

## **Agenda Item 14 - Proposal for SCLGA to Incorporate – Request for outline approval**

### **Outline of Proposal**

The SCLGA Executive Committee has formally agreed to a proposal that the Sussex County Ladies Golf Association should incorporate. The purpose of this note is to provide information to Affiliated Clubs and Members on the reasons for and the impact of this proposal.

### **Reasons for the Proposal**

Under the Constitution, SCLGA is an unincorporated body. This means that in the eyes of the law it does not exist as a separate entity and if the County were to be sued, it would be the members of the Executive committee who would be sued. If the assets of the County were not sufficient to cover any claim, members of the Committee would be personally liable for any shortfall. The Committee has already put in place public liability insurance; however, given that insurance does not cover every eventuality the Committee has taken the view that it would be appropriate to incorporate to protect both the current and all future volunteer committee members from financial liability.

England Golf are strongly encouraging all County Associations and Unions to incorporate, and they have already provided a lot of practical support to the SCLGA (free of charge). Whilst at present not many counties have been through this process, it is likely that in a few years' time most of the County Golf Associations will be incorporated.

A move to an incorporated body also gives the opportunity to review the structure of the Committee, the procedures for joining the Committee and the operation of the Committee and to update as deemed appropriate for the Board of the new Company.

### **What this change would mean for playing members**

In practice this change will have very little practical impact for members. The County will continue to organise the same competitions for Clubs and individuals as previously and there will be no immediate change to member Affiliation fees. A summary of the proposed Board and committee structure, terms of office and process for appointing Board members is set out in the Appendix.

### **Why the Committee are seeking outline approval at this stage**

A sub-committee, with support from England Golf, has already carried out considerable preliminary work.

The next stage of the process is to appoint legal advisers and to work with them to draw up of the necessary documentation for setting up a Company. England Golf has been working with a firm of lawyers who have already prepared some "model documents" for incorporated Counties. We have been provided with a fixed fee quotation from this firm of lawyers of £6,500 +VAT for carrying out all the necessary legal work. We are exploring whether there is a more cost-effective solution from other firms of lawyers who have the necessary expertise. The Committee considered it would be prudent to engage with Clubs to ensure that the proposal had their support in principle before incurring the cost of external advice and undertaking more work.

### **Proposed Timescale**

The proposed timescale is as follows:

1. Outline approval given at AGM on 5 November 2018
2. Committee to appoint legal advisers and work with them to draw up the Memorandum and Articles of Association and the Rules. The aim is to complete this part of the process by the end of 2018
3. Formal vote at a Special General Meeting to be held on 4 March 2019 (immediately before the Delegates Meeting)
4. Clubs sign up to be Voting members of new Company between 4 March and 31 March 2019
5. New Company to start from 1 April 2019
6. New Company would affiliate to England Golf, as soon as possible after 4 March

### **What actions will be needed in due course from Affiliated Clubs**

- Agreement that the Association should incorporate, that the assets should be transferred from the SCLGA to the new Company and that the unincorporated SCLGA should be wound up.
- Each Club will need to complete an Application form to give agreement to be bound by the new Articles of Association and Rules of the Company. This will include the provision that each Club will have a liability of £1, should the Company be wound up. It will be for individual clubs to decide who can sign this Application form on behalf of the Club. **Note: clubs will need to sign up to the new Company for the Club and its members to continue to be able to participate in County Competitions.**

### **Appendix – Proposed Structure of the Board**

#### **Board positions**

The Board would have eight Directors with specific roles and terms of office as shown:

Captain	2 years
Vice-captain or Past -captain	1 year
President	3 years
Finance Director	5 years
County Secretary	5 years
Competitions Director	5 years
Junior Golf Director	5 years
Communications Director	5 years

The Board would have the power to appoint up to 4 additional Directors, each with a 3-year term of office, which could include the England Golf Voting Director.

It would be possible to have more than one Board Director from the same club.

To retain the staggered turnover of appointments, existing Committee officers would join the Board with a term of office with the same end date as their current end date on the Committee.

