



National Golf Clubs' Advisory Association [Founded 1922] Year Book 2010/11

Chief Executive:

Michael Shaw LLM: **Email mike@ngcaa.co.uk**

National Secretary:

Mrs Jackie Howe: **Email jackie@ngcaa.co.uk**

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CHIEF EXECUTIVE – MICHAEL SHAW LLM

Michael Shaw has held the post of Chief Executive since September 2001. He has a unique set of skills and qualifications suiting him to the role of the Associations' Secretary. He qualified as a Solicitor in 1971 and was engaged mainly in Criminal and Civil litigation work. From 1989 up until his appointment as National Secretary he held an academic post delivering law based courses to undergraduate, post graduate and professional students. He contributes to the Golf Club Management Magazine, The Golf Club Secretary Magazine and lectures on the Training Courses run by the AGCS.

He is a past Secretary, Captain and President of Regent Park Golf Club and is currently a member of the Association of Golf Club Secretaries and English Golf Captains Society.

He is keen to continue to maintain and revitalise the close relationships which the NGCAA has developed with governing bodies and other organisations in the game.

OBJECTS OF THE ASSOCIATION

The Association was founded in 1922 for the purpose of giving legal advice under the guidance of the Chief Executive, currently a qualified lawyer, and retained Counsel to affiliated Clubs on the many legal problems, which arise from time to time, and on the legal or quasi-legal responsibilities placed upon their administration.

The work of the Association is directed by an Executive Committee, which is composed of serving and past serving Secretaries of Golf Clubs and other persons concerned with the administration of the game of golf, all of whom act in an entirely honorary capacity. There are also Counsel, Solicitors, Property and Taxation Advisers and an Auditor assisting in all aspects of the Association's activities.

The following are some of the matters on which the Association, in the interests of member clubs, has taken action over the years in general:

- Disability Discrimination
- Taxation of green fees
- VAT
- Health & Safety at Work Act
- Gaming and Lotteries Act
- Expulsion and Suspension of members
- Licensing Act and sales of drinks to visitors
- Sex Discrimination and Equality issues
- Damage by driven golf balls
- Rules and Constitution
- Mediation

During the last 80 years, apart from the enormous number of queries dealt with directly by the Chief Executive, Standing Counsel has given more than 9,000 Opinions on legal matters raised by clubs on almost every aspect a golf club's legal responsibilities and administration.

ENQUIRY MANAGEMENT

Any serving officer of the club is entitled to contact the Association on any matter. The Chief Executive and National Secretary are able to handle most of the enquiries however where they consider it necessary a number of enquiries each year are passed to Counsel and Specialist Legal and Property Advisers for specific opinion, which is obtained at no additional cost to the club.

Legal etiquette requires the approach to all Specialist Advisers is to be made through the Association.

The earlier the Association receives an indication of a problem the easier it is to find a solution beneficial to the club.

Limit on Liability

The Advisory and support services are made available to members on the basis of those members' rights to compensation and the liability, if any of the NGCAA and its officers and/or its staff or advisers are restricted in the following ways:

In the event of advice given by any NGCAA staff or adviser being given negligently or otherwise being incorrect no liability whatsoever is accepted by the NGCAA or its officers or by its staff or advisers concerned

- towards any person or association who is not the current NGCAA member to whom the advice was directly given
- to any person in respect of consequential loss or loss of profits, or
- to any person or association for any sum exceeding £50,000 in respect of any one enquiry (whether made or responded to orally or in writing and whether dealt with at one time or over a period of time).

Any person or association making use of the advisory services accepts such restrictions.

OFFICERS OF THE ASSOCIATION

President:

Sqn. Ldr. R. T. Howell

Vice Presidents:

Sir Michael Bonallack O.B.E.

Sam Torrance O.B.E.

Tim Yeo M.P.

P Miller QC.

Major M B Richards

Mrs A M Wilkinson

Executive Committee members:

I. Skellern Esq. (Chairman)

J. A. S. Zuill Esq.

A Hughes Esq.

M Bawden Esq.

I Simpson Esq.

R Jessop Esq.

J Davies Esq.

Non Serving

Swinley Forest G.C.

Southerndown G.C.

Walton Heath G.C.

Non Serving

Tiverton G.C.

Surrey County G.U.

Chief Executive

Michael Shaw Esq., LL.M.

