted on at any meeting of the Professional Members unless: -
- 5.15.1 that resolution is included or referred to in the notice convening that meeting; or
 - 5.15.2 if the resolution (a "new resolution") is a procedural resolution or a resolution making a minor or immaterial or grammatical alteration to (or giving effect to) a resolution included or referred to in the notice convening that meeting of the Professional Members, the chairman of that meeting agrees to the new resolution being proposed and voted on at that meeting; or
 - 5.15.3 a notice of the intention to move that resolution at that meeting, signed on behalf of one or more of the Professional Members, has not less than 45 days prior to the date of that meeting been given to International Golf Federation.
- 5.16 Any meeting of the Professional Members shall be held at such place and time as shall be specified in the notice convening that meeting.

- 5.17 The representatives present in person of four or more of the Professional Members shall be the quorum required for the transaction of business at any meeting of the Professional Members.
- 5.18 If within 30 minutes from the time appointed for a meeting of the Professional Members the quorum required for the transaction of business in terms of Article 5.17 is not present, that meeting shall be dissolved.
- 5.19 The chairman of the Executive Committee shall chair any meeting of the Professional Members. If there is no chairman of the Executive Committee or if the chairman of the Executive Committee is not present at any meeting of the Professional Members or is not willing to chair any meeting of the Professional Members, the chairman of that meeting shall be nominated by the Executive Committee.
- 5.20 The chairman of a meeting of the Professional Members may, with the consent of a majority of the representatives of the Professional Members present at that meeting and shall if so directed by such a majority, adjourn that meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting of the Professional Members other than the business left unfinished at the meeting of the Professional Members from which the adjournment took place. When a meeting of the Professional Members is adjourned for 30 days or more, notice of the adjourned meeting of the Professional Members shall be given as in the case of an original meeting of the Professional Members. Except as aforesaid, it shall not be necessary to give any notice of an adjournment of a meeting of the Professional Members or of the business to be transacted at any adjourned meeting of the Professional Members.
- 5.21 At any meeting of the Professional Members a resolution put to the vote of the meeting shall be decided on a show of hands or by ballot, and a resolution put to the vote of a meeting of the Professional Members shall be passed if more than 50 per cent of the votes cast on the resolution are in favour of the resolution. A ballot on a vote put to a meeting of the Professional Members may be a secret ballot if the Executive Committee is satisfied as to the security of the ballot.
- 5.22 The chairman of a meeting of the Professional Members shall not have a second or casting vote.
- 5.23 No objection shall be raised as to the entitlement of any person to vote at a meeting of the Professional Members except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at a meeting of the Professional Members shall be valid. Any objection shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
- 5.24 A declaration by the chairman of any meeting of the Professional Members that a resolution at that meeting has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the Professional Members shall be conclusive evidence of the fact, without proof of the number of votes recorded in favour of or against the resolution.
- 5.25 If more than 50 per cent of the representatives of Professional Members signify by e-mail that they are in favour of any resolution, then that resolution shall be deemed to have been passed at, and shall be as valid and effective as a resolution passed at, a duly convened and held meeting of the Professional Members, provided always that:-

- 5.25.1 no resolution shall be valid and effective pursuant to this Article 5.25 unless the Executive Committee is satisfied as to the security of the e-mail voting procedure on the resolution; and
- 5.25.2 not less than 30 days have elapsed between (a) the time of the e-mail communication to all the Professional Members (and to each other person then entitled to receive notice of a meeting of the Professional Members) intimating the resolution to the Professional Members and inviting the Professional Members to vote on the resolution and (b) the last time by which any representative of a Professional Member can by e-mail exercise his or her vote on the resolution.
- 5.26 A resolution in writing signed by or on behalf of more than 50 per cent of the Professional Members shall be as valid and effective as if the resolution had been passed at a duly convened and held meeting of the Professional Members and may consist of several documents in the like form each signed by or on behalf of one or more of the Professional Members, provided always that:-
- 5.26.1 no resolution shall be valid and effective pursuant to this Article 5.26 unless the Executive Committee is satisfied as to the security of the voting procedure on the resolution; and
- 5.26.2 not less than 30 days have elapsed between (a) the time that the written resolution was sent to the Professional Members (and to each other person who is then entitled to receive notice of a meeting of the Professional Members) and (b) the last time by which any Professional Member can exercise its vote on the resolution.
- 5.27 Any member of the Board (including the President and the Vice President) who is not entitled as the representative of a Professional Member to receive notice of and to attend and speak at a meeting of the Professional Members shall be entitled to receive notice of and to attend and speak, but not to vote, at that meeting of the Professional Members.
- 5.28 Any member of the Executive Committee who is not entitled as the representative of a Professional Member to receive notice of and to attend and speak at a meeting of the Professional Members shall be entitled to receive notice of and to attend and speak, but not to vote, at that meeting of the Professional Members.
- 5.29 The Executive Committee may invite or allow any person or persons to attend and speak, but not to vote, at any meeting or meetings of the Professional Members.

