



CERTIFICATE NO. 571870

THE COMPANIES ACT 1948
THE COMPANIES ACT 1985

THURSDAY



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26/11/2015
COMPANIES HOUSE

#119

Approved AGM 5th December 2014

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM

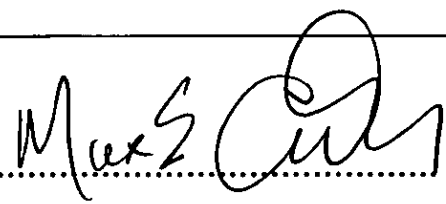
AND

ARTICLES OF ASSOCIATION

OF

LEIGH GOLF CLUB LIMITED

INCORPORATED THE 24TH DAY OF SEPTEMBER 1956

Signed.......... Captain

Signed.......... President



The Companies Act 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION
OF
LEIGH GOLF CLUB LIMITED**

- 1 The name of the Company (hereinafter called "the Club") is "LEIGH GOLF CLUB LIMITED"
2. The registered office of the Club is situated in England
3. The objects for which the Club is established are to -
 - 3 1 Promote the game of golf
 - 3.2. Promote other sports and pastimes
 - 3.3. Encourage social intercourse between members of the Club
 - 3 4. Establish, and maintain a golf club for the benefit of the members of the Club and their friends and generally to afford to them all the usual privileges, advantages, conveniences and accommodation of a club
 - 3.5.Acquire, by purchase, lease or otherwise any other lands, buildings, tenements or property near to the golf course and grounds, club house and premises of the Club and such as may be deemed by the Club likely to advance or benefit either directly or indirectly the interest of the Club.
 - 3 6 Manage, improve, cultivate and maintain all or any part of the land, buildings and property of the Club To sublet, exchange, sell or otherwise deal with and dispose of the same either together or in portions for such consideration as the Club may think fit
 - 3 7 Buy, prepare, make, supply, sell and deal in all kinds of golf equipment and all apparatus used in connection with the game of golf
 - 3 8 Buy and sell liquors, provisions and refreshments required or used by the members of the Club or other persons frequenting the course, grounds, clubhouse or premises of the Club.
 - 3 9 Collect and receive from the members, entrance fees and subscriptions, locker rents and other payments
 - 3 10 Hire and employ all classes of persons considered necessary for the purposes of the Club and to pay them and to other persons in return for services rendered to the Club, salaries, wages, gratuities and pensions
 - 3 11 Promote and hold, either alone or jointly with any other club, association, or persons, Meetings, competitions and matches for the playing of golf or other sports or pastimes and to offer, give or contribute towards prizes, medals and awards therefore and to promote, give or support dinners, balls, concerts and other entertainment
 - 3 12 Establish, promote, subscribe to, or assist in establishing, or become a member of any other association or clubs whose objects are similar or in part similar to the objects of the Club



3.13 Support any other registered charity or CASC registered organisation the Council and Members approve

3.14. Invest and deal with the monies of the Club not immediately required, in such manner as may from time to time be determined

3 15 To borrow or raise and give security for money by mortgage of any part of the property of the Club

4 The liability of the Members is limited.

5 Every Member of the Club undertakes to contribute to the assets of the Club in the event of its being wound up while he is a member or within one year afterwards for payments of the debts and liabilities of the Club contracted before he ceases to be a member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ten pounds

6. For the purposes of paragraph 5 above The category of Junior is excluded



THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
LEIGH GOLF CLUB LIMITED

GENERAL

Article 1.

Definitions

WORDS

MEANING

The Act	The Companies Act 1985
These presents	These Articles of Association and the regulations of the Club in force
The Club	Leigh Golf Club Limited
The Council	A Committee made up of Members duly elected in accordance with the Articles This Committee is responsible for the Management of the Club
Councillor	A member of the Council
Members	A general term that includes all categories of Membership including any Lady or Gentleman aged eighteen years or over, elected as Seven-day and Six-day members in accordance with the appropriate Article It shall include Life and Honorary Members elected in accordance with the appropriate Article
Subscriber	Any Junior Member elected as a Subscriber in accordance with the appropriate Article
Or	Any Country Member elected as a Subscriber in accordance with the appropriate Article.
Or	Any serving member of the local Police Force elected in accordance with the appropriate article.



