



**MELTHAM GOLF CLUB LIMITED**  
**Thick Hollins Hall, Meltham,**  
**Holmfirth, HD9 4DQ**

Companies House

Company Number: 00435899  
PRIVATE COMPANY LIMITED BY GUARANTEE  
SPECIAL RESOLUTION  
of  
MELTHAM GOLF CLUB LIMITED (COMPANY)

At a meeting of the members of the Company held on 25 March 2019 the following resolution was passed as a special resolution of the Company

"THAT with effect from the conclusion of the meeting the draft articles of association produced to the meeting and initialed by the chairman for the purposes of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association."

.....  
Peter Farnsworth  
Secretary  
26 March 2019

WEDNESDAY



A15 \*A834B9L6\* #306  
10/04/2019  
COMPANIES HOUSE

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COMPANY NUMBER : 00435899

**THE COMPANIES ACT 2006**  
**REGULATIONS FOR MANAGEMENT OF A COMPANY LIMITED BY GUARANTEE,**  
**AND NOT HAVING A SHARE CAPITAL**

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**NEW ARTICLES OF ASSOCIATION**

**OF**

**MELTHAM GOLF CLUB LIMITED**

**ADOPTED BY SPECIAL RESOLUTION AT THE**

**ANNUAL GENERAL MEETING ON 25 MARCH 2019**

**1 INTERPRETATION**

**1.1 In these regulations -**

"the Act"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), insofar as they apply to the Club including any statutory modification or re-enactment thereof for the time being in force.
"articles"	means the articles of association of the Club.
"clear days"	in relation to the period of a notice, means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
"the Club"	shall mean Meltham Golf Club Limited and has the same meaning as the expression "the company" used in the Act.
"committee"	has the same meaning as the expression "directors" used in the Act.
"secretary"	means the secretary of the Club or any other person appointed to perform the duties of the secretary of the Club, including a joint, assistant or deputy secretary.

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"the United Kingdom" means Great Britain and Northern Ireland.

1.2 Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Club.

1.3 Unless the context of otherwise requires, a reference to any gender shall include a reference to all other genders.

## **2 OBJECTS OF THE CLUB**

2.1 The objects for which the Club is established are:

2.1.1 To promote the game of golf, sports, recreation and social activities.

2.1.2 To establish, maintain and conduct a club for the accommodation of members of that club and their friends, and generally, to afford to members and their friends all the usual privileges, advantages, conveniences and accommodation of a golf club.

2.1.3 To borrow or raise or secure the payment of money in such manner as the Club shall think fit, and in particular to secure the repayment of any money borrowed, raised, or owing by the issue of or upon bonds, debentures, debenture stock (perpetual or otherwise) deposit bills of exchange, promissory notes or other obligations or securities of the Club, or by mortgage, charge or lien, upon all or any part of the property or assets of the Club (whether present or future) and also by similar mortgage, charge or lien or otherwise to secure and guarantee the performance by the Club of any obligation or liability it may undertake.

2.1.4 To do all such other lawful things as may be incidental, ancillary or conducive to the attainment of all or any of the above objects.

## **3 MEMBERS**

The subscribers to the memorandum of association of the Club and such other persons whom are admitted to membership in accordance with these articles shall be the members of the Club.

## **4 ARTICLES**

A copy of the latest version of these articles of association shall be made available to all members from the Club office or from the Club website at [www.meltham-golf.co.uk](http://www.meltham-golf.co.uk)



and every member shall be deemed to have full knowledge of them.

## **5 NAME OF THE CLUB**

The Club shall be called Meltham Golf Club Limited.