6 The Administrative Committee

- 6.1 The Administrative Committee shall be responsible for
- 6.1.1 encouraging the international development of the sport of golf; and
- 6.1.2 fostering friendship and sportsmanship among the peoples of the world by organising biennially the World Amateur Team Championships.
- 6.2 The Administrative Committee shall also be responsible for: -

- 6.2.1 the financial and cash flow management of the business and affairs of International Golf Federation managed by the Administrative Committee (or by any sub-committee of the Administrative Committee);
 - 6.2.2 ensuring that the business and affairs of International Golf Federation managed by the Administrative Committee (or by any sub-committee of the Administrative Committee) are self-financing; and
 - 6.2.3 ensuring that the Administrative Committee has sufficient administration, management and secretarial support to enable the Administrative Committee to fulfil the responsibilities of the Administrative Committee.
- 6.3 There shall be 18 members of the Administrative Committee being: -
- 6.3.1 two members appointed by the R&A pursuant to Article 6.4;
 - 6.3.2 two members appointed by the USGA pursuant to Article 6.5;
 - 6.3.3 the Women's Chairman of the Administrative Committee pursuant to Article 6.6; and
 - 6.3.4 13 members appointed pursuant to Articles 6.9 to 6.20 below.
- 6.4 The R&A may by notice in writing to International Golf Federation from time to time: -
- 6.4.1 appoint two members of the Administrative Committee;
 - 6.4.2 terminate the appointment as a member of the Administrative Committee of any person appointed by the R&A as a member of Administrative Committee pursuant to this Article 6.4;
 - 6.4.3 appoint a member of the Administrative Committee in place of and in substitution for any member of the Administrative Committee appointed by the R&A pursuant to this Article 6.4 who for any reason whatsoever ceases to be a member of the Administrative Committee; and
 - 6.4.4 nominate as Joint Chairman of the Administrative Committee one of the members of the Administrative Committee from time to time and for the time being appointed by the R&A pursuant to this Article 6.4.
- 6.5 The USGA may by notice in writing to International Golf Federation from time to time: -
- 6.5.1 appoint two members of the Administrative Committee;
 - 6.5.2 terminate the appointment as a member of the Administrative Committee of any person appointed by the USGA as a member of Administrative Committee pursuant to this Article 6.5;
 - 6.5.3 appoint a member of the Administrative Committee in place of and in substitution for any member of the Administrative Committee appointed by the USGA pursuant to this Article 6.5 who for any reason whatsoever ceases to be a member of the Administrative Committee; and

- 6.5.4 nominate as Joint Chairman of the Administrative Committee one of the members of the Administrative Committee from time to time and for the time being appointed by the USGA pursuant to this Article 6.5.
- 6.6 The Women's Chairman of the Administrative Committee shall be appointed at a biennial meeting of the National Federation Members held in accordance with Article 4.28, provided that no person may be appointed as Women's Chairman unless the appointment of that person as Women's Chairman has been recommended by the Administrative Committee. If there is no Women's Chairman, the Administrative Committee may appoint the Women's Chairman but the person so appointed shall only be the Women's Chairman until the conclusion of the next following biennial meeting of the National Federation Members held in accordance with Article 4.28 (and the period of office of such person as Women's Chairman from the date of that person's appointment as Women's Chairman by the Administrative Committee to the conclusion of the next following biennial meeting of the National Federation Members held in accordance with Article 4.28 shall be disregarded for the purposes of Article 6.7).
- 6.7 The Women's Chairman shall serve for a term of six years commencing immediately following the conclusion of one biennial World Amateur Team Championships and ending immediately following the conclusion of the biennial World Amateur Team Championships held six years thereafter.
- 6.8 The Women's Chairman shall, on a rotation basis, be a national of or normally resident in a country in one of the three Zones referred to in Article 6.9.
- 6.9 Of the 13 appointed members of the Administrative Committee referred to in Article 6.3.4: -
- 6.9.1 five shall be appointed by National Federation Members, agreed or selected in accordance with Articles 6.10, 6.13, 6.14, 6.16, 6.17, 6.18, 6.19 and 6.20, representing countries in the Asia - Pacific Zone;
- 6.9.2 four shall be appointed by National Federation Members, agreed or selected in accordance with Articles 6.11, 6.13, 6.14, 6.16, 6.17, 6.18, 6.19 and 6.20, representing countries in the American Zone; and
- 6.9.3 four shall be appointed by National Federation Members, agreed or selected in accordance with Articles 6.12, 6.13, 6.14, 6.15, 6.16, 6.17, 6.18, 6.19 and 6.20, representing countries in the European - African Zone.
- For this purpose: -
- 6.9.4 the Asian - Pacific Zone shall comprise the countries of Asia, Oceania and some countries in the Middle East;
- 6.9.5 the American Zone shall comprise the countries of North America, the Caribbean, Central America and South America; and
- 6.9.6 the European - African Zone shall comprise the countries of Europe, Africa and some countries of the Middle East

with any question as to any country's Zone being determined according to the Continental Divisions of the International Olympic Committee.

- 6.10 The five National Federation Members representing countries in the Asia – Pacific Zone which are entitled from time to time to appoint members of the Administrative Committee shall be agreed between the National Federation Members representing those countries before any biennial meeting of the National Federation Members held in accordance with Article 4.28 or, failing agreement between those National Federation Members, shall be selected at that biennial meeting of the National Federation Members by ballot of the National Federation Members representing those countries.
- 6.11 The four National Federation Members representing countries in the American Zone which are entitled from time to time to appoint members of the Administrative Committee shall be agreed between the National Federation Members representing those countries before any biennial meeting of the National Federation Members held in accordance with Article 4.28 or, failing agreement between those National Federation Members, shall be selected at that biennial meeting of the National Federation Members by ballot of the National Federation Members representing those countries, provided always that the USGA may not be one of the National Federation Members agreed or selected pursuant to this Article 6.11 to have the right to appoint a member of the Administrative Committee.
- 6.12 The four National Federation Members representing countries in the European – African Zone which are entitled from time to time to appoint members of the Administrative Committee shall be agreed between the National Federation Members representing those countries before any biennial meeting of the National Federation Members held in accordance with Article 4.28 or, failing agreement between those National Federation Members, shall be selected at that biennial meeting of the National Federation Members by ballot of the National Federation Members representing those countries, provided always that the R&A may not be one of the National Federation Members agreed or selected pursuant to this Article 6.12 to have the right to appoint a member of the Administrative Committee.
- 6.13 The National Federation Member which represents the country of which the Women's Chairman of the Administrative Committee is a national (and, if different, the National Federation Member which represents the country in which the Women's Chairman of the Administrative Committee normally resides) shall not be eligible to appoint a member of the Administrative Committee.
- 6.14 At least two of the five members of the Administrative Committee appointed by the National Federation Members representing countries in Asian – Pacific Zone must be a woman, at least two of the four members of the Administrative Committee appointed by the National Federation Members representing countries in the American Zone must be a woman and at least two of the four members of the Administrative Committee appointed by the National Federation Members representing countries in the European – African Zone must be a woman. If the National Federation Members representing the countries in any Zone which are entitled to appoint members of the Administrative Committee cannot agree amongst themselves which one of them is to appoint a woman to be a member of the Administrative Committee, those who must appoint a woman to be a member of the Administrative Committee shall be selected by the Joint Chairmen and the Women's Chairman of the Administrative Committee.
- 6.15 Of the four National Federation Members representing countries in the European - African Zone which at any time have the right to appoint a member of the Administrative Committee, three shall be representatives of countries in Europe and some countries of the Middle East and one shall be a representative of a country in Africa.