Or	Any House Member elected as a Subscriber in accordance with the appropriate Article
Or	Any Three - Day Playing Subscriber elected in accordance with the appropriate Article
Register of Members	A Register of Members and subscribers elected in accordance with the appropriate Articles
Fees	A general term that includes Entrance Fees, Subscriptions, Locker Rentals Affiliation Fees etc
The Seal	The common seal of the Club
The United Kingdom	Great Britain and Northern Ireland
Year	The first day of August to the thirty-first day of July inclusive
Month	Calendar month
In writing	Written, printed, lithographed, including electronic transmission or partly one and partly another, and other modes of representing or reproducing words in a visible form
Year of Membership	Complete year as a Member excluding the year of election unless the Member's entrance fee and subscription were paid in full before the last day of August in the year of election

Words importing the singular number only shall include the plural number, and vice versa

Words importing the masculine gender only shall include the feminine gender

Words importing persons shall include corporations

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Club shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

Article 2.

The Council may from time to time alter the total number of Members and Subscribers

Article 3.

The provisions of the Act shall be observed by the Club Every Member and Subscriber shall sign a written application form and thereby agree to abide by all the terms and conditions of Membership.

Article 4.

The Club is established for the purposes expressed in the Memorandum of Association



Article 5

ELECTION OF MEMBERS & SUBSCRIBERS

5 1 Membership shall be open to all without prejudice. The Council shall have power to elect Members and Subscribers, limited at their discretion. The Council has the power to create or delete any category of Subscriber or Membership as is deemed necessary for the well being of the Club.

The Council may re-elect Members and Subscribers who have earlier resigned. The Council may transfer Members from one class of membership to another, and transfer a Subscriber to be a Member and vice versa, upon such terms as are hereby prescribed and subject to such regulations as they may from time to time deem advisable.

5 2 1. Candidates applying to become a **House Member Only** must be duly proposed by **Two Full Members** who shall have been **Full Members for at least two years**. The Secretary may also propose a House Member. The candidate shall complete a written form of application. The application has to be signed by both Proposers. The Secretary must sign the form of any person he proposes. The candidate must provide such information as the Council may require.

Notice of each application shall be posted in the Clubhouse for seven days prior to consideration.

The vote shall be by a simple majority vote. Immediate notice of the election result shall be advised to the candidates via the Secretary. No newly elected Subscriber shall be entitled to any privileges of the Club until the appropriate Subscription has been paid.

5 2 2. Candidates applying to join as a Playing Member must fill in an Application Form and must be proposed by **two Members of at least two years standing** who must sign the Application Form. They shall not have been subject to any disciplinary action under the appropriate articles [Suspension or Expulsion]. The properly completed form must be handed to the Secretary. This document shall give such information as the Council may require. Notice of each application shall also be posted in the Clubhouse **for seven days prior to consideration**. The vote shall be by secret ballot, by majority vote. Immediate notice of the election result shall be given to all candidates via the Secretary.

No newly elected Subscriber shall be entitled to any privileges of the Club until the appropriate Subscription has been paid.

5 2 3. Any Full or 6 Day member who did not join at least 4 months before the AGM will not be eligible to attend or vote in the AGM.

5 2 4. **Anyone who is excluded at any stage has no right of appeal.**

5 2 5. The Council retains the right to invite any person excluded to re-submit an application after a three year period.

5 3 1. The Council may, at their discretion, elect Members in any month, in any year, on payment of the appropriate entrance fee and a pro rata subscription for that year.

5 3.2. Members elected after 31st March in any year shall be liable to pay the pro-rata subscription to 31st July of that year in full.

5 3.3. Any Full or 6 Day member who did not join at least 4 months before the AGM will not be eligible to attend or vote in the AGM.

5 4. No Member shall be entitled to receive repayment of any green fees paid by him prior to his election.

Article 6.

ENTRANCE FEES & SUBSCRIPTIONS

6 1. The Fees for Members shall be determined by the Members at the General Meeting.

6 2. The Fees due for Members shall be paid in accordance with the regulations determined by the Council [See Article 7].

6 3.1. The fees shall become due on the first day of August in each succeeding year. 6 3.2. Should a newly elected Member fail to pay the monies due within such period, his election shall be immediately rescinded and he shall not be eligible for re-election to the Club.



