



EDGA NEW ARTICLES OF ASSOCIATION BASED ON THE 2015 ARTICLES OF ASSOCIATION OF THE EDGA AS PASSED IN 2015 DD 28- 2-2018

MAIN CHANGES:

- INTRODUCTION OF BOARD OF DIRECTORS AND ITS EXECUTIVE COMMITTEE (ONE TIER SYSTEM)
- INTERNAL ASSOCIATION RULES AND REGULATIONS LAID DOWN IN BYLAWS BY MEANS OF SEPARATE DOCUMENT
- CONTINUOUS TEXT OF THE ARTICLES OF ASSOCIATION OF EDGA

Article 1 – Definitions

General Assembly:	The meeting at which the members assembles and the body on which certain powers are conferred by law and these articles of Association
Board of Directors:	The body in charge of the management of the Association
Executive Management Team:	Team of Executive Directors charged with day to day running of the association
Officer:	Member of the Executive Management Team
Non-Executive Director:	A non-Executive Member of the Board
Bylaws:	Rules & regulations governing the internal affairs of the Association
DCC (Dutch Civil Code):	The Dutch Civil Code (<i>'Burgerlijk Wetboek'</i>)
e-mail:	A legible and reproducible electronic message
Annual accounts:	The annual accounts comprising a balance sheet and a statement of income and expenditure

Annual report:	The annual report drawn up by the Board of Directors on the course of events
Member:	Member of the association
In writing:	A message communicated by means of a bailiff's notification, a letter, either registered or otherwise, a fax, or an e-mail (reference is made to the Communications Regulations in the Bylaws)
Association:	The association whose organisation is regulated in these articles of association.

Article 2 – Name and Registered Office of the Association

- The name of the association is: EDGA
- The association has its registered office in The Hague, the Netherlands.
- EDGA is an international association of recognised national golf unions and golf federations.
- EDGA is an association formed under Dutch law and is listed as such in the Dutch Commercial Register, which means that EDGA's activities are governed by Dutch law.
- The official language of EDGA is English.
- The association has an emblem.

Article 3 – Purpose and Objectives

The association's objectives are as follows:

- Promoting and defending the shared interests of golfers with disability, without discriminating on political or religious grounds, or on the basis of their disability, gender or ethnic background, and integrating such golfers into the mainstream international golfing world;
- Coordinating, promoting and allocating golf tournaments for people with disability.
- Cooperating in and promoting training and rehabilitation by means of golf training courses, demonstration programmes, and facilitating the devising of golf programmes for disabled persons.
- Performing and promoting everything connected with the foregoing in the most comprehensive sense, or everything that is necessary or advisable in the interests of the members, all of which in the broadest possible.

Article 4

The association endeavours to achieve these objectives by *inter alia* the following:

- Establishing contact with Golf's major organisations and institutions, including but not limited to the International Golf Federation, The R&A and additionally the International Paralympic Committee.
- Taking the Rules of Golf and Amateur Status as laid down by the Royal and Ancient Golf Club of St. Andrews as its starting point, including the Modification of the Rules for Golfers with Disabilities.
- Obtaining the necessary approval from the relevant national/international recognised golfing organisations for the official EDGA recognised championships and/or challenge cup and/or cup and/or golf league competitions.
- Exclusively concerning itself with international aspects and refraining from involving itself in national matters, unless EDGA is brought into disrepute.
- Performing and promoting everything connected with the foregoing which could serve the objectives, in the most comprehensive sense, or everything that is necessary or advisable in the interests of the members.

When endeavouring to achieve the association's objectives, the lasting interests of all those involved in the association are taken into consideration.

After obtaining consent thereto from the relevant members, the association is authorised to stipulate rights and to take legal action to uphold stipulated rights on behalf of the members, including the claiming of compensation.

After obtaining consent thereto from the general assembly, with due observance of the provisions of these articles of association regarding the association's adopting of resolutions, the Board of Directors is authorised to add new obligations to membership.

Article 5 – Members

- Only recognised National Federations (Associations/Unions) can be members of the association.
- Only one (1) recognised National Federation of each country can be a member of the association. Furthermore, this golf federation has to be connected to and/or be a party in an agreement with the National Olympic Committee (NOC) of the country concerned and to act on behalf of that country in the International Olympic Committee (IOC).

Article 6 – Applying for Membership

- Potential members must apply to the Board of Directors in writing for membership. Applicants must provide the Board of Directors with all the information that the Board of Directors deems necessary.
- All applications for membership must include the following documents:
 - a. written statement to the effect that the applicant endorses and accepts the principles and the policy as defined in these articles of association.
 - b. a statement evidencing that the applicant is the recognised national golf federation and meets the requirements (as stated in article 5 point 2).
- The general assembly must pass a resolution on the admission of the applicant in the next general assembly after the date of application and must

notify the applicant of its decision in writing. The general assembly is not obliged to give any reasons for its decision.