- 6.16 The Administrative Committee shall serve as a nominating committee and shall propose to each biennial meeting of the National Federation Members held pursuant to Article 4.28 which National Federation Members are to have the right to appoint members of the Administrative Committee from the conclusion of one biennial World Amateur Team Championships to the conclusion of the next following biennial World Amateur Team Championships.
- 6.17 If any National Federation Member representing a country in any Zone which has been agreed or selected pursuant to any of Articles 6.10, 6.11 or 6.12 to have the right to appoint a member of the Administrative Committee fails to exercise its right to appoint a member of the Administrative Committee, the Administrative Committee may nominate a National Federation Member representing another country in that Zone to exercise that right in place of and in substitution for the National Federation Member which failed to exercise the right.
- 6.18 Each National Federation Member which is agreed or selected pursuant to any of Articles 6.10, 6.11, 6.12 or 6.17 to have the right to appoint a member of the Administrative Committee shall exercise that right by notice in writing to International Golf Federation naming the member of the Administrative Committee appointed by that National Federation Member, and such a National Federation Member may by notice in writing to International Golf Federation remove and replace any member of the Administrative Committee appointed by that National Federation Member.
- 6.19 Any member of the Administrative Committee appointed by any National Federation Member pursuant to Article 6.18 shall cease to be a member of the Administrative Committee on the conclusion of the biennial World Amateur Team Championships held following the effective date of that member's appointment as a member of the Administrative Committee (unless that member has ceased prior to that conclusion to be a member of the Administrative Committee), but shall subject always to Articles 6.14 and 6.18 be eligible for reappointment as a member of the Administrative Committee.
- 6.20 The member of the Administrative Committee appointed by any National Federation Member pursuant to Article 6.18 must be a national of, or normally resident in, the country which that National Federation Member represents.
- 6.21 The National Federation Member representing any country which has been selected as the country in which the World Amateur Team Championships are to be held shall be entitled, if that National Federation Member is not one of the National Federation Members which has the right pursuant to any of Articles 6.10, 6.11, 6.12 or 6.17 to appoint a member of the Administrative Committee, to appoint (and to remove and replace) a representative of that National Federation Member to receive notice of and to attend and speak, but not to vote, at any meeting of the Administrative Committee. A National Federation Member having a right pursuant to this Article 6.21 to appoint (and to remove and replace) a representative of that National Federation Member to receive notice of and to attend and speak, but not to vote, at any meeting of the Administrative Committee shall exercise that right by notice in writing to International Golf Federation naming that representative of that National Federation Member. The representative of a National Federation Member so appointed pursuant to this Article 6.21 must be a national of, or normally resident in, the country which that National Federation Member represents.
- 6.22 Administrative Committee members are eligible for re-appointment (with respect to the country represented by the relevant Administrative Committee member) up to a maximum period of service on the committee of twelve (12) years.

- 6.23 The Administrative Committee may not co-opt additional members of the Administrative Committee
- 6.24 A member of the Executive Committee (and consequentially a member of the Board) may be a member of the Administrative Committee
- 6.25 A member of the Administrative Committee may resign at any time as a member of the Administrative Committee by notice in writing to International Golf Federation, and the resignation of a member of the Administrative Committee shall take effect on the date of the receipt of such notice by International Golf Federation or on such later date as may be specified in such notice.
- 6.26 The Administrative Committee shall meet prior to a biennial meeting of the National Federation Members.
- 6.27 The Administrative Committee may also meet annually at a date and location, and at such other times and locations, as may be determined by the Administrative Committee.
- 6.28 10 voting members of the Administrative Committee present in person shall constitute a quorum of the Administrative Committee.
- 6.29 Between meetings of the Administrative Committee, the Administrative Committee may take action by e-mail vote on resolutions submitted to the members of the Administrative Committee.
- 6.30 One of the Joint Chairmen of the Administrative Committee shall preside at meetings of the Administrative Committee. If the Joint Chairmen cannot agree between themselves which one of them is to preside at any meeting of the Administrative Committee, which one of them is to preside at that meeting shall be determined by lot.
- 6.31 Each member of the Administrative Committee shall have one vote on any resolution put to the Administrative Committee. The chairman of any meeting of the Administrative Committee shall not have a second vote.
- 6.32 Unless otherwise stated in this Constitution, a resolution of the Administrative Committee shall be duly passed at a meeting of the Administrative Committee if more than 50 per cent of the votes on the resolution are in favour of the resolution.
- 6.33 A resolution in writing signed by more than 50 per cent of the members of the Administrative Committee shall be as valid and effective as if the resolution had been passed at a duly convened and held meeting of the Administrative Committee and may consist of several documents in the like form each signed by one or more of the members of the Administrative Committee, provided always that:-
- 6.33.1 no resolution shall be valid and effective pursuant to this Article 6.33 unless the Administrative Committee is satisfied as to the security of the voting procedure on the resolution; and
- 6.33.2 not less than seven days have elapsed between (a) the time that the written resolution is sent to all of the members of the Administrative Committee (and to each other person then entitled to receive notice of a meeting of the Administrative Committee) intimating the resolution to the members of the Administrative Committee and inviting the members of the Administrative Committee to vote on the resolution and (b) the

last time by which a member of the Administrative Committee can exercise his or her vote on the resolution.