## **6 MANAGEMENT**

- 6.1 The management of the Club shall be in the hands of a committee (the "Executive Committee") who shall be the directors of the Club consisting of the President, Captain, Immediate Past Captain, Honorary Secretary, Vice-Captain and five full playing members of the Club (hereinafter called "Operational Committee Chairs") elected to the following specific appointments
- (a) Chair of Course
  - (b) Chair of Finance and Honorary Treasurer
  - (c) Chair of Golf
  - (d) Chair of House
  - (e) Chair of Marketing
- 6.2 A meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the directors.
- 6.3 No regulation made by the Club in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
- 6.4 The Executive Committee shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Executive Committee;
  - (b) of the names of the persons present at each meeting of the Executive Committee and of any sub-committee of it;
  - (c) of all resolutions and proceedings at all meetings of the Club, and of the Executive Committee, and of any sub-committees of it.
- 6.5 The seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of a director and of the secretary or such other person as the Executive Committee may appoint for the

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purpose; and that director and the secretary or other person as aforesaid shall sign every instrument to which the seal of the Club is so affixed in their presence.

## **7 SURPLUS**

The Club shall not make a distribution of any surpluses, save to another non-profit making body or, in part or in whole to the members on dissolution

## **8 LIABILITIES OF MEMBERS**

8.1 The liability of the members is limited.

8.2 Every member of the Club undertakes to contribute to the assets of the Club in the event of the Club being wound up during the time that he or she is a member, or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

## **9 PRESIDENT, CAPTAIN, HONORARY SECRETARY, VICE-CAPTAIN**

9.1 The Executive Committee shall nominate a full playing member for each of the positions of President, Captain, Honorary Secretary and Vice-Captain of the Club.

9.2 Not later than 15 November each year the Honorary Secretary shall post on the notice board a letter inviting Full Playing Members to submit written nominations of eligible persons to the Executive Committee for the positions of President (maximum two years), Honorary Secretary (three years) and Vice-Captain (annually). The closing date for written nominations to be received by the Honorary Secretary shall be 10 December. Each nomination shall have a proposer and seconder, who shall be full playing members.

9.3 At their December meeting the Executive Committee shall consider in confidence the written nominations from the members

9.4 The Executive Committee shall choose from the members' nominations their nomination for President, Honorary Secretary and Vice-Captain. The nomination for Captain shall normally be the retiring Vice Captain.

9.5 The President shall serve for a maximum two years, Honorary Secretary three years and the Captain and Vice-Captain shall serve for one year.

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- 9.6 Not later than 15 January each year the Honorary Secretary shall post on the notice board a paper detailing the list of vacancies and the corresponding Executive Committee's nomination. Full playing members will be able to nominate eligible persons to fill the list of vacancies occurring at the next Annual General Meeting. On 15 February the nominee list shall be closed.
- 9.7 The President, Captain, Honorary Secretary and Vice-Captain of the Club shall be elected by a majority of members through a single transferable vote of the members at the Club's Annual General Meeting.

## **10 OPERATIONAL COMMITTEE CHAIRS**

- 10.1 Operational Committee Chairs shall be proposed and seconded by two full playing members of the Club and elected for three years by a majority of members through a single transferable vote of the members at the Club's Annual General Meeting except as set out in article 10.2 below. The method of election shall be as follows. Not later than 15 January each year the Honorary Secretary shall post on the notice board a paper inviting full playing members to nominate eligible persons to fill the list of vacancies occurring at the next Annual General Meeting. If at 15 February there are insufficient nominations to fill the vacancies, the Executive Committee must seek and accept further nominations up to 28 days before the Annual General Meeting. After which the Honorary Secretary shall send out, with the annual accounts, the list of all candidates nominated, with the names of the proposers and seconders.
- 10.2 In the case of a casual vacancy of an Operational Committee Chair, the Executive Committee must co-opt a member who shall take the place of the outgoing member until the next Annual General Meeting. The existence of a casual vacancy shall be notified in writing by the placing of a notice on the Club's general notice board and the notice shall also invite members to apply for the casual vacancy. Members shall be given 21 days to submit their written applications. The Executive Committee shall at their next meeting after the 21 days have expired consider all the applications and shall appoint at their sole discretion a member from the applications to fill the vacancy. A member so co-opted shall have the powers and voting rights as if he/she had been duly elected at an Annual General Meeting. At the next Annual General Meeting the vacancy shall be filled by election by the members, and will be for the period then uncompleted by the outgoing member.
- 10.3 The Operational Committee Chairs shall retire in rotation on expiry of their elected term and shall be eligible for re-election except that no Operational Committee Chair may serve more than seven consecutive years (excluding any term served as a co-