#### **Board Committees**

The Board would have 2 committees who would report to the Board, as follows:

Junior Committee

County Competitions Committee

#### **Junior Committee**

The Junior Committee would operate in the same way as at present, as far as possible. Meetings would be chaired by the Junior Golf Director and the County Captain would be invited to attend all meetings. The Committee would comprise a Treasurer, a Secretary, a Development Officer and a Competitions Organiser plus further members as deemed appropriate from time to time. The Junior Organiser would appoint the Committee members and the terms of office would be set by the committee.

#### **County Competitions Committee**

This Committee would have 11 members, as follows:

Competitions Director (Chairman)

County Secretary

Finance Director

Secretaries for Divisions 1,2,3 and 4

Four other members

The County Captain would be invited to attend all meetings

At the outset the four Division Secretaries on the current Executive Committee and the four other members would join this County Competitions Committee.

Under the Constitution there is provision for a further 2 elected members, but proposal is to limit the non- Board members of the County Competitions Committee to 8, in line with the current Committee since this work well and provides sufficient resources and opportunities. The terms of office would mirror the terms of office under the Constitution and at the outset the same end date would apply for everyone. All non-Board members of the County Competitions Committee must be members of different golf clubs, but they may be members of the same club as one of the Board Directors.

### **Meetings**

The structure of meetings would continue to follow the current format as far as possible. Both the Board and the County Competitions Committee would meet 6 times a year with both meetings held on the same day with the Board meeting immediately following the County Competitions Committee Meeting. All Board members and County Competitions Committee members would be expected to attend a minimum of 4 out of the 6 meetings each year.

There would be no change to the operation of the Junior Committee

The County Competitions Committee would deal with the organisation of all the competitions which the County run, which includes:

Interclub Championships

Morrice foursomes knockout

Competitions for Clubs – Scratch foursomes, Kathleen Rider foursomes, Jerdein Memorial, President's Trophy

Competitions for Individuals – County Championship, Beryl Pockett Salver, Seniors' Meeting

Team Competitions – Spring Rumble, Seniors' Waltz, Autumn Bowmaker, Glenda Ricketts Memorial

Any changes to format or Rules would be referred to the Board for their agreement but the Board would not be involved in the detailed planning of competitions.

The Committee would also organise the Coaching Clinics.

The Board would deal with Strategy, Finance, Risk Management, Safeguarding, Communications with Clubs, Website, Data Protection, Insurance, England Golf issues, AGM, Delegates Meeting, Sussex Development, as well as considering any reports from the County Competitions Committee and the Junior Committee, plus any other relevant issues arising.

### **Appointments**

The President and Vice-captain would be recommended to the Board by a nominations Committee comprising the Captain, the current President and the past Captain or Vice-captain. Subject to the agreement of the Board, the nominations would then be put forward at the AGM for approval. The Vice-captain would automatically become Captain and the Captain would automatically become past captain at the end of their terms of office for Vice-captain and Captain, respectively.

All other Board positions and County Competitions Committee positions would be advertised on the website, in line with the approach adopted last year for recruiting a new County Junior Organiser. The Lady Captain or Club contact would also be asked to bring the opportunity to any of their members who they felt would be suited to the role. Any potential applicants for Board positions would then meet with a sub-committee, which would include the Captain and the current holder for the position being advertised. The purpose of this meeting would be to provide more details about the role to the applicant and for the applicant to demonstrate that they have the skills required for the role. Following these meetings, if the sub-committee decides that there is more than one competent applicant, then all competent applicants would be nominated for the position.

Potential applicants for the County Committee would have a discussion (in person or by telephone) with the Captain or County Secretary to provide more information about the role. All applications received would be nominated.

Each Affiliated club would be a Voting Member of the Board and would be entitled to vote at General Meetings. The Voting Members would need to approve new Board Directors and new members of the County Competitions Committee at the AGM and in the event of more than one nomination for each vacancy, the Voting Members would vote on which applicant to appoint.

Board members who are elected would be able to serve a maximum of 2 consecutive terms of office, subject to re-election, either in the same role or a different role.

The appointment of Team Managers (2<sup>nd</sup> Team, Senior League, Senior Friendlies) would also be advertised and if there is more than one applicant would be decided by the Board, taking advice from a sub-committee comprising the County Captain and the current manager of that team. Team Managers would report to the County Captain, as at present.