- 6.34 Subject to any policies or procedures determined by the National Federation Members and to this Constitution, the Administrative Committee shall conduct the business of the Administrative Committee (including making decisions by telephone or e-mail communication) as the Administrative Committee sees fit.
- 6.35 A meeting of the Administrative Committee may consist of a conference telephone call between members of the Administrative Committee who are not all in one place, but of whom each is able to speak to each of the others and to be heard by each of the others simultaneously. A member of the Administrative Committee taking part in such a conference telephone call shall be deemed to be present in person at the meeting. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled or, if there is no such group, where the chairman of the meeting is. The word "meeting" when referring to a meeting of the Administrative Committee in this Constitution shall be construed accordingly.
- 6.36 If the President is not a member of the Administrative Committee, the President shall be entitled to receive notice of and to attend and speak, but not to vote, at each meeting of the Administrative Committee.
- 6.37 If the Vice President is not a member of the Administrative Committee, the Vice President shall be entitled to receive notice of and to attend and speak, but not to vote, at each meeting of the Administrative Committee
- 6.38 The Administrative Committee may seek advice from such person or persons as the Administrative Committee sees fit in connection with fulfilling the responsibilities of the Administrative Committee.
- 6.39 The Administrative Committee may establish such sub-committees (consisting of such person or persons whether or not being members of the Administrative Committee) as the Administrative Committee sees fit and may make regulations governing any such sub-committee. The Administrative Committee may delegate to any such sub-committee such responsibilities as the Administrative Committee sees fit.
- 6.40 Any National Federation Member or National Federation Members may make a loan or loans to International Golf Federation of such amount or amounts and on such terms and conditions as shall be approved by the Administrative Committee.
- 6.41 A member of the Administrative Committee shall not be entitled to any payment, other than the reimbursement of expenses, from International Golf Federation for being a member of the Administrative Committee.
- 6.42 The National Federation Members may, by unanimous written agreement of the National Federation Members, change the membership and constitution, but not the responsibilities, of the Administrative Committee.

7. Executive Committee

- 7.1 The Executive Committee shall be responsible for: -
- 7.1.1 encouraging the international development of the sport of golf;

- 7.1.2 promoting golf as an Olympic sport;
 - 7.1.3 the fulfilment of International Golf Federation's role and responsibilities as the international federation for golf in the Olympic Games and for establishing and enforcing, in accordance with the Olympic spirit, the rules concerning the playing of golf in the Olympic Games; and
 - 7.1.4 ensuring that International Golf Federation fulfils in respect of the sport of golf the mission and role of an international federation within the Olympic movement.
- 7.2 The Executive Committee shall also be responsible for: -
- 7.2.1 the financial and cash flow management of the business and affairs of International Golf Federation managed by the Executive Committee (or by any sub-committee of the Executive Committee);
 - 7.2.2 ensuring that the business and affairs of International Golf Federation managed by the Executive Committee (or by any sub-committee of the Executive Committee) are self-financing; and
 - 7.2.3 ensuring that the Executive Committee has sufficient administration, management and secretarial support to enable the Executive Committee to fulfil the responsibilities of the Executive Committee.
- 7.3 The President shall ex officio be a member of the Executive Committee unless the President has been appointed as a member of the Executive Committee pursuant to any of Articles 7.5 to 7.11 inclusive. If the President is removed as a member of the Executive Committee pursuant to any of Articles 7.5 to 7.11 inclusive, then the President shall remain ex officio as a member of the Executive Committee,
- 7.4 The Vice President shall ex officio be a member of the Executive Committee unless the Vice President has been appointed as a member of the Executive Committee pursuant to any of Articles 7.5 to 7.11 inclusive. If the Vice President is removed as a member of the Executive Committee pursuant to any of Articles 7.5 to 7.11 inclusive, then the Vice President shall remain ex officio as a member of the Executive Committee.
- 7.5 The LPGA shall be entitled by notice in writing to International Golf Federation: -
- 7.5.1 to appoint one member of the Executive Committee;
 - 7.5.2 to remove any member of the Executive Committee appointed by the LPGA pursuant to this Article 7.5; and
 - 7.5.3 to appoint a member of the Executive Committee in place of and in substitution for any member of the Executive Committee appointed by the LPGA pursuant to this Article 7.5 who for any reason whatsoever ceases to be a member of the Executive Committee.
- 7.6 The PGAA shall be entitled by notice in writing to International Golf Federation: -
- 7.6.1 to appoint one member of the Executive Committee;