opted Operational Committee Chair), after which they will be ineligible for two years. The years of service as President, Captain and Vice-Captain of any Operational Committee Chair may be additional to the seven years limit.

- 10.4 The members may at an Extraordinary General Meeting pass a resolution removing any one of the Executive Committee from office. In such event the Executive Committee shall within one week seek nominations from members and within 28 days convene a general meeting for the elections for the specific vacancies so created.

## **11 DISQUALIFICATION FROM MEMBERSHIP OF THE EXECUTIVE COMMITTEE**

- 11.1 The position of President, Captain, Immediate Past Captain, Honorary Secretary, Vice-Captain or Operational Committee Chair shall be vacated if he/she:-

- (a) Becomes of unsound mind, bankrupt or compound with their creditors
- (b) Ceases to be a member of the Club
- (c) Sends in a written resignation to the Executive Committee
- (d) Be absent from the Executive Committee meetings continuously for three months without the consent of the Executive Committee and the Executive Committee pass a resolution that they have vacated their office.
- (e) Shall, pursuant to the provisions of the Act, be prohibited from acting as a director
- (f) Is convicted of an indictable offence and the Executive Committee resolve that they have vacated their office.

- 11.2 Any member of the Executive Committee resigning from the Executive Committee shall not be eligible to stand for election as an Operational Committee Chair for one year from the date of their resignation.

## **12 AUDITOR**

The Club at each Annual General Meeting shall appoint an Auditor or Auditors until the next Annual General Meeting.

## **13 THE PRESIDENT**

The President shall preside at all general meetings of the Club when present.

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#### **14 THE CAPTAIN**

The Captain shall preside at all meetings of the Executive Committee when present. In the absence of the Captain the Executive Committee is empowered to elect its own chair. The Captain shall preside at general meetings in the absence of the President. In the absence of both the President and the Captain the members attending the general meeting and having the right to vote are empowered to elect their own chair. The Captain is entitled to be a member of all Operational Committees and when present shall be entitled to a vote on any questions arising at any Operational Committee meeting.

#### **15 THE HONORARY TREASURER**

The Honorary Treasurer shall keep all books of account and shall pay into such bank as the Executive Committee may direct, to the credit of the Club, all monies received. The Honorary Treasurer shall submit a profit and loss account and balance sheet made up to 1 February in each year to the Annual General Meeting, such profit and loss account and balance sheet previously being certified by the Auditor, elected at the previous Annual General Meeting. An addendum to the Club's accounts shall itemise all benefits with a value of over £50 (including, but not limited to any reduction in annual subscription and additional discount on purchases from the bar) provided during the financial year to any current or past Club Officer/Executive Committee member. All payments by the Club are to be made by or through the Honorary Treasurer. An Honorary Purveyor appointed by the Executive Committee shall assist the Honorary Treasurer in matters affecting bar accounting and stocktaking.

#### **16 THE HONORARY SECRETARY**

The Honorary Secretary shall keep correct records of proceedings of all meetings of the Club and its Executive Committee, and shall produce such records at all meetings thereof, and shall prepare a list of attendances at all Executive Committee Meetings held during the year and submit it at the Annual General Meeting if called for. The Honorary Secretary or if absent the Captain, shall summon all meetings of the Club and the Executive Committee, and provide a copy via email, noticeboard or website of the annual accounts to every member of the Club at least fourteen days before the Annual General Meeting. The Honorary Secretary shall also enrol members and give all notices required by the Articles.

