

Bylaws of the Association

Name:

1. The name of the association shall be: Israel Golf Association (IGA) (hereinafter: "the Association").

Office:

2. The office of the Association shall be located at the Caesarea Golf Club, or at any other place as may be determined from time to time by the Committee.

Address:

3. The mailing address of the Association shall be: 54 Bezalel Street, Ramat Gan (c/o Ramjam Ltd.).

Objectives:

4. The objectives of the Association are:

- (a) To serve as an umbrella organization for golf clubs and players in Israel.
- (b) To develop, encourage, and maintain the sport of amateur golf in Israel.
- (c) To initiate projects for the development of the golf sector in cooperation with public and private bodies, and to promote the establishment of additional golf courses in Israel.
- (d) To represent the sport of golf in Israel and to protect and promote the interests of those involved in the sport of golf in Israel.
- (e) To establish professional rules that shall bind all those engaged in the sport of golf in Israel.
- (f) To initiate, plan, set, execute, and supervise competitions, golf games, national and international golf events, and other meetings as may be decided from time to time.
- (g) To collect and receive funds from Israel and abroad, including (but not limited to) Jewish organizations, sports organizations, and foreign golf associations, and to allocate, transfer, and distribute participation fees, prizes, donations, gifts, travel expenses, grants, subsidies, and other benefits to promote the objectives and interests of the Association.
- (h) To invest funds and provide securities as deemed appropriate from time to time for the purposes of the Association, in accordance with the promotion of golf in Israel and the Association's objectives.

(i) To take any action the Association deems appropriate for the advancement of its objectives.

(j) To organize official national and international competitions (hereinafter: "Official Competitions") in Israel and be responsible for them. To mediate and connect between national and international organizations in relation to the organization of national and international competitions in Israel.

(k) To submit and manage requests and negotiate with national and international organizations regarding the organization and management of official golf competitions in Israel, and to mediate between such organizations and Association members for the purpose of holding and managing such competitions.

(l) To assist the golf club at which the Maccabiah will be held, in planning and organizing golf games within the framework of the Maccabiah.

(m) To represent and manage, on behalf of the Israeli Professional Golf Association (PGAI), tournaments, courses, and trainings; to represent the professional golf association before sports authorities and organizations in Israel and abroad; to collect funds on its behalf from various organizations and authorities; and to manage all affairs of the professional golf association as determined from time to time by the PGAI, including collection of relevant fees.

(n) To insure members of the Association, whether amateur or professional golfers, with appropriate insurance as required by law and as decided by the Association from time to time.

(o) To have exclusive and sole authority for managing the handicap system in Israel and for issuing handicap certificates in accordance with the WORLD HANDICAP SYSTEM (WHS), as defined by the USGA (United States Golf Association) and the R&A, and to act as an Authorized Association. This authority includes granting permission to any club whose members are at least 75% registered with the Association to manage handicaps for its members, subject to annual changes and regulations. Part of this authority may be delegated to golf clubs under the Association's supervision and in accordance with the rules.

(p) To have exclusive and sole authority for managing the handicap system in Israel and for issuing handicap certificates in accordance with the EGA (European Golf Association). Under this authority, clubs that are members of the Association may be authorized to manage handicaps for their members, provided they meet the following conditions:

1. The club shall manage the handicap system for all Association members who are also members of that club using a centralized database managed by the Association.
2. Management of handicaps by the club shall be carried out according to the guidelines issued by the Association's Handicap Committee and the EGA.
3. A club that violates the EGA's handicap management rules and does not correct the issue within 60 days of receiving written notice from the Association shall lose its

authorization to manage handicaps.

4. A club whose members include at least 75% Association members shall be permitted to issue handicap certificates to Association members, according to the guidelines and rules set by the Handicap Committee. The club shall send a copy of each certificate to the Association's Handicap Manager.
5. A club that ceases enrolling its members in the Association as stated shall immediately lose the authority to issue handicap certificates, though it may continue managing handicaps for its remaining Association-member members.