- 7.6.2 to remove any member of the Executive Committee appointed by the PGAA pursuant to this Article 7.6; and
 - 7.6.3 to appoint a member of the Executive Committee in place of and in substitution for any member of the Executive Committee appointed by the PGAA pursuant to this Article 7.6 who for any reason whatsoever ceases to be a member of the Executive Committee.
- 7.7 The PGA European Tour shall be entitled by notice in writing to International Golf Federation: -
- 7.7.1 to appoint one member of the Executive Committee;
 - 7.7.2 to remove any member of the Executive Committee appointed by the PGA European Tour pursuant to this Article 7.7; and
 - 7.7.3 to appoint a member of the Executive Committee in place of and in substitution for any member of the Executive Committee appointed by the PGA European Tour pursuant to this Article 7.7 who for any reason whatsoever ceases to be a member of the Executive Committee.
- 7.8 The PGA TOUR shall be entitled by notice in writing to International Golf Federation: -
- 7.8.1 to appoint one member of the Executive Committee;
 - 7.8.2 to remove any member of the Executive Committee appointed by the PGA TOUR pursuant to this Article 7.8; and
 - 7.8.3 to appoint a member of the Executive Committee in place of and in substitution for any member of the Executive Committee appointed by the PGA TOUR pursuant to this Article 7.8 who for any reason whatsoever ceases to be a member of the Executive Committee.
- 7.9 The R&A shall be entitled by notice in writing to International Golf Federation: -
- 7.9.1 to appoint one member of the Executive Committee,
 - 7.9.2 to remove any member of the Executive Committee appointed by the R&A pursuant to this Article 7.9; and
 - 7.9.3 to appoint a member of the Executive Committee in place of and in substitution for any member of the Executive Committee appointed by the R&A pursuant to this Article 7.9 who for any reason whatsoever ceases to be a member of the Executive Committee.
- 7.10 The USGA shall be entitled by notice in writing to International Golf Federation: -
- 7.10.1 to appoint one member of the Executive Committee;
 - 7.10.2 to remove any member of the Executive Committee appointed by the USGA pursuant to this Article 7.10; and

- 7.10.3 to appoint a member of the Executive Committee in place of and in substitution for any member of the Executive Committee appointed by the USGA pursuant to this Article 7.10 who for any reason whatsoever ceases to be a member of the Executive Committee.
- 7.11 The Executive Committee may, with the unanimous agreement of the members of the Executive Committee, give any Professional Member or Professional Members (other than the LPGA, the PGAA, the PGA European Tour, the PGA TOUR, the R&A and the USGA) the right to appoint one member of the Executive Committee, and any Professional Member so given that right with the unanimous agreement of the members of the Executive Committee shall be entitled by notice in writing to International Golf Federation:-
- 7.11.1 to appoint one member of the Executive Committee;
- 7.11.2 to remove any member of the Executive Committee appointed by that Professional Member pursuant to this Article 7.11; and
- 7.11.3 to appoint a member of the Executive Committee in place of and in substitution for any member of the Executive Committee appointed by that Professional Member pursuant to this Article 7.11 who for any reason whatsoever ceases to be a member of the Executive Committee.
- 7.12 There shall be no member of the Executive Committee other than: -
- 7.12.1 the President, if the President is ex officio a member of the Executive Committee pursuant to Article 7.3;
- 7.12.2 the Vice President, if the Vice President is ex officio a member of the Executive Committee pursuant to Article 7.4; and
- 7.12.3 the members of the Executive Committee appointed pursuant to Articles 7.5 to 7.11 inclusive (including (a) the President if the President is one of such members and (b) the Vice President if the Vice President is one of such members).
- 7.13 The Executive Committee may not co-opt any additional member of the Executive Committee.
- 7.14 A member of the Administrative Committee may be a member of the Executive Committee (and consequentially may be a member of the Board).
- 7.15 A member of the Executive Committee may resign at any time as a member of the Executive Committee by notice in writing to International Golf Federation, and the resignation of a member of the Executive Committee shall take effect on the date of the receipt of such notice by International Golf Federation or on such later date as may be specified in such notice.
- 7.16 The members of the Executive Committee shall elect as chairman of the Executive Committee one of the members of the Executive Committee appointed pursuant to any of Articles 7.5 to 7.11 inclusive, on a rotation basis concurrently with each four (4) year Olympic quadrennial, such that no Professional Member's representative, once

elected as chair, shall act as chair for a subsequent quadrennial until all other Professional Members have had the opportunity to have their respective representative serve as chair. .

- 7.17 The same person may not be both the chairman of the Executive Committee and the chairman of the Board.
- 7.18 Each member of the Executive Committee shall have one vote on any resolution put to the Executive Committee, provided always that: -
- 7.18.1 the President shall not have any vote on a resolution put to the Executive Committee unless the President has been appointed as a member of the Executive Committee pursuant to any of Articles 7.5 to 7.11 inclusive;
- 7.18.2 the Vice President shall not have any vote on a resolution put to the Executive Committee unless the Vice President has been appointed as a member of the Executive Committee pursuant to any of Articles 7.5 to 7.11 inclusive; and
- 7.18.3 the chairman of any meeting of the Executive Committee shall not be entitled to a second or casting vote.
- 7.19 Unless otherwise stated in this Constitution, a resolution of the Executive Committee shall be duly passed at a meeting of the Executive Committee if more than 50 per cent of the votes on the resolution are in favour of the resolution.
- 7.20 A resolution in writing signed by more than 50 per cent of the members of the Executive Committee shall be as valid and effective as if the resolution had been passed at a duly convened and held meeting of the Executive Committee and may consist of several documents in the like form each signed by one or more of the members of the Executive Committee, provided always that:-
- 7.20.1 no resolution shall be valid and effective pursuant to this Article 7.20 unless the Executive Committee is satisfied as to the security of the voting procedure on the resolution; and
- 7.20.2 not less than seven days have elapsed between (a) the time that the written resolution is sent to all of the members of the Executive Committee (and to each other person then entitled to receive notice of a meeting of the Executive Committee) intimating the resolution to the members of the Executive Committee and inviting the members of the Executive Committee to vote on the resolution and (b) the last time by which a member of the Executive Committee can exercise his or her vote on the resolution.
- 7.21 Subject to any policies or procedures determined by the Professional Members and this Constitution, the Executive Committee shall conduct the business of the Executive Committee (including the transaction of business by the Executive Committee and making decisions by telephone or e-mail communication) as the Executive Committee sees fit. The representatives of 50% or more of the Executive Committee Members shall be the quorum required for the transaction of business at any meeting of the Executive Committee.
- 7.22 A meeting of the Executive Committee may consist of a conference telephone call between members of the Executive Committee who are not all in one place, but of whom each is able to speak to each of the others and to be

heard by each of the others simultaneously. A member of the Executive Committee taking part in such a conference telephone call shall be deemed to be present in person at the meeting. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled or, if there is no such group, where the chairman of the meeting is. The word "meeting" when referring to a meeting of the Executive Committee in this Constitution shall be construed accordingly.