6.4.1. The Council shall have the power to implement an increase or reduction of Subscriptions payable with a limit of 5% once in each Subscription year

6.4.2. Any increase or reduction outside the prescribed limit in Subscription has to be sanctioned by the Members in General Meeting

6.4.3. Any proposal for an increase or reduction has to be notified to the Full Members, at least 21 days before the General Meeting

6.4.4. The Council has the power to recommend a levy [over and above the agreed subscription] on the Members [pro-rata for subscribers]

6.4.5 Any levy has to be sanctioned by the Full Members in General Meeting

Article 7. PAYMENT METHODS FOR SUBSCRIPTIONS & ENTRANCE FEES

7.1. The Fees shall become payable on the first day of August each year

7.2 A Member may elect to pay his subscription in full This payment must be paid before the 31st of August. A Member joining part way through the year and electing to pay his fees in full must pay the full amount within one month of being elected.

7.3 A Member may elect to pay his subscriptions by whatever electronic means the Council deem to be suitable. The Council has the power to decide the number of payments Members wanting to pay by this method must have signed the relevant papers by the 14th of August in any year of Membership Should a Member, having elected to pay his subscriptions as provided for in this section, fail to remit any instalment by the due date will be suspended after twenty one days if payment is outstanding until such time as arrears have been paid A subsequent failure of payment during the current subscription year will render the Member liable to pay in full all remaining fees for that year in order to maintain membership subject to the conditions set out in Article 7.3

7.4. A Member joining part way through the year may elect to pay by the electronic system described in Article 7.3 above The Member must have signed the relevant papers by the 14th day of the month after his election. All Fees due in the first year will be paid in instalments Any Member failing to remit any instalment on time shall be liable immediately for full payment

Article 8. SEVEN-DAY MEMBER

8.1 A Seven-Day Member shall be entitled to attend and vote at the annual general meeting

8.2 A Seven-Day Member shall be entitled to nominate new persons for membership after serving a period of two years as a Seven-Day Member

8.3 A Seven-Day Member shall be entitled to serve on the Management Committee after serving a period of three years as a Seven-Day Member.

8.4 A Seven-Day Member shall, on election, be liable to pay an entrance fee if applicable which will be fixed by the Members at the General Meeting.

A Seven-Day Member shall also be liable to pay an annual subscription to be fixed by the Seven-Day Members at the General Meeting [Except where provided for in the appropriate Article]

The entrance fee for a Seven-Day Member re-elected or transferred back to Seven-Day Membership shall be the balance between the amount fixed at the General Meeting and the fee currently in operation when such a Seven-Day Member resigned.

8.5. The entrance fee, fixed by Seven-Day Members at a General Meeting, will be payable in a manner the Council deem appropriate.

8.6. Any Seven-Day Member who has ceased to play golf, may retain the privileges of House Membership by paying the appropriate subscription



8 7 No Seven-Day Member after the thirty-first day of August in any year may compete for a prize or sweepstake nor be allowed to vote on any matter affecting the Club until the appropriate amount of his subscription and all arrears due from him have been paid

8 8 A Seven-Day Member, who has attained the age of seventy years on the start of the subscription year, and who has been a Seven-Day Member for at least 20 years excluding those members already accepted, shall have his subscriptions reduced to 85% of the current seven-day subscription. Such a Member must provide evidence of age to the Secretary.

8 9 A Member of 20 years standing who has attained the age of eighty years on the start of the subscription year will not be required to pay any playing subscription from this date. He will be required to pay a nominal sum, which will be set at the same rate as a Non-Playing Member fixed by the Membership at the General Meeting. His rights and privileges, as a Seven-Day Member will remain the same.

8 10 A Seven-Day Member who is between the ages of 18 and 30 inclusive on the 1st of August in any year shall pay a graduated subscription which will start at 25% of the full subscription as fixed by the members at the General Meeting, at the age of 18 years and increase in equal increments until reaching the age of 30 years.

A Member, on attaining the age of 21 years by the 1st of August in any year, or who joins the club before the age of 30 years will pay the Entrance Fee applicable at that time, divided equally by the years remaining, until they are 30 years of age.

Article 9. **HONORARY MEMBER**

At any General Meeting any person may, on the recommendation of the Council, be elected an Honorary Life Member, and all such Life Members shall be eligible for any office in the Club and shall retain the privileges of the class of membership previously held.

Article 10. **JUNIOR MEMBER**

10 1 The Council may, in accordance with the appropriate Article, elect as subscribers, Junior Members who shall, on election, pay an annual subscription of an amount to be fixed by the Members at a General Meeting.