National Secretary

Mrs Jackie Howe

Chief Executives to the Association

Secretaries to the Association

1922 - 1931	S. B. Bretherton
1931 - 1961	Capt. R. N. Dawes – Smith
1961 - 1967	Col. A. L. Donaldson
1967 – 1982	Lionel Warne
1982 - 1996	John Crowther
1996 - 2001	Mrs J Brock
2001 - 2007	Michael Shaw LLM
2007 -	Jackie Howe

Presidents of the Association

1922 - 1939	The Right Hon. Lord Lurgan, K.C.V.O.
1946 - 1949	The Right Hon. Lord Wardington
1950 - 1964	The Right Hon. Lord Brabazon of Tara, P.C., G.B.E., M.C.
1965 - 1970	P B Lucas, C.B.E., D.S.O., D.F.C.
1970 - 1975	G H Micklem C.B.E.
1975 - 1976	C D Lawrie Esq.
1977 - 1984	G.E.O. Walker Esq.
1985 - 1989	N S Hotchkin T.D., D.L.
1990 - 1994	N Russell, Esq., F.C.A.
1995 - 1999	R Muirhead Esq.
2000	Sqn Ldr R T Howell

CONSTITUTION AND RULES OF THE ASSOCIATION

1. The name of the Association is the “National Golf Clubs’ Advisory Association”.

Constitution

2. The Membership consists of recognised golf clubs and golfing organisations which have applied for affiliation and been accepted by the Chief Executive under the authority of the Executive committee.

Objects

3. The objects of the Association are:
 - (a) to safeguard the interest of affiliated clubs and golfing organisations;
 - (b) to provide them with legal advice as a privilege of membership, and where necessary under the Opinion of Counsel, on matters which affect them;
 - (c) from time to time to take such action as, in the opinion of the Executive Committee, may be thought desirable for the purpose of maintaining the rights and privileges of golf clubs and golfing organisations.

Management

4. Subject to any decision taken at the Annual General Meeting, the control and management of the Association shall be in the hands of the Executive Committee all members of which shall, subject to the provisions of clause 6 hereof, hold office for a period of 3 years.

Executive Committee

5. Unless and until otherwise determined by the Association in General Meeting, the numbers of the Executive Committee shall not be more than nine and not less than four.

Election of Executive Committee

6. The Executive Committee at its first meeting following every AGM shall elect a Chairman and determine the period for which he (she) is to hold office. Such Chairman shall preside at all meetings of the Association. If at any meeting the Chairman is not present within fifteen minutes of the time appointed for the holding of the meeting, the Executive Committee may choose one of their number to be Chairman of the meeting.

At each Annual General Meeting three members of the Executive Committee for the time being shall retire but shall be eligible for re-election.

No person, other than an Executive Committee member retiring by rotation shall be appointed unless:

- (a) he/she is nominated by the Executive Committee; or
- (b) he/she is nominated following a resolution of the Committee of an affiliated Club or golfing organisation, of which a copy signed by the Secretary of the Club or organisation and confirmed by the Club or organisation Chairman is sufficient evidence and notice thereof has been given to the Association 14 days prior to the AGM at which the nomination is considered.
- (c) The Executive Committee may appoint a person who is willing to act as an Executive Committee member, provided that the appointment does not cause the number of Executive Committee members to exceed the number fixed by these rules. An Executive Committee member so appointed shall hold office only until

the next following Annual General Meeting and shall not be taken into account in determining the members who are to retire at the meeting. If not re-appointed at such Annual General Meeting, he/she shall vacate the office at the conclusion thereof.

- (d) Four members of the Executive Committee personally present shall form a quorum.
- (e) All members of the Executive Committee act in an honorary capacity save that they may be repaid such travelling and associated expenses as the Committee may from time to time determine.
- (f) An Executive Committee member shall vacate his office if:
 - i. he/she is removed from office by ordinary resolution of which due notice has been given of the members at an AGM
 - ii. if he/she becomes bankrupt or makes any arrangement with his creditors
 - iii. if he/she becomes of unsound mind.
 - iv. if he/she is requested to resign by all the other executive committee members

Committee Meetings

7. The Executive Committee shall meet:
- (a) on receipt of the draft accounts from the Auditor in time to approve them for presentation to the Annual General Meeting;
 - (b) immediately after the Annual General Meeting;
 - (c) On at least two other occasions each year and at such other time as the Chairman, advised by the Secretary, considers that a meeting is necessary.

The Chairman may instruct the Secretary to convene other meetings at such times as he/she considers necessary, and the Secretary shall convene a meeting of the Executive Committee within 14 days of receipt of a request so to do signed by at least three of the said Executive Committee Members.

Seven clear days' notice of the date of a meeting of the Executive Committee shall be sent to each member, accompanied by a copy of the Agenda.