- 7.23 The Executive Committee may seek advice from such person or persons as the Executive Committee sees fit in connection with fulfilling the responsibilities of the Executive Committee.
- 7.24 The Executive Committee may establish such sub-committees (consisting of such person or persons whether or not being members of the Executive Committee) as the Executive Committee sees fit and may make regulations governing any such sub-committee. The Executive Committee may delegate to any such sub-committee such responsibilities as the Executive Committee sees fit in connection with promoting golf as an Olympic sport and in connection with organising golf in the Olympic Games.
- 7.25 Any Professional Member or Professional Members may make a loan or loans to International Golf Federation of such amount or amounts and on such terms and conditions as shall be approved by the Executive Committee for the purpose of funding the promotion by the Executive Committee of golf as an Olympic sport and for the purpose of funding the organisation of golf in the Olympic Games.
- 7.26 A member of the Executive Committee shall not be entitled to any payment, other than the reimbursement of expenses, from International Golf Federation for being a member of the Executive Committee.
- 7.27 The Professional Members may, by unanimous written agreement of the Professional Members, change the membership and constitution, but not the responsibilities, of the Executive Committee.

8. The Board

- 8.1 The members of the Board shall be: -
- 8.1.1 ex officio, the members of the Executive Committee;
 - 8.1.2 any member or members appointed pursuant to Article 8.2;
 - 8.1.3 any member appointed pursuant to Article 8.3; and
 - 8.1.4 the Women's Chairman of the Administrative Committee appointed pursuant to Article 6.6
- 8.2 The Administrative Committee shall be entitled by notice in writing to International Golf Federation: -
- 8.2.1 to appoint, at the option of the Administrative Committee, one member of the Board;
 - 8.2.2 to remove any member of the Board appointed by the Administrative Committee pursuant to this Article 8.2; and

8.2.3 to appoint a member of the Board in place of and in substitution for any member of the Board appointed by the Administrative Committee pursuant to this Article 8.2 who for any reason whatsoever ceases to be a member of the Board.

8.3 The Executive Committee shall be entitled by notice in writing to International Golf Federation: -

8.3.1 to appoint one member of the Board;

8.3.2 to remove any member of the Board appointed by the Executive Committee pursuant to this Article 8.3; and

8.3.3 to appoint a member of the Board in place of and in substitution for any member of the Board appointed by the Executive Committee pursuant to this Article 8.3 who for any reason whatsoever ceases to be a member of the Board

provided always that any member of the Board appointed by the Executive Committee pursuant to this Article 8.3 shall be a member, officer or employee of a Professional Member.

8.4 The Board may not co-opt any additional member of the Board.

8.5 If the Board considers or is concerned that: -

8.5.1 any of the objects of International Golf Federation are not being or will not be effectively and efficiently fulfilled; or

8.5.2 International Golf Federation is insolvent; or

8.5.3 International Golf Federation is not, or will not, be able to meet the debts of International Golf Federation as such debts fall due for payment

the Board shall seek a report and action plan from, as required, the Administrative Committee or the Executive Committee. If the Board still considers or remains concerned that any of the objects of International Golf Federation are not being or will not be effectively and efficiently fulfilled or that International Golf Federation is insolvent or that International Golf Federation is not, or will not, be able to meet the debts of International Golf Federation as such debts fall due for payment, then the Board shall convene, as appropriate, a meeting of the National Federation Members and/or a meeting of the Professional Members.

8.6 The members of the Board shall appoint one of their own number as chairman of the Board on a rotation basis, currently with each four (4) year Olympic quadrennial, such that no organization's representative, once elected as chair, shall act as chair for a subsequent quadrennial until all other organizations represented on the Board have had the opportunity to have their respective representative serve as chair, and provided always that:-

8.6.1 the President may not be appointed as chairman of the Board unless the President has been appointed as a member of the Executive Committee pursuant to any of Articles 7.5 to 7.11 inclusive;

- 8.6.2 the Vice President may not be appointed as chairman of the Board unless the Vice President has been appointed as a member of the Executive Committee pursuant to any of Articles 7.5 to 7.11 inclusive; and
- 8.6.3 the same person may not be both the chairman of the Board and the chairman of the Executive Committee.
- 8.7 Each member of the Board shall have one vote on any resolution put to the Board, provided always that: -
- 8.7.1 President shall not have any vote on a resolution put to the Board unless the President has been appointed as a member of the Executive Committee pursuant to any of Articles 7.5 to 7.11 inclusive;
- 8.7.2 the Vice President shall not have any vote on a resolution put to the Board unless the Vice President has been appointed as a member of the Executive Committee pursuant to any of Articles 7.5 to 7.11 inclusive; and
- 8.7.3 the chairman of any meeting of the Board shall not be entitled to a second or casting vote
- 8.8 A resolution of the Board shall be duly passed at a meeting of the Board if more than 50 per cent of the votes on the resolution are in favour of the resolution.
- 8.9 A resolution in writing signed by more than 50 per cent of the members of the Board shall be as valid and effective as if the resolution had been passed at a duly convened and held meeting of the Board and may consist of several documents in the like form each signed by one or more of the members of the Board, provided always that:-
- 8.9.1 no resolution shall be valid and effective pursuant to this Article 8.9 unless the Board is satisfied as to the security of the voting procedure on the resolution; and
- 8.9.2 not less than seven days have elapsed between (a) the time that the written resolution is sent to all of the members of the Board intimating the resolution to the members of the Board and inviting the members of the Board to vote on the resolution and (b) the last time by which a member of the Board can exercise his or her vote on the resolution
- 8.10 The Board shall conduct the business of the Board (the transaction of business by the Board and making decisions by telephone or e-mail communication) as the Board sees fit. The representatives present of 50% or more of the Board shall be the quorum required for the transaction of business at any meeting of the Board.
- 8.11 A meeting of the Board may consist of a conference telephone call between members of the Board who are not all in one place, but of whom each is able to speak to each of the others and to be heard by each of the others simultaneously. A member of the Board taking part in such a conference telephone call shall be deemed to be present in person at the meeting. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled or, if there is no such group, where the chairman of the meeting is. The word "meeting" when referring to a meeting of the Board in this Constitution shall be construed accordingly.
- 8.12 The Board may seek advice from such person or persons as the Board sees fit in connection with fulfilling the responsibilities of the Board.