10 2 A Junior member will pay a graduated subscription starting at the age of 8 years at the lowest and increasing in equal yearly increments until they are 17 years of age. These charges will be fixed at a General Meeting.

10 3 A Junior Member attaining the age of 18 years by the 1st of August in any year, must, on application to the Council, transfer to 6 or 7 Day Membership. There will be no position as a Junior Member after the age of 18.

10 4 Junior Members shall not be entitled to attend meetings or to take part in the management of the Club.

10 5 The decision of the Council on any junior matter shall be final.

Article 11. **COUNTRY MEMBER**

11 1 The Council may, in accordance with the appropriate Article, elect as subscribers, Country Members who shall, on election, pay an annual subscription to be fixed by the Members at the General Meeting.

11 2 A Country Member shall be a playing member of any other recognised Golf Club.

11 3 A Country Member can be a former Member, who has resigned his position because he has left the district, and has applied for Membership of another recognised Golf Club.

11 4 A Country Member shall reside permanently at a minimum distance of 30 miles radius from the Clubhouse.

11.5 Country Members shall not be eligible to play in club Competitions, with the exception of the Coronation Cup.



11 6 Country Members are not entitled to attend General Meetings or take any part in the management of the Club.

Article 12.

HOUSE MEMBER

12.1 The House Member subscriptions will be fixed by the Members at the General Meeting

12.2 A House Member shall be eighteen years of age or over.

12 3 House Members, with the exception of playing members over 80 years of age who have courtesy of the course, shall not be entitled to play golf except on payment of the green fees fixed by the Council

12 4 House Members shall not be entitled to attend General Meetings or take any part in the management of the Club

Article 13.

THREE-DAY SUBSCRIBER

13 1. The Council may elect in accordance with the appropriate Article a Three-Day Subscriber who shall on election pay an annual subscription to be fixed by the Members at the General Meeting

13.2. Three-Day Subscribers shall only be allowed to play golf and use the practice areas on Monday, Tuesday and Friday The Council reserves the right to impose certain playing restrictions even on those days when required

13 3 Three-Day Subscribers may use the Clubhouse at any time

13 4 Three-Day Subscribers shall not be entitled to attend General Meetings or take part in the management of the Club

Article 14.

SIX-DAY MEMBER

14 1 The Council may elect, in accordance with the appropriate article, a Six-Day Member who shall on election pay an annual subscription to be fixed by the Members at the general Meeting.

14 2 Six-Day Members shall only be entitled to play golf and use the practice areas on Monday, Tuesday, Wednesday, Thursday, Friday and Sunday. The Council reserves the right to impose certain playing restrictions even on those days when required 6-Day Members may play on Saturdays following any Competition and subject to any Council restriction

14 3 A Six-Day Member who has attained the age of seventy years on the start of the subscription year and has been a Member for at least twenty years, excluding those already accepted, shall have their subscription reduced to 90% of the current Six-Day subscription.

14 4 Six-Day Members may use the Clubhouse at any time

14 5 Six-Day Members shall be entitled to attend General Meetings and take part in the management of the Club.

14 6 Any Six-Day Member who has ceased to play golf may retain the privileges of House Membership by paying the appropriate subscription

Article 15

INTRODUCTION OF GUESTS

15 1 A Member and every category of Subscriber may introduce visitors

15 2 Visitors may also be introduced at the discretion of the Secretary or the Professional

15 3 Visitors shall pay such Green Fee as the Council shall from time to time decide

15 4. Visitors names and addresses and the name of the Member / Subscriber introducing them, shall be entered in the Visitor's Book

15 5 The Fee must be paid to the Professional prior to play

15 6. The same guest **may not be introduced more than six times in any year** whether introduced by the same or other Member.

15 7 Such visitors may on the days covered by the green fees, purchase drinks from the bar and enjoy such other privileges of the Club as the Council shall from time to time determine.



Article 16.

RESIGNATION

16 1 Any Member who wishes to resign from Membership shall give notice in writing of their intention in writing, addressed to the Secretary and deposited at the registered office of the Club

16 2. A Member may not re-apply for Membership for a period of twelve months following receipt of a letter of resignation

Article 17.