(q) To continue acting as a member of the Israeli Olympic Committee, the IGF (International Golf Federation), and the EGA (European Golf Association).

(r) To establish and manage national golf teams of Israel as needed for any competition requiring a national team.

(s) To be a member of the EGA as a MEMBER, to cooperate with various requirements of the EGA, and to publish EGA tournament invitations on its website to promote the Association's interests.

(t) The Association recognizes and accepts all rules of golf as determined by R&A Rules Limited (hereinafter: "R&A Rules").

5. The Association Accepts the Rules of Golf:

The Association recognizes and accepts all rules of the game of golf as established by R&A Rules Limited (hereinafter: "R&A").

6. Members of the Association:

The members of the Association (hereinafter: "Members" or "Member") shall be as follows:

(a) Any group of at least 15 individuals over the age of 18, registered in an organization that holds a valid certificate of proper management from the relevant authorities, may register as a Golf Club in the Association.

(b) Any individual over the age of 18, who recognizes and accepts the R&A rules concerning the status of a golfer, and fulfills all requirements of the Association's bylaws, commits to abide by them, has paid the membership fee to the Association, and is a member of a recognized golf club in Israel.

(c) Any individual who fulfills all criteria stated in subsection (b)(7) above, but is not a member of a recognized golf club in Israel, and whose membership was approved by the governing bodies of the Association.

(d) The Association shall collect annual membership fees from its members (as opposed to associates, from whom no annual fee shall be collected), as determined from time to time by the General Assembly, and detailed in Section 12. The Association may establish a fee scale. Membership fees shall be approved annually at the Annual General Assembly. Any change in membership fees shall be considered a Special Resolution as defined in Section 33 below.

7. Admission of a New Member to the Association:

(a) Any group of at least 15 individuals over the age of 18, registered in an organization holding a certificate of proper management from the relevant authorities, that has committed to fulfilling the objectives of the Israel Golf Association and to operating according to the rules of the R&A, shall be eligible to submit a request for admission to the Association as a golf club (hereinafter: "Application"), through its legal representatives.

(b) Any individual over the age of 18 who accepts the Association's bylaws, commits to act in accordance with them, and has paid the membership fee to the Association.

8. Admission of a New Member That Is Not a Golf Club:

(a) An organization operating a golf training facility in Israel, such as a driving range or simulator, and which holds a certificate of proper management from a recognized body, accepts the objectives of the Israel Golf Association, and agrees to operate in accordance with the rules of the R&A, shall be eligible to submit a special application (hereinafter: "Special Application") to join the Association through its legal representatives.

(b) The application shall be submitted in writing to the Association's Committee, which shall refer it to the nearest General Assembly for discussion.

9. Removal of a Member from the Association:

The General Assembly may remove a member (including a limited member, as defined in Sections 9–10) from the Association for one of the following reasons:

(a) The member has failed to fulfill their financial obligations to the Association and has not paid their debt within six months from the date written notice was given by the Committee.

(b) The member does not comply with the provisions of these bylaws or acts contrary to the decisions of the Association.

(c) The member's behavior is inconsistent with the goals, reputation, or good name of the Association.

(d) The member or limited member no longer meets the criteria for membership in the Association.

10. Procedure for Removal of a Member:

(a) A decision to remove a member from the Association shall require a two-thirds majority of the member representatives present and voting at the General Assembly.

(b) A member may appeal the decision to remove them from the Association by submitting a written appeal to the General Assembly within 14 days of receiving notice of the decision.

(c) If an appeal is submitted, the General Assembly shall convene within one month from the date of the appeal to discuss the issue and hold a vote on the removal. A two-thirds majority of the member representatives present and voting at the Assembly shall be required to approve the removal.

11. Honorary Members:

(a) The Committee may propose, within the framework of the Annual Assembly, the admission of an individual or organization as an Honorary Member of the Association.