Sub-Committees

8. The Executive Committee may from time to time appoint such Sub-Committees as they deem to be necessary for any purpose. Sub-Committees may consist exclusively of members of the Executive Committee, or partly of members of the Executive Committee and partly of other persons. The Executive Committee may appoint a Chairman of any Sub-Committee if they wish to do so.

All decisions reached by Sub-Committees shall be submitted to the Executive Committee for approval and no action shall be taken by a Sub-Committee until such approval has been given, unless the Sub-Committee have previously been authorised by the Executive Committee to take action.

The appointment of all Sub-Committees shall cease at the conclusion of the business for which they were appointed.

General Meeting

9. An Annual General Meeting shall be held as near as practicable one year after the previous Annual General Meeting for the purpose of:

- (a) To Receive and if thought fit approve the minutes of the last general meeting
- (b) Receiving the Annual Accounts and Balance Sheet;
- (c) Receiving a report by the Chief Executive;
- (d) Electing a President and Vice-Presidents when necessary,;
- (e) Appointing an Auditor;
- (f) Electing the Executive Committee;
- (g) Dealing with any other business of which due notice has been given;.

Not less than 21 days' notice of the date time and place of every Annual General Meeting and the business to be transacted thereat shall be given to the Secretaries of all affiliated Clubs and organisations.

Any member club desirous of proposing any resolution at a General Meeting shall give not less than 14 days' notice thereof to the Secretary of the Association, who shall cause the same to be posted on the Association's website.

Voting shall be on a show of hands of the members present and voting, and only one delegate from each member club or organisation may vote at any General Meeting. Each motion will be voted upon on its merits and no amendments will be permitted

The Chairman of the Executive Committee has power to call a Special General Meeting of the Association at any time on giving fourteen days' notice to the Secretaries of affiliated clubs and organisations and specifying the business to be transacted thereat. The Secretary shall do so on:

- (a) A request in writing by a quorum of the Executive Committee;
- (b) On requisition in writing of twenty affiliated clubs and organisations.

Election of members

10. Clubs and organisations are admitted into membership of the Association by the Chief Executive on receipt of any application in writing by an authorised official of the Club or organisation.

Election of the President and Vice President

11. President and Vice Presidents shall be elected annually

Subscriptions

12. Subscriptions shall be due on the first day of October each year or on such other day as the Annual General Meeting may from time to time fix as the start of the Association's financial year.

The Executive Committee shall fix the rate of subscription to the Association and any variation thereof shall be notified to member Clubs when necessary.

In any case of Clubs joining the Association towards the end of the financial year the Executive Committee shall have power to waive the subscription for the part year on payment of the subscription for the ensuing year.

The Liability of clubs is limited to their annual subscriptions.

Application of Funds

13. All monies received on account of subscriptions, donations and interest on investments, or from any other source, shall be applied in carrying out the objects of the Association and in paying management, professional, secretarial and office expenses.

The Association's banking accounts shall be kept with such Banker or Bankers as the Executive Committee shall from time to time decide.

Cheques may be drawn on the Association's banking accounts either by:

- (a) The Chairman and the Chief Executive, or
- (b) The Chairman and one other member of the Executive Committee, or
- (c) One other member of the Executive Committee, and the Chief Executive.

The Chief Executive only may sign cheques not exceeding £5,000 each in amount.

Restrictions on Liability

14. The Advisory and Support Services are made available to members on the basis that member's rights to compensation and the liability (if any) of the NGCAA and its officers and/or its staff advisers, are restricted in the following ways:

In the event of any advice given by any officer; committee member; member of staff or adviser of the NGCAA being given negligently or otherwise being incorrect no liability whatsoever is accepted by the NGCAA its officers committee members or by members of its staff or advisers concerned.

- (a) towards any person who is not the current NGCAA member to whom the advice was directly or indirectly given,
- (b) to any person in the respect of consequential loss or loss of profits, or
- (c) to any person for any sum exceeding £50,000 in respect of any one enquiry (whether made or responded to orally or in writing and whether dealt with at one time or over a period of time).

Any person making use of the Advisory Services accepts such restrictions.

Audit

15. The books and accounting records of the Association shall be examined annually by the Auditors appointed at the AGM and reported thereon to the Association at the Annual General Meeting.
16. The Executive Committee shall be responsible for appointing a Chief Executive.

Rules

17. The Rules of the Association shall continue to be binding unless and until altered by Resolution of a General Meeting.