DEFERRED MEMBERSHIP

17 1 A Member may request to have their membership deferred for a maximum period of twelve months on written application to the Council

17.2 A Member wishing to cancel their deferred arrangement during the twelve month period may be re-instated subject to all subscription payments for the relevant twelve month period being received by the Club

17.3. A Member will be required to initiate payment of subscription due from the end of the twelve month period or they will be deemed to have resigned

17 4 Council shall have full discretion to waive the provisions of Article 17 2 above if Council decides that a particular member's application amounts to exceptional circumstances and that it is fair and reasonable so to act Applications from members seeking relief from the provisions of Article 17 2 shall be decided by a majority vote of Council and the decision of Council is final with no right of appeal Provided always that in cases where Council decides to waive Article 17 2, it shall be mandatory that a member must pay a sum equivalent to three months of their annual subscription before being re-instated

Article 18.

EXPULSION

18 1 Members In all cases of Disciplinary procedure involving Full Members, the current Disciplinary Procedure laid out by the English Golf Union and CONGU will be adopted

18 2 All Other Categories of Membership / Subscribers

The Council shall, at their discretion, have the power to expel subscribers for conduct considered by them to be offensive or injurious to the reputation of Leigh Golf Club Such a decision to be decided by ballot A simple majority vote to carry The Subscriber shall have no right of appeal A Subscriber expelled under this Article shall forfeit all rights and claims against the Club and its property

Article 19.

SUSPENSION

19 1 In all cases of Disciplinary procedure involving Members, the current Disciplinary Procedure laid out by the English Golf Union and CONGU will be adopted.

19 2 Subscribers

If in the opinion of the Council the conduct of any subscriber, either within the Clubhouse, its environs or on the Golf Course, shall be offensive to the Members or injurious to the character and interests of the Club The Council shall be empowered to suspend that Subscriber for any period it considers appropriate, but not exceeding twelve months. Notice of the suspension, together with the reasons shall be given in writing

19 2 1 The Subscriber shall be liable to pay any subscriptions or Entry fees due during the period of his suspension

19 2 2 The Subscriber shall be liable for any additional "levy" payments due during his period of suspension

19 2 3 The Subscriber shall not be entitled to play in any official golf competitions at any other affiliated golf club, during his period of suspension



Article 20.

GENERAL MEETINGS

20 1 The Club shall hold a General Meeting in every year as its Annual General Meeting. The time and place shall be decided by the Council. The Council shall specify the meeting as such in the notices calling it. Unless the Council shall otherwise determine, each Annual Meeting shall be held not later than the thirty-first day of December.

20 2 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

20 3. The Council may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on request of a Member. Or in default, may be convened by such requisitions, as provided by the Act.

20 4 Twenty-one days' notice is needed in writing at least, of every Annual General Meeting and of every meeting convened to pass a Special Resolution.

20 5 Fourteen days' notice in writing is needed at least, of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given).

20 6 This notice must specify the place, the day and the hour of the meeting and in the case of special business, the general nature of that business. The notice shall be given in the manner hereinafter mentioned, to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Club.

20 7 With the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act, in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.

20 8 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings had at any meeting.

20 9 Only Seven and Six-Day Members and such Members as retain their existing privileges of Membership shall be entitled to attend and vote at General Meetings.

Article 21.

PROCEEDINGS AT GENERAL MEETINGS

21.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting. All that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the income and expenditure account, balance sheet and the reports of the Council and of the Auditors, the election of Councillors in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.

21 2 No business shall be transacted at any General Meeting unless a quorum is present when the meeting begins. Save as herein otherwise provided, fifteen Members personally present shall be a quorum.

21 3 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on 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, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

21 4 The President shall preside as Chairman at every General Meeting. The Captain may also chair the meeting if the President is unavailable. If neither is available the Members may elect a Councillor to chair the meeting. If no Councillor is available or willing to chair the meeting the Members present may elect a Member to chair the General Meeting.

21 5 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. The place of the meeting may also be changed. No business shall be transacted at any adjourned meeting other than business that might have been transacted at the meeting from which the adjournment took



place Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting Save as aforesaid, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting

21 6 At any General Meeting a resolution shall be put to the members and decided on a show of hands The Chairman of the meeting can declare that a resolution has been carried, carried unanimously or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book 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

21 7 Subject to the provisions of the appropriate Article. A poll may be demanded in the manner aforesaid. It shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

21.8. No poll shall be demanded on the election of a Chairman of a Meeting or on any question of adjournment.

21 9 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

21 10 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Article 22.

VOTES OF MEMBERS

22 1. Subject as hereinafter provided, every Member shall have one vote, either in a show of hands or in a secret ballot

22 2 Save as herein expressly provided, no Member, other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Club in respect of his membership, shall be entitled to vote on any question at any General Meeting.