- 8.13 The Board may establish such sub-committees (consisting of such person or persons whether or not being members of the Board) as the Board sees fit and may make regulations governing any such sub-committee. The Board may delegate to any such sub-committee such responsibilities as the Board sees fit, provided that the responsibilities delegated by the Board to any such sub-committee are within the role and responsibilities of the Board.
- 8.14 A member of the Board shall not be entitled to any payment, other than the reimbursement of expenses, from International Golf Federation for being a member of the Board.

9. President

- 9.1 The Board shall appoint the President of International Golf Federation. The President shall (either as an ex officio member of the Executive Committee or as an appointed member of the Executive Committee) be a member of the Executive Committee (and consequentially shall be an ex officio member of the Board) and may be a member of the Administrative Committee.
- 9.2 The Board may remove any person as President and may appoint another President in place of any President who is removed by the Board or who resigns or who otherwise ceases to be President.
- 9.3 The President may resign at any time as the President by notice in writing to International Golf Federation, and the resignation of the President shall take effect on the date of the receipt of such notice by International Golf Federation or on such later date as may be specified in such notice.
- 9.4 The President shall be subject to re-appointment every two years. Without the agreement of all the members of the Board who are entitled to vote at a meeting of the Board: -
- 9.4.1 no person may serve as the President for more than six consecutive years; and
- 9.4.2 no person may be re-appointed as President for a third or subsequent time.
- 9.5 The President shall represent International Golf Federation in such circumstances and at such events, and in such manner or way, as shall be determined by the Board.
- 9.6 The President shall not be entitled to any payment, other than the reimbursement of expenses, from International Golf Federation for being the President.

10. Vice President

- 10.1 The Board shall appoint the Vice President of International Golf Federation. The Vice President shall (either as an ex officio member of the Executive Committee or as an appointed member of the Executive Committee) be a member of the Executive Committee (and consequentially shall be an ex officio member of the Board) and may be a member of the Administrative Committee.
- 10.2 The Board may remove any person as the Vice President and may appoint another Vice President in place of any Vice President who is removed by the Board or who resigns or who otherwise ceases to be Vice President.

- 10.3 The Vice President may resign at any time as the Vice President by notice in writing to International Golf Federation, and the resignation of the Vice President shall take effect on the date of the receipt of such notice by International Golf Federation at such later date as may be specified in such notice.
- 10.4 The Vice President shall be subject to re-appointment every two years. Without the agreement of all the members of the Board who are entitled to vote at a meeting of the Board: -
- 10.4.1 no person may serve as the Vice President for more than six consecutive years; and
- 10.4.2 no person may be re-appointed as Vice President for a third or subsequent time.
- 10.5 Any period of office as Vice President shall not be taken into account for the purposes of Article 9.4 in calculating the period of office as President.
- 10.6 The Vice President shall represent International Golf Federation in such circumstances and at such events, and in such manner or way, as shall be determined by the Board.
- 10.7 The Vice President shall not be entitled to any payment, other than the reimbursement of expenses, from International Golf Federation for being the Vice President.

11. Employees

- 11.1 Subject to Article 11.2 International Golf Federation may employ such person or persons as, and on such terms and conditions as, shall be approved by the Board.
- 11.2 The Board shall approve the employment by International Golf Federation of such person who has, or such persons who have, the skills and experience necessary: -
- 11.2.1 to provide the administration, management and secretarial support required to enable the Administrative Committee to fulfil the responsibilities of the Administrative Committee; and
- 11.2.2 to provide the administration, management and secretarial support required to enable the Executive Committee to fulfil the responsibilities of the Executive Committee.

12. Overheads

- 12.1 Any overheads of International Golf Federation, including overheads of staff and premises, shall be allocated to the Administrative Committee and the Executive Committee as the Board determines

13. Accounts and Audit

- 13.1 Unless otherwise determined by the Board, the financial year of International Golf Federation shall end on 31 December.
- 13.2 Accounts giving the financial position, assets and liabilities of International Golf Federation in accordance with Swiss Law shall be kept; and it shall be the responsibility of the Board to ensure that such accounts are kept.

- 13.3 The Administrative Committee shall co-operate with the Board in ensuring that accounts giving the financial position, assets and liabilities of International Golf Federation in accordance with Swiss Law are kept.
- 13.4 The Executive Committee shall co-operate with the Board in ensuring that accounts giving the financial position, assets and liabilities of International Golf Federation in accordance with Swiss Law are kept.
- 13.5 The financial year end accounts of International Golf Federation shall be audited by such auditors as shall be determined by the Board.
- 13.6 A copy of the audited financial year end accounts of International Golf Federation shall be provided to: -
- 13.6.1 each National Federation Member;
 - 13.6.2 each Professional Member;
 - 13.6.3 each member of the Administrative Committee; and
 - 13.6.4 each member of the Executive Committee.