- No appeal may be made against the decision of the general assembly.
- In the event of admission, the new member will receive a copy of the association's articles of association and regulations.
- All members are obliged to furnish the Board of Directors with their addresses and any changes of address in writing.
- If and as long as the general assembly has not yet given its decision, provisional membership shall be granted by the Board of Directors.
- On condition of payment of the annual contribution, conditional membership entitles the applicant to participate in all EDGA's activities, although it does not confer voting rights on the applicant. The applicant is entitled to send monitors to the general assembly.

Article 7 – Transferability of Membership

Membership is non-transferable, nor can it be acquired by hereditary succession.

Article 8 – Termination of Membership

The membership of a member shall be terminated:

- if the member ceases to exist
- if the member gives notice to terminate membership
- if the association gives notice to terminate membership
- in the event of disqualification (expulsion) on the part of the association.

Article 9 – Obligations of the Members

The members are required:

- to observe the articles of association and/or any Bylaws, regulations and resolutions of the bodies
- to keep to the instructions and indications of the Board of Directors
- to provide all information requested by the association that is needed to realise the association's objectives and to assess whether the member is a rightful member.

The member in question indemnifies the association for any consequences ensuing from not complying with the provisions of this article.

Article 10 – Rights of the Members

The members who have joined the association as members are entitled:

- to exercise the voting rights attached to their membership in the general assembly
- to use all services and facilities offered by the association
- to participate in activities and projects that are organised and developed by the association. These activities and/or projects may be incorporated into a separate legal entity, set up by the association to this end, whether or not together with other parties

- in exercising the rights in paragraphs 1 and 2. of this article, a member must tolerate the right of co-use and co-enjoyment of other members and third parties
- to file motions with the general assembly and the Board of Directors
- to nominate persons for committees of the EDGA
- to present bids to organise official EDGA championships, competitions, cup competitions, tournaments, conferences, seminars and any other event
- to receive EDGA newsletters, circulars and other relevant information.

Article 11 – General Assembly – Resolutions

- The general assembly is awarded all powers in the association that are not charged to other bodies by law or the articles of association.
- The call up to a general assembly takes place by way of convocation notices sent to every member. The convocation period is at least thirty (30) days, not counting the date of the notice and of the meeting. The convocation notice states the place and time, established by the Board of Directors, as well as the meeting agenda. Matters that are not included on the agenda may not be decided on at a general assembly unless all members are present or represented at the meeting.
- The general assembly meets at least once (1) per year, which must take place within six (6) months after the end of the financial year, in order to discuss the following matters:
 1. The written annual report of the Board of Directors on the course of affairs of the Association.
 2. Adopting the annual accounts.
 3. Discharging the Board of Directors for its policy.
 4. Other matters that are put on the agenda.
- Further, general assemblies shall be held as often as the Board of Directors deems necessary. Moreover, the Board of Directors is required to put those matters on the agenda contained in a written request stating reasons made by one third (1/3) of the members no later than thirty (30) days before the day of the meeting to the Board of Directors.
- A meeting can also be held by proxy.
- In case the general assembly cannot meet within six (6) months after the end of the financial year, the Finance Committee has proxy to review items 1 through 4 above and approving items 1 and 2 above.
- The Board of Directors is required to convene the general assembly if at least one third (1/3) of the members request so in writing, stating the business to be dealt with. If the Board of Directors does not comply with a request from the members as meant here above within fourteen (14) days, such that the Board of Directors meeting is held within four (4) weeks of this request, the applicants are authorised to organise the meeting themselves, taking the provisions of these articles of association into account. The applicants can then charge others than the Board of Directors with leading the meeting and drawing up the minutes.
- The costs of a meeting as meant in this paragraph and convening it are charged to the association.
- The president leads general assemblies. If the president is not present then another Officer, appointed by the Board of Directors, shall act as chairman. If none of the officers is present, one of the other Board Member, appointed by the Board of Directors shall act as Chair. If none of the Board Members are present, the meeting itself shall designate the chair. The chairman decides with regard to the admission of persons to the meeting as well as all matters with regard to meeting order. He is entitled to order a person to sit down and deny him access to the meeting or to have someone removed from the meeting.