Article 23.

HONORARY OFFICERS

23.1 The following shall be honorary officers of the Club, The President, Captain, Ex-Captain and Captain Elect All such honorary officers (with the exception of the Ex-Captain) shall be elected at the Annual General Meeting and shall hold office until the next Annual General Meeting but shall be eligible for re-election.

Article 24.

COUNCIL OF MANAGEMENT

24.1. The Council shall consist of the **President, the Captain, the Lady Captain, the Ex-Captain, the Vice-Captain and Ten other Members who have been Members for a period of at least three years and who shall be elected at the Annual General Meeting** The Two Members who receive the highest number of votes shall be elected for a period of three years The Two Members who receive the next highest number of votes shall be elected for a period of two years and if the vote includes for the replacement of a retiring member, the Member receiving the least votes shall be elected for a period of one year. The Members who shall retire from the Council in any year shall be eligible for nomination for re-election in accordance with the provisions of the appropriate Article. Such Members as are elected to serve on the Council for a term of two or three years shall retire at the end of such period but shall be eligible for nomination for re-election as herein provided

24 2 The Council may from time to time wish to appoint any Member (who shall have been a Member for a period of at least three years) as a Councillor to fill a casual vacancy Any Member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election



Article 25.

POWERS OF THE COUNCIL

25 1 The Club business shall be managed by the Council. The Council may pay all such expenses of, preliminary and incidental to, the promotion, formation, establishment and registration of the Club as they think fit and may exercise all such powers of the Club and do on behalf of the Club all such acts as may be exercised and done by the Club and as are not by statute or by these presents required to be exercised or done by the Club in General Meeting, subject nevertheless to any regulations of these presents to the provisions of the statutes for the time being in force and affecting the Club and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Club in General Meeting, but no regulation made by the Club in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. Without prejudice to the general powers hereby conferred and the other powers conferred by these presents, it is hereby declared that the Council shall have the following powers

25 2 At their discretion, to pay for any property, rights or privileges acquired by or services rendered to the Club, either wholly or partially in cash or in bonds, debentures, debenture stock or other securities may be either specifically charged upon all or any part of the property of the Club or not charged, and,

25 3 The Council may make bye-laws as they think fit. All such bye-laws shall be posted in the Club House.

25 4. The Councillors for the time being may, notwithstanding any vacancy in their body, provided always that in case the Councillors shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents it shall be lawful for them to act as the Council for the purpose of admitting persons to membership, filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose

Article 26.

SECRETARY AND TREASURER

26.1 The Secretary shall be appointed by the Council for such times, at such remuneration and upon such conditions, as they think fit, and any Secretary so appointed may be removed by them. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

26 2 The Council shall have the power to appoint a treasurer for such time, and at such remuneration and upon such conditions as they may think fit. Any treasurer so appointed, may be removed by them

Article 27.

THE SEAL

27 1 The seal shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two Councillors and of the Secretary. The said Councillors and Secretary shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Club such signatures shall be conclusive evidence of the fact that seal has been properly affixed

Article 28.

SALE OF LAND

28 1 The Council shall not have the power to authorise the affixation of the seal to any instrument which is a Conveyance, Lease, Underlease or Assignment, Mortgage or Legal Charge or any kind the freehold or leasehold interest whereof is vested in the Club unless the approval of the Members at a General Meeting (signified by a majority of at least two thirds of the Members present at such Meeting) shall have been first obtained. In favour of any purchaser or person bona fide dealing with the Club the signatures of two Councillors and the Secretary as aforesaid shall be conclusive evidence of the fact that the seal has been properly



affixed, that the authority of the Council has been given and that the approval of the Members as aforesaid has been obtained.

Article 29. DISQUALIFICATION OF COUNCILLORS

The office of a Councillor shall be vacated if:

- 29 1 A receiving order is made against him.
- 29 2 He is declared to be bankrupt
- 29 3 He becomes of unsound mind
- 29 4 He ceases to be a Member
- 29 5 By notice in writing to the Club, he resigns his office
- 29 6 He ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986
- 29 7 He is removed from office by a resolution duly passed pursuant to Section 303 of the Act
- 29 8. He is absent from three meetings of the Council
- 29.9 He is absent from three consecutive meetings of a Committee of which he is a member.
- 29.10 The Council may pass a resolution at their next meeting reversing any decisions made by virtue of 29.8 or 29 9 above
- 29.11 Any Councillor so vacating office shall not be eligible for re-election for a period of one year.