14. Notices

- 14.1 Any notice may be given by International Golf Federation pursuant to this Constitution either: -
- 14.1.1 personally;
 - 14.1.2 by sending the notice through the post in a pre-paid properly addressed envelope to the addressee of such notice;
 - 14.1.3 by e-mail to the then current e-mail address of the addressee of the notice as notified to International Golf Federation by that addressee; or
 - 14.1.4 by fax to the then current fax number of the addressee of the notice as notified to International Golf Federation by that addressee.
- 14.2 Any notice may be given to International Golf Federation pursuant to this Constitution either: -
- 14.2.1 by delivering the notice to the IGF Office marked for the attention of "the Director";
 - 14.2.2 by sending the notice through the post to International Golf Federation at the IGF Office in a pre-paid properly addressed envelope marked for the attention of "the Director";
 - 14.2.3 by e-mail to the then current e-mail address of the Director of International Golf Federation; or
 - 14.2.4 by fax to the then current fax number of International Golf Federation.
- 14.3 Any notice which is sent by or to International Golf Federation pursuant to this Constitution in hard copy in a pre-paid properly addressed envelope shall be deemed to have been received by the intended recipient: -

14.3.1 48 hours after the posting of that envelope if the notice was posted in the same country as the country in which the notice was to be delivered; and

14.3.2 96 hours after the posting of that envelope if the notice was not posted in the country in which the notice was to be delivered

and in proving such receipt it shall be sufficient to show that such envelope contained that notice and was properly addressed, prepaid and posted.

14.4 Any notice sent by post by or to International Golf Federation from one country to another country shall be sent by airmail.

14.5 Any notice which is sent by or to International Golf Federation pursuant to this Constitution by e-mail or by fax shall be deemed to have been received by the intended recipient at the time of transmission, provided that if the time of transmission was after 17:00 (Geneva time) on any business day or at any time on a day which is not a business day the notice shall be deemed to have been received at 09:00 (Geneva time) on the next business day, and in proving such receipt it shall be sufficient to show that such notice was:-

14.5.1 in the case of a notice given by e-mail, properly addressed to the then current e-mail address for the purposes of this Constitution of the addressee of the notice;

14.5.2 in the case of a notice given by fax, sent to the then current fax number for the purposes of this Constitution of the addressee of the notice.

14.6 For the purposes of Article 14.5, a business day is a day on which banks are generally open for business in Geneva.

15. Surplus Assets

15.1 No member of International Golf Federation shall, subject to Article 15.4, have any right to any property or asset of International Golf Federation.

15.2 Subject to Article 15.4 no return or repayment of any assets or funds of International Golf Federation shall be made to any member of International Golf Federation whether upon the dissolution or winding up of International Golf Federation or otherwise.

15.3 In the event of the dissolution or winding up of International Golf Federation any surplus assets and funds of International Golf Federation shall, subject always to Article 15.4, be applied as the Board sees fit for the benefit of the sport of golf in such country or countries as the Board determines.

15.4 In the event of the dissolution of International Golf Federation: -

15.4.1 such use or disposition of the Eisenhower Trophy shall be made as the USGA may in its discretion determine; and

- 15.4.2 such use or disposition of the Espirito Santo Trophy shall be made as the Portuguese Golf Federation may in its discretion determine.
- 15.5 International Golf Federation may be dissolved or wound up (and may only be dissolved or wound up) with the agreement in writing of: -
- 15.5.1 the LPGA;
 - 15.5.2 the PGAA;
 - 15.5.3 the PGA European Tour;
 - 15.5.4 the PGA TOUR;
 - 15.5.5 the R&A;
 - 15.5.6 the USGA;
 - 15.5.7 more than 50 per cent of the National Federation Members other than the R&A and the USGA; and
 - 15.5.8 more than 50 per cent of the Professional Members including the LPGA, the PGAA, the PGA European Tour, the PGA TOUR, the R&A and the USGA.

16. Amendments

- 16.1 The Constitution of International Golf Federation may subject to Articles 16.2 and 16.3 be amended by the unanimous agreement of the members of International Golf Federation or by a resolution on which: -
- 16.1.1 75 per cent or more of the votes of the representatives of the National Federation members exercised at a meeting of the National Federation Members or by e-mail; and
 - 16.1.2 75 per cent or more of the votes of the representatives of the Professional Members exercised at a meeting of the Professional Members or by e-mail are in favour of the resolution, provided always that subject as aforesaid: -
 - 16.1.3 no change to this Constitution shall be made unless the change is approved in writing by each of the R&A and the USGA;
 - 16.1.4 no change to this Constitution (other than a change to Article 4 or Article 6 shall be made) unless the change, in addition to being approved by the R&A and the USGA, is approved by the LPGA, the PGAA, the PGA European Tour and the PGA TOUR;
 - 16.1.5 no change shall be made to Article 15.4.1 unless the change has been approved by the USGA; and
 - 16.1.6 no change shall be made to Article 15.4.2 unless the change has been approved by the Portuguese Golf Federation.

- 16.2 Article 4 and/or Article 6 may be amended by unanimous agreement of the National Federation Members or by a resolution on which 75 per cent or more of the votes of the representatives of the National Federation Members exercised at a meeting of the National Federation Members or by e-mail are in favour of the resolution, provided always that each of the R&A and the USGA has agreed in writing to the passing of that resolution.
- 16.3 Article 5 and/or Article 7 may be amended by unanimous agreement of the Professional Members or by a resolution on which 75 per cent or more of the votes of the representatives of the Professional Members exercised at a meeting of the Professional Members or by e-mail are in favour of the resolution, provided always that each of the LPGA, the PGAA, the PGA European Tour, the PGA TOUR, the R&A and the USGA has agreed in writing to the passing of that resolution.

17. Governing Law and Official Language

- 17.1 This constitution shall be governed by the Law of Switzerland.
- 17.2 English shall be the official language of International Golf Federation.



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