(b) A decision to admit an individual or organization as an Honorary Member shall be made by the General Assembly as a Special Resolution.

(c) Honorary Members shall be invited to the General Assemblies of the Association.

(d) Honorary Members shall not have voting rights at Association assemblies unless appointed as a representative of a member of the Association.

12. Associates (Non-Members) in the Association:

(a) Definition of a Non-Member Associate:

A non-member associate of the Association is a person whose details are recorded in the Association's database, but who has not paid annual membership fees and does not meet the

requirements for “Member” status (as opposed to a member who has paid annual membership fees).

(b) Rights of a Non-Member Associate:

1. An associate shall be entitled to receive information regarding the Association's activities as distributed to its members, including periodic updates, announcements about events, competitions, and general activities of the Association.
2. The associate may review public information related to the Association's activities, subject to the Association's information distribution policy.

(c) Limitations of a Non-Member Associate:

1. An associate is not entitled to participate in activities, events, or competitions organized by the Association, unless expressly approved by the Association's management.
2. An associate is not entitled to insurance coverage provided by the Association to its members.
3. An associate will not be granted access to the handicap update application managed by the Association.

(d) Upgrading Associate Status to Full Member:

An associate may apply to upgrade their status to full member in the Association, subject to payment of annual membership fees and meeting the conditions detailed in these bylaws.

13. Removal of an Associate from the Association:

The Committee may remove an associate from the Association due to behavior that contradicts the Association's goals, due to unethical conduct toward the Association, or due to failure to fulfill obligations toward the Association.

14. The General Assembly:

The General Assembly shall be the supreme institution of the Association and shall act through the representatives of the members of the Association.

15. Composition of the General Assembly:

The General Assembly shall be composed of:

(a) 7 representatives of the Association's members (excluding clubs), elected once every four years by the Association members.

(b) One representative from the Israeli Professional Golf Association (PGA), to be elected by that association.

16. Procedure for Election of Member Representatives to the General Assembly:

(a) Every member of the Association (excluding clubs), subject to the provisions of Section 8 above, is entitled to vote for 7 representatives who shall have voting rights in the General Assembly.

(b) The election of the serving Chairperson and Vice Chairperson shall take place once every four years together with the committee.

(c) Each eligible voter shall mark the names of 7 candidates from the list of candidates on the voting form.

(d)

1. The seven candidates who receive the highest number of votes shall be elected as the members' representatives to the General Assembly. In case of a tie between candidates, the top 7 vote-getters will still be elected, even if some received the same number of votes.

2. Only Association members (excluding clubs) who have fully paid their membership fees and are residents of Israel may vote and be elected. The election shall be personal and by secret ballot.

(3) The election shall be organized by an Election Committee, which will determine the exact date of the election, the procedure for submitting candidacy, voting format, representation guarantees, required publications, and more.

The Election Committee shall be composed of 3 members who are not part of the current General Assembly or Management Committee, and shall be appointed by the outgoing General Assembly.

(4) The current Chairperson may not be re-elected for more than two consecutive 4-year terms.

(5) The Chairperson of the Election Committee (or, in his absence, the Association's legal advisor, or in his absence, one of the outgoing Audit Committee members) shall chair the first meeting of the newly elected General Assembly.

The first item on the agenda of this meeting shall be the election of the serving Chairperson and Vice Chairperson, both of whom shall be elected from among the General Assembly representatives.

17. Eligibility to Serve as Representative in the General Assembly and the Committee:

Only Association members who have paid their annual membership dues shall be eligible to serve as representatives of members in the General Assembly and the Management Committee.

18. Election of the Serving Chairperson and Vice Chairperson:

(a) The position of the "Chairperson" shall be granted to the candidate who receives the highest number of votes in the election held every four years. If two or more candidates receive an equal number of votes, the Chairperson shall be determined by a secret vote of the General Assembly representatives.

(b) Only General Assembly representatives who are also members of the Management Committee shall be eligible to serve as the Chairperson or Vice Chairperson.