- A unanimous resolution of all those who are entitled to vote at the meeting, even if they are not at the meeting, provided passed with the prior knowledge of the Board of Directors, has the same effect as a resolution of the general assembly.
- For a valid vote at least one third (1/3) of the members entitled to vote at the general assembly must be present or represented physically or by proxy.
- All resolutions of the general assembly with regard to which the law or these articles of association do not prescribe a greater majority shall be adopted by absolute majority of the votes cast.
- Each member casts one (1) vote at the general assembly. Blank and invalid votes are considered not to have been cast. Voting takes place by a show of hands. The Board of Directors may allow electronic voting and set conditions for it. If a member so requests, there shall be a secret ballot. These conditions must be announced in the convocation to the general assembly. If votes tie on business the motion is rejected. If there is a tie vote in an election between persons, lots shall be drawn to decide.
If, in an election between more than two (2) persons, no one receives an absolute majority, a revote shall be held between the two (2) persons receiving the largest number of votes, if necessary, after an interim vote.
- Everyone entitled to vote may grant written power of attorney to another person entitled to vote to cast his vote. A vote can also be cast via email sent to EDGA's Secretariat or the President. Any person entitled to vote may only act for one (1) other person as representative.
- Officers do not have voting rights in this capacity at the general assembly. If desired, the Board of Directors provides information about the actions it has taken and other matters, which are being dealt with, examined or studied by the Board of Directors, unless a serious interest of the association prevents this.
- The judgement expressed by the chairman at the meeting with regard to the result of a vote is decisive.
The same shall hold true for the substance of a resolution passed, insofar as the vote concerned a proposal not recorded in writing. However, if the correctness of the judgement expressed by the chairman is disputed immediately after it is pronounced, then a new vote shall take place if the majority of the meeting request such, or in the event that the original vote did not take place by roll call or by ballot and a person entitled to vote at the meeting requests such.
The legal consequences of the original vote shall no longer have effect as a result of this new vote.
- An Officer requested by the chairman, shall keep minutes of the matters dealt with in the meetings. These minutes shall be adopted in the same or following meeting and then signed by the chairman and secretary of that meeting.

Article 12 – Board of Directors

- The Board of Directors shall propose candidates for the Board of Directors to the General Assembly.
- Board of Director Members are appointed by the general assembly by way of a secret ballot.
- The Board of Directors consists of at least (6) Directors
The Board of Directors is composed of Officers and Non-Executive Directors.
- The Officers form the Executive Management Team and consists of the President and five Vice Presidents
- The Officers are in charge of the daily management but will be supported intensively by the non-executive directors.
- The HONORARY PRESIDENT shall be a Non-Executive Director.
- The Officers are elected to their office by the general assembly. Only natural persons may be Officers.

Article 13 – Administrative Authority and Representational Authority

- The Executive Management Team shall represent the association.
The authorisation to represent moreover accrues to the president acting jointly with one other officer.
- If one or more officers have a conflict of interest with the association, then the association shall be represented by the other officers together, unless the general assembly appoints another representative.
- The Board of Directors may grant one or more third parties power of attorney to represent the association within the limits of that power of attorney.
- The Executive Management Team is required to manage the association, which includes:
 1. The written annual report of the Board of Directors on the course of affairs of the Association.
 2. Planning/delivering official EDGA championships, competitions, cup competitions/other events.
 3. Acting as custodian of all assets and the capital.
 4. Determining the location of the main office and the registered office.
 5. Granting consent to set up committees and appointing chairmen for these committees.
- The Executive Management Team is authorised to carry out all acts of management and disposition in the broadest sense, including entering into and providing monetary loans and credit, insofar as not related to the direct business operations, to conclude agreements to acquire, alienate or encumber property subject to registration and to conclude agreements under which the association commits itself as surety or joint and several debtor, warrants performance by a third party or provides security for the debt of a third party, provided that these acts having legal effect fall within the budget established by the general assembly and the plan of approach.
- The Board of Directors is not authorised to enter into any financial obligations for which adequate funding has not been secured.
- The following resolutions of the Board of Directors are subject to prior approval of the general assembly:
 - ⇒ Acquiring, encumbering, alienating, hiring and letting of property subject to registration
 - ⇒ Encumbering movable property and property rights
 - ⇒ Taking out monetary loans for the association, with the exception of withdrawing money for which the association is in debt to a banker appointed after approval of the general assembly to an amount not exceeding the amount established by the general assembly and reported to the Board of Directors.
 - ⇒ Lending monies.
 - ⇒ Binding the association for the debts of others either by surety, or in any other way.
 - ⇒ Making a proposal for legal merger or demerger.

Article 14 – Convocation, Management and Decision Making

- The Board of Directors meets as often as the President or two (2) other Directors jointly deem necessary but at least two (2) times a year.

- The call up to a meeting is made by the President or two (2) other Directors and in writing, stating the matters to be dealt with and within a period of at least seven (7) days. If the convocation does not take place in writing or matters are dealt with which were not stated in the convocation notice or convocation took place less than seven (7) days beforehand, decision making is nonetheless possible provided that at least three-quarters (3/4) of the Directors are present or represented and none of them object towards the decision making.
- The player's representatives may be invited to each meeting of the Board of Directors but have no voting right.