Article 30. ELECTION OF OFFICERS AND COUNCIL

- 30 1 The Honorary Officers and Councillors shall be elected as follows
- 30.2 A nomination sheet shall be placed in the Clubhouse **at least forty two days before** the Annual General Meeting, on which all nominations shall be entered. Any Member, eligible in accordance with the Articles, may be **nominated by two other Members**, who shall both have been Members for a period of **at least three years** and who shall have previously obtained the consent of the Member so nominated. The nomination sheet shall be **withdrawn twenty-eight days** before the Annual General Meeting. In case of a contest, a voting paper will be sent to every Member by the Secretary. This is to be sent prior to the Annual General Meeting. Voting papers should be returned to the Secretary prior to the Annual General Meeting. The voting paper shall contain the number of meetings of the Council and Committee held during the year and the number of attendances of each Councillor at such meetings.
- 30 3 In addition and without prejudice to the provisions of Section 303 of the Act, the Club may by Extraordinary Resolution, remove any Councillor before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified Member in his place. Any person so appointed shall retain his office so long only as the Councillor in whose place he is appointed would have held the same if he had not been removed.

Article 31. PROCEEDINGS OF THE COUNCIL

- 31 1 The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, and subject to the provisions hereof, **five shall be a quorum for Council Meetings** and for **Committee Meetings three shall be a quorum**. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 31.2 A Councillor may, and on the request of a Councillor, the Secretary shall, at any time summon a meeting of the Council by notice served upon the several Councillors. A Councillor who is absent from the United Kingdom shall not be entitled to notice of a meeting
- 31 3. The Council shall elect a Chairman. The Chairman shall preside at all meetings of the Council at which he is present. He may determine for what period he is to hold office. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes



of the declared starting time, the Councillors present shall choose one of their number to be Chairman of the meeting

31.4 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Club for the time being vested in the Council generally

31.5 The Council may delegate any of their powers to committees consisting of such Councillor or Councillors as they think fit and any committees so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

31.6 All acts bona fide done by any meeting of the Council, or of any Committee of the Council, or by any person acting as a Councillor, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Councillor or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Councillor

31.7 The Council shall cause proper minutes to be made of all appointments of officers made by the Council. Minutes shall be kept of the proceedings of all meetings of the Club and of the Council and of committees of the Council. All business transacted at such meetings, any such minutes of any meeting, if purporting to be signed by the Chairman of such meetings or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

31.8 A resolution in writing, signed by all the Councillors for the time being or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted

Article 32.

ACCOUNTS

32.1 The Council shall cause proper books of account to be kept with respect to

32.2. All sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place.

32.3 All sales and purchases of goods by the Club

32.4 The assets and liabilities of the Club.

32.5 Proper books shall be deemed not to be kept if such books of accounts as are necessary, do not to give a true and fair view of the state of the affairs of the Club and explain its transactions.

32.6 The books of account shall be kept at the office or, subject to Section 222 of the Act, at such other place or places as the Council shall think fit and shall always be open to inspection by the Councillors

32.7 The Club, in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the Members, other than Councillors, of the accounts and books of the Club, or any of them, subject to such restrictions the accounts and books of the Club shall be open to the inspection of such Members at all reasonable times during business hours

32.8 At the Annual General Meeting in every year the Council shall lay before the Club a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Club made up to a date not more than four months before such meeting), together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in



accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditor's report shall be open to inspection before the meeting as required by the Act.

32.9 The Club shall be a non-profit making organisation. Any surpluses generated by the club shall be re-invested in the club facilities for the benefit of all the Members. No surpluses, assets or dividends will be distributed to Members or third parties.

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

Article 33.

AUDIT

33.1 Once at least in every year the accounts of the Club shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditors.

33.2 A written report shall be submitted once each year by the Independent Accountants and a copy shall be circulated to the Members prior to the AGM.

Article 34.

NOTICES

34.1. A notice may be served by the Club on any Member, either personally, electronically by e-mail or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members.

34.2 Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Club an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Club.

34.3 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put in the post office as a prepaid letter.

Article 35.

UNDER AGE DRINKING

35.1. Alcohol will not be sold to any person under the age of 18 and no person under the age of 18 shall be allowed to consume alcohol on the Club premises.