#### **17 THE EXECUTIVE COMMITTEE**

17.1 The Executive Committee shall meet monthly. Questions arising at any meeting shall



be decided by a majority of the votes of those present.

- 17.2 Five members of the Executive Committee shall form a quorum. In the case of an equality of votes the Executive Committee Chair shall have a second or casting vote.
- 17.3 The Executive Committee shall have the power to invite members, Club employees and professional advisers to its meetings to observe and/or provide expert opinion but with no voting rights.
- 17.4 The Executive Committee shall have power subject to the subsequent approval of the next General Meeting to make, revoke or alter any byelaws, so long as such byelaws are not inconsistent with the Articles.
- 17.5 The Executive Committee shall have power from time to time at its discretion to raise or borrow any sum or sums of money for the purpose of the Club and may secure the repayment of such monies in such a manner and on such terms and conditions in all respects as the Executive Committee may think fit and in particular by the issue of any form of security conferring a charge upon all or any part of the property of the Club both present and future. Provided that the amount for the time being remaining un-discharged of monies borrowed or secured by the Executive Committee as aforesaid shall not at any time, without the previous sanction of the members in general meeting, exceed £40,000 and up to £125,000 for leasing purposes, but nevertheless no lender or other person dealing with the Club or the Executive Committee shall be concerned to see or inquire whether this limit is observed. No debt incurred, or security given, in excess of such limit shall be invalid, or ineffectual, except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred, or security given that the limit hereby imposed had been or was thereby exceeded.
- 17.6 The Executive Committee may from time to time, and in accordance with the Equality Act 2010, propose the introduction of additional membership categories on a temporary/trial basis as part of an exercise to attract new members. These membership categories will only be available to potentially new Club members. Any such proposal will be notified to members prior to its introduction and will be of a temporary nature until ratified by the full membership at the next available AGM.

## **18 OPERATIONAL COMMITTEES**

- 18.1 Each Operational Committee Chair shall have a duty forthwith upon election to convene an Operational Committee comprising of at least four members in addition to the Chair. One of these shall be appointed as their deputy to act as Chair in their



absence from Operational Committee meetings. The Operational Committee Chair shall appoint Operational Committee members. The Chair shall seek nominations for Operational Committee members from the Ladies Section and the Rabbits Section and shall ensure that membership of their Operational Committee is representative of a broad cross-section of the Club membership.

18.2 The Captain shall appoint a member to be Secretary of the Social Committee for a term of office co-incident with the term of office of the Captain. The Secretary of Social shall convene a Social Committee that shall be responsible for the organisation of social events for the members and shall appoint members to the Social Committee, who are representative of a broad cross-section of the Club membership. The Captain is entitled to be a member of the Social Committee and when present shall be entitled to a vote on any questions arising at any Social Committee meeting. The Secretary of Social shall report to the Captain. The Captain shall provide the Executive Committee with information relating to the activities of the Social Committee and be responsible for the financial control of the Social Committee's activities.

18.3 The Executive Committee shall have the power to place on Operational Committees, members of the Club who are not members of the Executive Committee.

## **19 GENERAL MEETINGS**

19.1 The Annual General Meeting of the Club for considering the audited accounts of the Club, appointing an Auditor, electing Executive Committee, revising Articles and other business, shall be held in the clubhouse, as early as convenient after 1st March each year, and 15 months shall not elapse without an Annual General Meeting being held.

19.2 Extraordinary General Meetings can only be called by the Executive Committee, or at the request, in writing, of not less than 20 Full Playing Members, or should the number of such members be less than 100, then, one fifth of such number.

19.3 A minimum of fourteen clear days' notice must be given to the members for all general meetings.

19.4 All members except Casual and Social shall be entitled to attend General Meetings but only Full Playing, Honorary, Life and Restricted members present shall be entitled to vote.

19.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings at any meeting.