(c) In each term, the Chairperson and Vice Chairperson shall be elected from different member clubs, provided there are members from at least two clubs.

(d) The Vice Chairperson shall be appointed by the elected Chairperson at their discretion, subject to approval by the General Assembly with a majority of at least two-thirds.

19. (Cancelled)

20. General Provisions Regarding the General Assembly:

In the absence of the serving Chairperson, the Vice Chairperson shall preside over the General Assembly. If both are absent, a member of the Assembly chosen by the Assembly members shall serve as the Chairperson of the Assembly.

21. (Cancelled)

22.

(a) A duly elected representative to the General Assembly shall be entitled to one vote at any given time during a General Assembly.

(b) All decisions of the General Assembly, except for Special Resolutions, shall be passed by an open vote and by a simple majority of the representatives present and voting, unless decided otherwise.

(c) In the event of a tie in votes during the Assembly (except in the case of a Special Resolution), the Chairperson of the Assembly shall have an additional casting vote.

23. The Annual General Assembly:

The Association shall convene a General Assembly at least once per year at a time and place determined by the Committee. Notice of the Assembly, including its date, time, and agenda, shall be sent in writing to all members at least 14 days before the scheduled date.

24. The Matters on the Agenda of the Annual Assembly Shall Include:

(a) Receiving a report from the Committee on the Association's activities, financial and asset management, and discussion thereof.

(b) Discussion of any matters brought before the General Assembly by the Committee.

(c) Election of the Committee (this matter shall be on the agenda once every four years, in accordance with Section 16 above).

(d) Election of an Audit Committee.

(e) Discussion of applications for membership and decisions regarding them.

(f) Any other matters the General Assembly decides to discuss.

25. A Special Resolution shall require a two-thirds majority of the representatives present and voting at the General Assembly, and shall be required for the validity of any of the following:

(a) Expulsion of a member from the Association.

(b) Election of a new Committee before the end of the current Committee's term.

(c) Amendment of the Bylaws.

(d) Dissolution of the Association.

(e) Appointment of an Honorary Member of the Association.

26. Extraordinary General Assembly:

(a) The Association's Committee may convene an Extraordinary General Assembly whenever it deems necessary.

(b)

1. If a written request is submitted by the Audit Committee or by at least three representatives of the members, the Committee shall be obligated to convene an Extraordinary General Assembly.
2. If the Committee does not convene such a meeting within one month from the date of the request, the requesting parties shall be entitled to convene the Assembly themselves.

27. Notice of Extraordinary General Assembly:

The Committee, or those calling the Extraordinary Assembly (as applicable), must notify all members of the Association and their representatives in writing at least 14 days prior to the Assembly. The notice shall include the time, place, and agenda of the Assembly.

28. Quorum at an Extraordinary General Assembly:

An Extraordinary General Assembly shall be valid only if at least 50% of the representatives entitled to vote are present at the time and place set for the Assembly.

If there is no quorum, the Assembly shall be postponed by no more than 7 days. At the rescheduled Assembly, quorum shall consist of at least 30% of the voting representatives.

29. The Committee of the Association:

(a) The Management Committee shall consist of five members from the General Assembly: the Chairperson, the Vice Chairperson, a Professional Director, a Handicap Manager, and a Treasurer.

The composition shall be determined by the Chairperson and Vice Chairperson, and shall be subject to approval by the General Assembly.

(b) The appointment of Committee members shall occur once every four years, in accordance with Section 16.

(c) Committee members must be permanent residents of Israel.

(d) Committee members shall act in accordance with and for the realization of the objectives and goals of the Association.

30. Replacement of Committee Members:

Each Committee member shall have one vote in Committee meetings and sessions.

31. Decisions of the Committee:

(a) Committee decisions shall be made by a simple majority of votes.

(b) In case of a tie, the serving Chairperson shall have a casting vote. This right is personal to the Chairperson.