Service of Notices

18. (a) A notice may be served by the Association

- (i) personally or
 - (ii) by sending through the post a prepaid letter or envelope addressed to such member or
 - (iii) using electronic communications to an address for the time being notified to the Association by the members and if served in this manner shall be deemed to be given at the expiration of 48 hours after the time it was sent.
- (b) All notices other than those given electronically required to be sent under these Rules shall be deemed to have been received by the addressee on the next working day after being duly posted if sent by first-class mail, and on the third working day after being duly posted if sent by second-class mail.
- (c) The accidental omission to give notice of a meeting or the non receipt thereof by any member entitled to receive it shall not invalidate any resolution passed or the proceedings of any meeting.

**ANNUAL GENERAL MEETING
Of the National Golf Clubs' Advisory Association**

**Minutes of the Annual General Meeting held at Sundridge Park Golf Club
5th May 2010 at 10.30 am**

Present: M Shaw LLM (Chief Executive)
Mrs J P Howe (National Secretary)

Executive Committee:
I Skellern (Chairman)
A Hughes Esq.
R Jessop Esq.
J Davies Esq.
S Zuill Esq.

Advisors: A Drane Esq. Honorary Scottish Solicitor:
S Barrett. George Davies LLP
N Lewis. Kippax Beaumont Lewis

16 Member Clubs were represented at the meeting.

Apologies were received from:

The President: R Howell Esq.

Committee Members:, M W Bawden Esq., I Simpson Esq.

Vice-Presidents: Sir Michael Bonallock, Major M B Richards, Sam Torrance OBE,
Mrs Anthea Wilkinson, Tim Yeo Esq. MP

Clubs: 28 Member clubs.

WELCOME BY THE CHAIRMAN

The Chairman welcomed everyone attending and thanked the Captain and Committee of Sundridge Park Golf Club for extending their hospitality for the AGM and Presidents Day .

APPROVAL OF THE MINUTES OF THE AGM HELD ON 14th May 2009

The minutes were approved by the meeting and signed as a correct record by the Chairman.

MATTERS ARISING

There were no matters arising.

PRESENTATION OF ACCOUNTS AND BALANCE SHEET FOR THE YEAR ENDED 30TH SEPTEMBER 2008

The meeting approved the adoption of the accounts.

TO RECEIVE THE REPORT OF THE CHIEF EXECUTIVE

“Mr. President, Mr. Chairman, Vice President, Vice Captain of The Sundridge Park Golf Club, Members of the Committee, Distinguished Members’ Representatives and Distinguished Guests,

In May of last year I had the pleasure of delivering my eighth report to the Associations’ AGM, my third as Chief Executive and my ninth general meeting of the Association. This therefore is my tenth report which in keeping with the tradition I will endeavor to keep as informative but as brief as possible.

I am pleased to report that once again the financial situation of the Association remains as sound as ever. The accounts show that for the first time in the last eight years there is a small deficit in income over expenditure of £5,531. This directly attributable to a decrease of £10,000 in income received from interest on investments and the deliberate policy of the committee to keep the level of subscriptions at a modest amount.

This policy will be continued into the financial year 2009/10 and the accumulation of cash reserves will be used to subsidise any shortfall and does not give rise for any concern at the present time.

The work of the Association in the legal affairs of golf clubs has progressed unabated throughout the year.

Particular emphasis within the last 6 months has been placed on employment matters around the issues of redundancy; retirement and termination of service providers’ contracts.

In addition provisions of the Companies Act 2006, particularly relating to the management of proxy voting has engaged the staff considerably throughout 2009 and this continues into 2010.

The last year has been a difficult one for all clubs throughout the UK with declining membership, drop in other income streams and the appalling weather in the early part of the year did little to help.

Of particular interest have been the number of queries relating to liability for closing car parks footpaths bridges or not as the case may be. A paper on the subject is available on our web site prepared by Standing Counsel.

This year already there appears to be an increase on membership discipline matters. Whether this results from the frustration of individual’s not playing much over the winter or whether it is a simple case of the devil making work for idle hands matters not. Simply as I have indicated in previous years Committees must get it right. There is too much scope for the no win no fee merchants if they do not.

It still amazes me how wrong committees can be. It is a fundamental principle that clubs must have an open and transparent process of investigation hearing and appeal in place to avoid any repercussions through the courts. Once again there is a plethora of information available from the Association to ensure compliance with these legal duties. As a salutary reminder the last club who failed to follow the advice of the association paid £25,000 in damages and costs when they got in wrong!