- 19.6 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, twenty members personally present shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- 19.7 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 19.8 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands), demanded by any member present in person or by proxy and entitled to vote, and, unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Club, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 19.9 If a poll is duly demanded, it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 19.10 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 19.11 A poll demanded on the election of a chairman or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

## **20 VOTES OF MEMBERS**

- 20.1 Every member who is entitled to vote shall have one vote.
- 20.2 On a poll votes may be given either personally or by proxy.
- 20.3 A proxy must be a member of the Club.
- 20.4 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.
- 20.5 The instrument appointing a proxy and the power of attorney, or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Club not less than twenty four hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- 20.6 No member is entitled to vote at any general meeting unless all money presently due and payable by him to the Club has been paid.
- 20.7 An instrument appointing a proxy may be in the following form, or any other form which the Executive Committee shall approve:

"I, [NAME] of [ADDRESS], being a member of Meltham Golf Club Limited, hereby appoint [NAME] of [ADDRESS], as my proxy, to vote for me and on my behalf at the [ordinary or extraordinary, as the case may be] general meeting of the Club to be held on [DAY] day of [MONTH AND YEAR] and at any adjournment thereof"

Signed this [DAY] day of [MONTH AND YEAR].

- 20.8 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## **21 ELECTION OF MEMBERS**

- 21.1 Candidates for election to membership, other than Casual members for whom the Executive Committee shall give approval, must be proposed by one and seconded by two members to whom they must be personally known and who shall be responsible for their eligibility.
- 21.2 On receipt of the proposal form, the proposer will complete all the necessary details,

obtain the required signatures and return the form to the Honorary Secretary.

- 21.3 Alternatively, candidates for election may support their application by letter and/or references from previous clubs, in which case they will be interviewed by a minimum of two members of the Executive Committee.
- 21.4 Candidates shall be balloted for by the Executive Committee and no person shall be elected unless three-quarters of the members present vote in favour of his or her election; not fewer than five members of the Executive Committee voting in favour.
- 21.5 When a candidate has been duly elected, the Honorary Secretary in a database kept for that purpose shall enter his or her name. The Honorary Secretary shall notify successful applicants, in writing, enclosing a copy of the Articles and requesting remittance of the amount of the entrance fee and subscription. Until the initial entrance fee and subscription are paid, or the relevant forms completed for payment by monthly instalment, the candidate shall not use the clubhouse and course as a member and if the entrance fee and subscription remain unpaid for one month after notification of election the Executive Committee may, at their discretion, declare the election null and void.
- 21.6 Honorary Life and Life members may only be elected at the discretion of the Executive Committee.
- 21.7 A person elected to membership shall become a Member of the Company immediately upon signing and delivering to the Executive Committee an application in the following form:

"MELTHAM GOLF CLUB LIMITED

I, the undersigned, desire to be admitted to Membership of your Company and request you enter my name in the Register of Members accordingly, subject to the Company's Memorandum and Articles of Association.

Dated this                      day of                      20    "

## **22        ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS**

- 22.1 The Entrance Fees and Annual Subscriptions shall be as determined by the Executive Committee and confirmed by the members in General Meeting. The Executive Committee shall have the power to reduce, waive or defer payment of subscriptions of any member.

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- 22.2 All subscriptions are due on 1 June in each year. No member whose subscription is one month in arrears (i.e. after 30 June) may take part in any Club competition, vote at any meeting, or use the clubhouse or course.
- 22.3 When a member is two months in arrears the Executive Committee may determine that such member shall cease to be a member forthwith and take action to recover all monies due to the Club and such member shall thereafter have no claim against the Club, its funds or assets of any kind.
- 22.4 Entrance fees are only payable by full playing members joining the Club who are over the age of 30 years.
- 22.5 Any member transferring to a higher class of membership shall be required to pay the appropriate entrance fee of that class, in force at the time of the transfer, less whatever amount has already been paid as entrance fee to their former class of membership.