32. At the first Committee meeting following the election of members, the Committee shall appoint from among its members:

(a) A Secretary (who need not be a Committee member), unless already elected by the General Assembly.

(b) A Treasurer, whose responsibilities shall include overseeing all financial matters of the organization. The Treasurer shall also be responsible for membership fee collection, other payments, and all other financial matters. The Treasurer shall fulfill this role only and shall not be assigned any additional tasks.

33. A Committee member's seat shall be vacated if the member resigns, passes away, becomes ill for more than three months, is declared bankrupt, or is convicted of a criminal offense involving moral turpitude.

34. Committee Powers:

(a) The Committee shall be authorized to manage all matters of the Association and to carry out all its objectives, and to exercise all powers granted to the Association, except for those matters and powers that are specifically assigned to the General Assembly by these bylaws.

(b) Without derogating from the generality of subsection (a), the Committee shall be authorized to receive applications and conduct negotiations with organizations, both domestic and international, regarding the organization and management of official golf competitions in Israel.

The Committee shall mediate between such organizations and the members of the Association for the purpose of holding and managing official competitions, and members of the Association shall cooperate with the Committee in this regard.

35. Management Powers and Structure of the Committee:

The Committee shall operate through subcommittees chosen from among its members. It may establish funds and set regulations for their management as it deems appropriate.

36. Membership Dues:

Members of the Association shall pay membership dues as determined from time to time by the Committee.

37. Bank Accounts:

The Committee shall open, in the name of the Association, one or more bank accounts at a bank or banks as it deems appropriate, and shall notify the bank(s) of the names of the individuals authorized to bind the Association to that account and to withdraw funds in the name of the Association from said account(s).

38. Signing Authority:

The Treasurer of the Committee, together with either the serving Chairperson or the Vice Chairperson, shall have signing authority on behalf of the Association. The specific authority shall be determined by the Committee.

39. Financial Management and Oversight:

The Treasurer shall be responsible for maintaining the Association's financial records. These records shall be open at all reasonable times to inspection by any member of the Committee and by representatives of the Association's members who notify the Treasurer in writing of their wish to inspect the financial accounts.

40. Written Decisions:

A written decision signed by all members of the Committee shall be valid as if it were passed at a duly convened Committee meeting.

41. The Committee shall maintain the following registers:

(a) Register of Members: Including the names of all representatives of Association members, their residential addresses, and their email addresses.

(b) General Assembly Register: In which minutes of General Assemblies and all resolutions passed shall be recorded.

(c) Committee Meeting Register: In which minutes of Committee meetings and all resolutions passed therein shall be recorded.

42. Approval of Records:

Any report as specified in Section 41 shall be approved by the signature of the Chairperson of the relevant meeting (General Assembly or Committee).

43. Audit Committee:

(a) The General Assembly shall appoint two members to serve on the Audit Committee for a term of four years.

(b) A seat on the Audit Committee shall be vacated if a member resigns, dies, becomes ill for a period longer than three months, is declared bankrupt, or is convicted of a criminal offense involving moral turpitude.

(c) The General Assembly may appoint a replacement to the Audit Committee.

44. Responsibilities of the Audit Committee:

The Audit Committee shall examine the Association's financial and operational affairs and its account books, and shall submit its recommendations to the General Assembly regarding the approval of the financial report.

45. Conflict of Roles:

No individual may serve simultaneously as a member of both the Committee and the Audit Committee.

46. Dissolution of the Association:

(a) In the event of dissolution, the Association's funds and assets shall be transferred to a recognized public institution with similar or identical objectives.

(b) Notwithstanding subsection (a), any funds received by the Association specifically for the benefit of one of its members shall be returned to that member.

47. Use of Assets:

The assets and income of the Association shall be used solely for the purposes of the Association. Distribution of profits or benefits in any form to its members is strictly prohibited.

48. Transitional Provisions:

(a) These bylaws shall come into effect from the date of the first election to the General Assembly following their approval by the current General Assembly. The method of approval shall follow the mechanism established in the existing bylaws.