Last year I reported that the Equality Bill would be introduced into Parliament on 24th April 2009. The Bill received the Royal Assent on the 13th April this year. It is a significant piece of legislation impacting on golf clubs in England Scotland and Wales. The Association has instructed Counsel to consider the aspects of the Act which in the opinion of the Association will have the most significant impact. These are in the areas of discounts, election of officers, management of competitions to name but a few.

In addition the Association will run a series of seminars in June and July explaining the Act in detail and it is hoped that all clubs will attend. Further details will shortly be sent to members and be posted on the Association's web site.

I would like to draw what I consider a significant matter to our members' attention. This Association was formed in 1922 for the sole purpose of giving legal advice on all matters to golf clubs.

We have little to do with the game itself, we were not formed to run the National Amateur Championships and we have never purported to expand from that for which we were originally conceived. We remain the only National Organisation of which the club itself is a member and we retain and instruct very senior and experienced lawyers who are only too willing to give the benefit of their skill and experience to our members on important and significant legal issues. Our advice is significant, experienced and indemnified and the specific duties we owe to our members are equivalent to those owed by any professional lawyer in private practice.

It is likely that advice on the Equality Act will be forthcoming from other golfing organisations. However it has already emerged that initial advice sent out by other bodies is open to doubt.

Time has arrived that we should all realise that it is vital and important that the advice given to clubs should be both comprehensive accurate and where necessary properly indemnified.

It is time that all organisations in golf should "join up their writing" and work together for the benefit of all clubs in the UK.

I would therefore urge please leave law to the qualified lawyers.

This leads me nicely into the question of membership. All golfing organisations, and we are no different, have suffered a decline in membership this year. However as the year progresses many return to the fold and a few new members are attracted

The cost of membership of the Association is modest less than 50p per member per year on average. Our annual fee is less than an hourly rate charged by the average high street solicitor.

We need to do everything possible to retain clubs in membership and to recruit new members and for this we need the help of all our members. In order to remain proactive in this area our web site will be revamped in forthcoming months making it more user friendly and significant; I have already indicated the seminars we will be running and I am pleased to report that an increasing number of clubs have realised the benefit from a personal visit to see the chairman committee or even attend an open meeting of their members to discuss with them a wide range of issues affecting all aspects of the club's management.

Workplace mediation is an area in which clubs could benefit more from the services which the Association offers. In addition mediation is available on many membership issues and is a very effective way of preventing an issue becoming a problem!

I would ask all present to remind all your committee members that your CLUB is a member of the NGCAA; to encourage all committee members to register their details on our web site to receive

regular electronic briefings on important issues and to talk with neighbouring clubs on what the NGCAA can do for them.

I would remind all that it is the club that is in membership of this Association not any one individual. In a number of cases this year either a treasurer or member of the admin staff has resigned a club from membership without reference to a committee this does cause embarrassment if a committee member of some longevity contacts us for advice only then discovering that the club has been resigned.

We would welcome any suggestion from members as to how clubs can be encouraged to join.

I would like to thank again all our advisors for the very excellent work done for our members this year. I would particularly extend my thanks to our Chairman and members of the Committee for their encouragement and support during this year.

On behalf of myself and the members may I extend Jacqueline Howe and Kim Williams my sincere thanks for the very hard work they have put in throughout the year and for at least most of the time making for me the NGCAA a happy place in which to work."

ELECTION OF PRESIDENT, VICE PRESIDENTS AND EXECUTIVE COMMITTEE

President

Squadron Leader Ray Howell was unanimously elected as President of the Association for the forthcoming year.

Vice Presidents

The following had indicated their wish to continue as Vice President to the Association for the forthcoming year and were duly appointed:

Tim Yeo MP, Anthea Wilkinson, Sam Torrance OBE, Paul Miller QC, Sir Michael Bonnallack, Major Dick Richards

The meeting approved the addition of Paul Reid Esq. to the list of Vice Presidents in recognition of the work he had carried out as Standing Counsel to the Association.

Committee

The following Committee members were eligible and willing to stand for re-election and were duly elected:-

R Jessop (Tiverton Golf Club)
S Zuill (Swinley Forest Golf Club)

APPOINT AUDITORS

It was unanimously agreed to re-appoint Hart Shaw of Macclesfield as Auditors to the Association for a further year.

To alter rules 9 (a) and (f), 11 and 15 of the Associations Constitution in accordance with the changes duly posted on the Associations website.

Proposed by S Zuill, seconded by A Hughes

That the proposed rule changes as posted on the website be adopted.

Carried
The meeting closed at 11.20 a.m.