## **23 MEMBERSHIP**

The numbers in all categories of membership may be limited, at the discretion of the Executive Committee. The Executive Committee shall have power to elect members as follows: -

(a) Full Playing Members

(b) Country Members

- Country membership shall only be available to persons who are full playing members of another golf club and who have no residence within 20 miles radius of Meltham Golf Club
- Such members will be permitted to enter any club competition.

(c) Restricted Members

- When the limit of full playing membership, as decided by the Executive Committee, has been reached, Restricted membership may be available at the discretion of the Executive Committee who shall specify the restrictions to be applied.

## **24 JUNIOR MEMBERS**

- 24.1 Junior membership shall be available to persons under 18 years of age. On attaining

the age of 18 years a junior member will transfer to full playing membership.

- 24.2 Junior members shall only enter such competitions as may be decided by the Executive Committee.

## **25 CASUAL MEMBERS**

Any person may be admitted as a casual member for such period and at such subscription as the Executive Committee may decide. Casual membership shall not be approved on more than twelve occasions in any one year. The concessionary green fee for a visitor playing with a member, be limited to six occasions, the full green fee being payable for up to six further visits. Casual members are not eligible to enter club competitions.

## **26 HONORARY LIFE AND LIFE MEMBERS**

Honorary Life members and Life members shall have all the rights of Full Playing members but shall pay no entrance fee or subscription.

## **27 SPECIAL CATEGORY**

Special Category membership is available subject to a member meeting the following criteria:

- (a) when a member reaches the age of 80 years and has a minimum of 25 years membership
- (b) when a member through illness or infirmity is only able to play a few holes on an occasional basis, the Executive Committee may consider a request from another full playing member that Special Category membership should be granted pending the recovery from the incapacity. Such memberships to be reviewed on an annual basis.

## **28 SOCIAL MEMBERS**

- 28.1 Social members shall have full use of the Club House (subject to the Executive Committee's powers of management) but shall not, as such, have any right to play the course.
- 28.2 The Executive Committee may, at its discretion, apply a different rate of annual subscription to Social members who are spouses of full playing members.

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## **29 RESIGNATION AND RE-ELECTION**

- 29.1 Any member who resigns and seeks re-election at a later date must do so as a stranger and will be required to pay the full entrance fee and subscription, unless by special permission of the Executive Committee who shall have power to deal with each case on its merits.
- 29.2 Any member not giving notice of their resignation in writing, before 1 February 2020 shall be responsible for the subscription for the period from 1 February 2020 to 31 May 2020 and any member not giving notice of their resignation in writing, before 1 June in each year following shall be responsible for the subscription for the year then commencing. This Article may be waived in exceptional circumstances but only at the discretion of the Executive Committee.

## **30 MEMBERS ABROAD**

Any members who inform the Hon. Secretary that they propose being absent from the United Kingdom during the entire period covered by the annual subscription shall not in their absence be liable to pay the same. Immediately on their return to the United Kingdom they shall be liable for the current year's subscription, on payment of which they shall be admitted to all the privileges of the club, but if they return after 1st August they shall be called upon to pay a proportion of the annual subscription for that year.

## **31 SUSPENSION AND EXPULSION**

- 31.1 The Executive Committee shall have the power to suspend for a period not exceeding 12 months or to expel any member whose conduct, whether within the Club premises or elsewhere, is in opinion of the Executive Committee injurious to the good name of the Club or renders them unfit for membership of the Club.
- 31.2 No member shall be suspended or expelled without first being summoned before the Executive Committee and full opportunity given to them to advance an explanation or defence, nor unless three quarters of the Executive Committee then present shall vote for their suspension or expulsion. The Chair of the Executive Committee who hears the case shall not have a casting vote on this occasion.
- 31.3 The Executive Committee shall have the power to exclude the member from the Club premises pending the hearing of the case against them.
- 31.4 A suspended member shall cease to have any of the privileges of membership, nor may they be nominated for or hold office whilst suspended, but they shall remain



liable for their subscription.

