

Ann Thomas
CLUB PRESIDENT.

THE COMPANIES ACT 2006

27.08.21

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION OF
THE VALE OF LLANGOLLEN GOLF CLUB LIMITED**

(As adopted at the annual general meeting dated 27th September 2021)

1. In these Articles: -

"the Act" means the Companies Act 2006

"the Club" means The Vale of Llangollen Golf Club Limited

"the Board" means the board comprising the Directors and the Officers for the time being of the Club.

"the Directors" means the members of the Board for the time being other than the Officers

"the Officers" means the President of the Club, the Men's Captain and the Ladies' Captain for the time being of the Club.

"the Seal" means the common seal of the Club

"the Secretary" means the Company Secretary of the Club

"the Manager" means the General Manager of the Club

"the United Kingdom" means Great Britain and Northern Ireland

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form including by electronic communication.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date which these Articles become binding on the Club.

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MEMBERS

2. The number of persons registered as members of the Club is not more than 875, but the Board may from time to time register an increase of members.

3. The membership categories of the Club are:

3.1 Full members (who shall be aged not less than eighteen years),

3.2 Intermediate members (who shall be aged not less than eighteen years and not more than thirty years),

3.3 Junior members (who shall be aged not more than seventeen years),

3.4 Social members,

3.5 Temporary members,

3.6 Lifestyle members,

3.7 Corporate members,

3.8 Honorary members (honorary membership being for a non-renewable /non-extendable term not exceeding five years), and

3.9 such other categories as the Board may from time to time determine (provided always that there shall not be a category of Life member)

4. The Board may from time to time make such by-laws and/or other regulations as it thinks fit for all or any of the categories of membership.

5. Subject to the express provisions of these Articles and to the Memorandum of Association and to any by-laws and/or other regulations for the time being in force made by the Board as hereinafter provided all members of the Club are entitled to:

5.1. attend any general meetings of the Club,

5.2 use in common all the premises of the Club, and

5.3 be supplied at such charges as the Board shall from time to time determine with such meals and refreshments and things (if any) as are made available by the Club for its members.

6. Full members (and only Full members) are entitled to speak and vote at any general meeting of the Club and to be elected an Officer of the Club or a Director, and are entitled (subject to any by-laws and/or other regulations for the time being in force made by the Board as hereinafter provided) to all the rights but subject to all the duties and liabilities of a member of the Club.

7. Social members are not entitled to use the golf course and grounds and any other premises of the Club for the playing of golf.
8. Temporary members are not entitled to receive notice of and/or attend any general meeting of the Club and only on payment of the prescribed green fee and subject to compliance with such regulations as may from time to time apply to such members are entitled to play golf and use the club-house facilities of the Club
9. Membership of the Club is open to all persons without discrimination.
10. Any person wishing to become a member of the Club shall:
 - 10.1 complete and lodge with the Club Manager the appropriate Membership Application in the form and containing such information (including but not limited to the full name and address and description of the applicant) as is required by the Club at such time, and
 - 10.2 remit to the Club such amount as is required by the Club at such time in respect of the entrance fee (if any) and first annual subscription

The Board have the right to grant or deny any such Application.

11. If any Application for membership is granted:
 - 11.1 the Club Manager shall as soon as reasonably practicable enter details of the new member in the appropriate section of the register of members at the Club and notify the new member in writing, and
 - 11.2 the sum received from the applicant shall be credited to the appropriate membership ledger

If any Application for membership is refused the Club Manager shall as soon as reasonably practicably notify the applicant in writing and reimburse the amount paid.

12. The entrance fees (if any) payable by applicants for membership and annual subscriptions and other fees payable by members of the Club shall be such amounts as the Club in general meeting or the Board shall from time to time prescribe.

13. Any member whose annual subscription is unpaid (either wholly or in part) by any date fixed by the Board shall cease ipso facto to be a member of the Club, but may in the unfettered discretion of the Board be reinstated on payment of all arrears.

14. If any member shall allegedly have failed to comply with the provisions of the Memorandum and/or Articles and/or by-laws and/or other regulations of the Club, or shall allegedly be guilty of any conduct which is or is likely to be injurious to the Club, such member shall be liable to expulsion by a resolution passed by a majority of not less than sixty per cent (60%) of those present and voting at a meeting of the Board, provided that at least seven days before the meeting at which such resolution is considered such member shall be issued with written notice of the allegation(s) and of the resolution and of the date, time and venue of the meeting and that such member shall, at such meeting and before the determination of such resolution, have opportunity of giving, orally or in writing, any explanation or defence such member may think fit.

GENERAL MEETINGS

15. The Club shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in any notices calling it. The annual general meeting shall be held within nine calendar months of the financial year end of the Club at such time and place as the Board shall appoint. Not more than fifteen calendar months shall elapse between the date of one annual general meeting of the Club and that of the next. Provided always that if any government rules or guidance do not permit the holding of an annual general meeting with at least fifteen members present in person at the venue and/or on the date appointed or required for such meeting, the meeting shall be postponed and shall be held within thirty-five days after the date when the holding of such meeting becomes permitted.

16. All general meetings other than annual general meetings shall be called extraordinary general meetings.

17. The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by section 305 of the Act. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, any member of the Board or any Full member of the Club may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

18. An annual general meeting and a meeting calling for the passing of a special resolution shall be called by not less than twenty-one days' notice in writing, and a meeting of the Club other than an annual general meeting for the passing of a special resolution shall be called by not less than fourteen days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, and the hour of the meeting and, in the case of special business, the general nature of that business shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Club in general meeting, to such persons as are, under the Articles, entitled to receive such notices from the Club.