(b) In the first election conducted under these bylaws, the following shall be added to Section 15: "No more than 7 members from the same club that is a member of the Association."

49. Appointment of Auditor:

The Association's annual General Assembly shall appoint an auditor who shall serve in their role until the following annual General Assembly.

50. Interim Appointment of First Auditor:

The Committee may appoint the first auditor of the Association at any time before the first annual General Assembly. This auditor shall serve until that Assembly. If the Committee does not appoint an auditor, the first annual General Assembly may appoint one.

51. Approval of Auditor Appointment:

At the first General Assembly, the Association may approve the appointment made by the Committee or appoint an alternative auditor proposed by any member of the Association, provided that notice of the proposed change is sent to all members and to the existing auditor at least seven days before the date of the Assembly.

52. Handicap Manager – Duties:

- (a) To supervise the management of handicaps for all Association members, whether through authorized clubs or directly by the Association if so decided by the General Assembly.
- (b) To perform regular audits of handicap records managed by clubs.
- (c) To ensure full compliance with the EGA guidelines in accordance with the agreement signed between the Association and the EGA, including triennial reviews.
- (d) To ensure that all competitions whose results are entered into the handicap system are conducted in accordance with EGA guidelines.
- (e) To serve as Chair of the Association's Handicap Committee.
- (f) To issue and sign handicap certificates for Association members upon request.

53. Professional Director – Duties:

- (a) To manage all golf competitions organized by the Association, define and publish entry conditions, draft competition rules, establish competition committees, and comply with R&A competition management guidelines.
- (b) To coordinate the development of professional training programs for elite golfers with government agencies.
- (c) To coordinate the Association's activities with golf academies at the clubs.
- (d) To coordinate the establishment and management of Israeli national teams as needed.

54. Secretary of the Association:

The Secretary shall be appointed by the Management Committee. The Secretary shall not be a member of the General Assembly or the Committee.

55. Election Committee:

The Election Committee shall be appointed by the General Assembly sixty (60) days prior to the end of the four-year term of the Management Committee. The Committee shall consist of three members of the Association who are not members of the General Assembly or the Management Committee. One of the members must be a lawyer. The composition of the Election Committee shall be approved by the General Assembly.

56. Setting the Election Date:

The Election Committee shall set the election date, which shall be no later than thirty (30) days from the expiration of the Committee's term. It shall publish the election date to all members of the Association at least thirty (30) days prior to the elections.

57. Submission of Candidacies:

The Election Committee shall call upon all Association members interested in running for the General Assembly or for the position of Chairperson to submit their candidacies within ten (10) days from the Committee's appointment. Candidates shall submit a written letter detailing their qualifications and experience. The Committee shall approve the candidates according to set criteria and publish the list of approved candidates at least thirty (30) days prior to the election date.

58. Duration of the Election Process:

The election process shall last for seven (7) days, during which Association members may exercise their right to vote for representatives to the General Assembly and for the Chairperson. Voting shall end on the final day at 18:00.

59. Ballot Box:

During the election period, a ballot box shall be placed in an accessible and supervised location as determined and published by the Election Committee to all Association members.

60. Voting Form:

The voting form, produced by the Election Committee, shall list all candidates. Members shall mark six (6) candidates for the General Assembly and one (1) candidate for Chairperson, then place the form in the ballot box.

61. Distribution of Voting Forms:

Voting forms shall be distributed to each eligible voting member of the Association after the member has identified themselves and confirmed their eligibility to vote on the list.

62. Publication of Results:

The Election Committee shall publish the election results within twenty-four (24) hours of the end of the voting period.

63. Candidate Presentations:

The Election Committee shall schedule a pre-election meeting for all members at least seven (7) days before the elections. During this meeting, each candidate shall have ten (10) minutes to present their candidacy.

Candidates may distribute campaign materials to promote their election, subject to prior approval by the Election Committee. The Committee shall determine the means of distribution available.