Article 15 – Financial Year, Annual Report, Annual Accounts, Budget and Plan of Approach

- The association's financial year is from April 01 through March 31 of the ensuing year.
- The general assembly engages an accountant to audit the annual accounts. If the general assembly does not give the engagement, then the Board of Directors is authorised to do so. The engagement of an accountant is not limited by any nomination, the engagement may be cancelled at any time by the general assembly and by the Board of Directors if it granted it.
- The Accountant reports to the Board of Directors on his audit in a report.
- Annually, within six (6) months of the end of the financial year of the association, without prejudice to extension of this period by a maximum of five (5) months by the general assembly pursuant to special circumstances, the Board of Directors draws up the annual accounts, which are deposited at the offices of the association for inspection by the members. Within this time period, the Board of Directors shall also deposit the annual report for inspection.
- The annual accounts shall be signed by all officers. If anyone's signature is missing, the reason for this shall be reported.
- The association shall ensure that the annual accounts and the annual report are available for inspection at its office from the time of convocation of the general assembly intended for dealing with them. The members may view the documents there and obtain a copy free of charge.
- The annual accounts shall be adopted by the general assembly.

Article 16 – Finances

The assets of the EDGA consist amongst others of:

- The annual contributions paid by the members.
- Statutory subsidies and other income received in the scope of the EDGA objectives.
- Equipment for the administration and/or technical management and
- Rights to intellectual property or publication rights of manuals and books, written documents and photos produced by the EDGA whether or not for media reporting.

Article 17 – Amendment to the Articles of Association, Legal Merger and Legal Demerger

- Amendment to the articles of association can only take place by resolution of the general assembly, convened with the notification that amendment to the

articles of association shall be proposed. The proposed amendment to the articles of association must be sent at least one (1) month prior to the general assembly and to all members.

- Whoever convenes the general assembly to deal with a motion to amend the articles of association must file a copy of the motion, including the proposed change in verbatim, at least five (5) days before the meeting is held at a suitable place for the members to inspect it until after the end of the day on which the meeting is held. The motion shall also be sent to members.
- The general assembly may only decide on amendment to the articles of association with a majority of at least two thirds (2/3) of the number of validly cast votes at a meeting where at least half of the number of members are present or represented.

If the required number of members is not represented at the meeting, a new meeting shall be convened, to be held no earlier than two (2) and no later than four (4) weeks after the aforesaid meeting, in which the resolution can be adopted with a majority of two thirds (2/3) of the validly cast votes, irrespective of the number of represented members.

- An amendment to the articles of association first takes effect once a notarial deed has been drawn up.
- The provisions of paragraphs 1, 2 and 3 of this article do not apply if all members are represented at the meeting and the resolution for amendment to the articles of association is adopted unanimously.
- The Board of Directors is required to file an authentic copy of the deed of amendment to the articles of association and the full continuous text of the articles of association as it reads after the amendment at the office of the Commercial Register.
- The provisions here above in this article apply *mutatis mutandis* to a resolution on legal merger or legal demerger.

Article 18 – Dissolution and Liquidation

- The general assembly may only decide on amendment to the articles of association with a majority of at least two thirds (2/3) of the number of validly cast votes at a meeting where at least three-quarters (3/4) of the number of members are present or represented.

If the required number of members is not represented at the meeting, a new meeting shall be convened, to be held no earlier than two (2) and no later than four (4) weeks after the aforesaid meeting, in which the resolution can be adopted with a majority of two thirds (2/3) of the validly cast votes irrespective of the number of represented members.

- Any excess liquidation balance shall be given a destination to be determined by the general assembly, insofar as possible in accordance with the EDGA objectives. It shall then be paid out accordingly by the liquidators.
- Liquidation is carried out by the Board of Directors or by a liquidator or by liquidators appointed by the Board of Directors unless the general assembly decides otherwise.
- The association shall continue to exist after dissolution to the extent necessary to liquidate its assets. The provisions of these articles of association shall remain in effect to the greatest extent possible during the liquidation process. Documents and notifications, which are sent out by the association, must have "in liquidation" added to its name.
- The association shall cease to exist at the time there are no more assets of which the liquidator is or the liquidators are aware. The liquidator reports or the liquidators report the termination to the Commercial Register.
- The books, documents and other data carriers of the dissolved association must be kept for seven (7) years after the end of the liquidation. The person appointed by the general assembly in the dissolution resolution is the custodian.

Article 19 – Bylaws and Regulations

- The Board of Directors may establish and amend one or more Bylaws and or regulations to regulate matters, which are not provided for or not fully provided for in these articles of association.
- The Bylaws or a regulation may not contain provisions, which are in conflict with the law or these articles of association.

Article 20 – Player’ Representative

The players of EDGA will appoint player’s representatives - who will act on behalf of the players’ interest.

Edition V4 28.02.2018