- 31.5 A member who is suspended shall have the right of appeal to the Executive Committee if they so request in writing to the Honorary Secretary within 7 days of their suspension. The appeal shall take place within 14 days of the request. The composition of the appellant tribunal shall, if possible, comprise different members of the Executive Committee from those who imposed the suspension. If this is not possible, the appellant tribunal shall be chaired by an independent, senior Ordinary Member of at least 10 years' standing, who shall be entitled to vote on the appeal.
- 31.6 A member who is expelled shall have the right of appeal to the members at a special meeting if he so requests in writing to the Secretary within 7 days of their expulsion. The meeting shall be convened by the Secretary within 21 days of the expulsion. If at least two-thirds of the members present and entitled to vote at the meeting are in favour of allowing the appeal, the member shall be automatically reinstated.
- 31.7 If the member so requests, they may attend any hearing before the Executive Committee or the special meeting of the members with a legal or other representative.

## **32 PLAYING VISITORS AND NON MEMBERS**

- 32.1 The names and addresses of all playing visitors must be entered in the Visitors Book, with the date of admission.
- 32.2 Subject to any restrictions, which the Executive Committee may from time to time impose the following non-members shall be entitled to admission to the Club premises and to purchase intoxicating liquor for consumption on the premises:
- (a) Golfers engaged in Club matches or other events authorised by the Executive Committee.
  - (b) Those taking meals in the Club premises.
  - (c) Those attending, in whatever capacity, any function at the Club premises, which is held with the prior approval of the Executive Committee.
  - (d) Club employees.
- 32.3 Social visits shall be limited to twelve per year excluding functions authorised by the Executive Committee.

## **33 ALTERATION OF ARTICLES/SALE OF PROPERTY**

33.1 No article of the Club shall be repealed or altered and no new article shall be made, save by a special resolution as required by the Act. Any proposed change to these articles shall be notified to the Honorary Secretary. Details of any proposal, which shall have the support of the Executive Committee or written support of at least 20 members, shall be sent to members by the Honorary Secretary with the notice convening the meeting at least fourteen clear days before the General Meeting at which such rule change would be considered.

33.2 There shall be no transfer of any interest in land and/or buildings by the Club except as approved by a special resolution as defined in the Act.

#### **34 COMPETITIONS**

A limited number of competitions may be held each year, such competitions to be approved by the Executive Committee.

#### **35 ACCOUNTS**

35.1 The Executive Committee shall cause proper books of account to be kept with respect to:

all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;

all sales and purchases of goods by the Club; and

the assets and liabilities of the Club.

35.2 The books of account shall be kept at the registered office of the Club, or at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of the Executive Committee.

35.3 The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of members not being members of the Executive Committee, and no member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Executive Committee or by the Club in general meeting.

35.4 The Executive Committee shall from time to time in accordance with the Act, cause to be prepared and to be laid before the Club in general meeting such profit and loss

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accounts, balance sheets and reports as are referred to the Act.

- 35.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Club in general meeting together with a copy of the Auditor's report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Club.

## **36 NOTICES**

- 36.1 A notice may be given by the Club to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address in the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Club for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the latter would be delivered in the ordinary course of the post.
- 36.2 Notice of every general meeting shall be given to every member except those who (having no registered address within the United Kingdom) have not supplied to the Club an address within the United Kingdom for giving of notices to them. No other persons shall be entitled to receive notices of general meetings.
- 36.3 Notices shall be deemed to be duly served on Members who have no registered address in the United Kingdom and who have not notified an address in the United Kingdom for the giving of notices to them by depositing the same at the Club's registered office.
- 36.4 The signature to any notice to be given by the Club may be written or printed.

## **37 GENERAL**

The Royal and Ancient Golf Club of St. Andrews' rules of the game shall be the rules of golf prevailing at the Club, subject to such Local Rules as the Executive Committee of the Club may from time to time decide.