Provided that a meeting of the Club shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed: -

18.1 In the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

18.2 In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

19. The accidental omission to give notice of a meeting to, or non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

20. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting, except for the consideration of accounts, balance sheets, and the reports of the Board and auditors (if any), the election of Directors in place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors (if any).

21. 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, fifteen members present in person and entitled to vote thereat shall be a quorum.

22. 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, or to such other day and at such time and place as the Board may determine, 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.

23. The President shall preside at every general meeting of the Club, or if that office is for the time being vacant or if the President shall not be present within fifteen minutes of the time appointed for the holding of the meeting or is unwilling to act the members of the Board shall elect one of their number to be chairperson of the meeting.

24. If at any meeting no member of the Board is willing to act as chairperson or is no member of the Board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.

25. The chairperson 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 thirty 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.

26. 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 the declaration of the result of the show of hands) demanded

26.1 by the chairperson; or

26.2 by at least two members present in person

Unless a poll be so demanded a declaration by the chairperson 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 containing the minutes of 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 such resolution.

The demand for a poll may be withdrawn.

27. Except as provided in Article 29, if a poll is demanded it shall be taken in such a manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote.

29. A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such a time during the meeting as the chairperson directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

30. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Club duly convened and held.

VOTES OF MEMBERS

31. On a show of hands every Full member who is present in person shall have one vote and, on a poll, every Full member shall have one vote.

On a poll votes may be given either personally or by proxy. A member may appoint only one proxy to attend on the same occasion.

The appointment of a proxy shall be executed by the appointor and shall be in such form as the Board may approve.

The appointment of a proxy may:

- 31.1 in the case of an instrument in writing be deposited at the Club's registered office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Club in relation to the meeting not less than forty-eight hours before the holding of the meeting or adjourned meetings at which the person named in the instrument proposes to vote; or

31.2 in the case of an appointment in an electronic communication, where an address has been specified for the purpose of receiving electronic communications in the notice convening the meeting or in any instrument of proxy sent out by the Club or in any invitation contained in an electronic communication to appoint a proxy issued by the Club in relation to the meeting, be received at such address not less than forty-eight hours before the time for the holding of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

31.3 in the case of a poll taken more than forty-eight hours after it is demanded, be deposited, or received as aforesaid after the poll has been demanded and not less than twenty-four hours before the time appointed for the taking of the poll; or

31.4 where the poll is not taken forthwith but is taken not more than forty-eight hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairperson or to the Secretary or to any Director.

and an appointment of proxy which is not deposited in manner so permitted shall be invalid.

32. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Club have been paid.

BOARD OF DIRECTORS

33. Unless otherwise determined by ordinary resolution, the number of members of the Board shall be seven. The Board shall consist of the President of the Club, the Men's Captain, the Ladies' Captain, and four additional persons (hereinafter called "the Directors") elected in accordance with the provisions of Articles 41 to 47 inclusive below. Provided always that the Secretary if unpaid shall be entitled to vote at any meeting of the Board.

34. No person other than a Full member of the Club shall be elected or re-elected as a member of the Board.

THE PRESIDENT AND PRESIDENT ELECT

35. The Club shall at every annual general meeting held in the calendar year immediately prior to the date upon which a President is due to retire (or, if a casual vacancy in the office of President has arisen, at the next annual general meeting) by ordinary resolution elect to the post of President Elect a member of the Club who has been proposed in writing as such by the President (if any) and approved by resolution of a majority of the persons present at a meeting of the past Presidents and Past Captains of the Club. The person elected to the post of President Elect shall take up that office at the conclusion of the annual general meeting at which they are so elected and shall hold that office until the next following 1st January.

36. On January 1st immediately following their election the President Elect shall automatically assume the office of President and shall serve as President for a period of two years. A member for the time being holding office shall not be eligible for re-election for a consecutive term of office as President but as a past President shall be eligible for election to the post of President Elect.

THE MEN'S CAPTAIN AND MEN'S CAPTAIN ELECT

37. The Club shall at every annual general meeting by ordinary resolution elect to the post of Men's Captain Elect a member of the Club who has been proposed in writing as such by the Men's Captain or proposed as such by resolution of a majority of persons present at a meeting of the past Men's Captains of the Club. The person elected to the post of Men's Captain Elect shall take up that office at the conclusion of the annual general meeting at which he is so elected and shall hold that office until the next following 1st January.

38. On January 1st immediately following his election the Men's Captain Elect shall automatically assume the office of Men's Captain and shall serve as the Men's Captain for a period of one year. A member for the time being holding office as Men's Captain shall not be eligible for re-election for a consecutive term of office as Men's Captain but a past Men's Captain shall be eligible for election to the post of Men's Captain Elect.

THE LADIES' CAPTAIN AND LADIES' CAPTAIN ELECT

39. The Club shall at every annual general meeting by ordinary resolution elect to the post of Ladies' Captain Elect a member of the Club who has been proposed in writing as such by the Ladies' Captain or proposed as such by resolution of a majority of persons present at a meeting of the past Ladies' Captains of the Club. The person elected to the post of Ladies' Captain Elect shall take up that office at the conclusion of the annual general meeting at which she is so elected and shall hold that office until the next following 1st January.

40. On January 1st immediately following her election the Ladies' Captain Elect shall automatically assume the office of Ladies' Captain and shall serve as the Ladies' Captain for a period of one year. A member for the time being holding office as Ladies' Captain shall not be eligible for re-election for a consecutive term of office as Ladies' Captain but a past Ladies' Captain shall be eligible for election to the post of Ladies' Captain Elect.

APPOINTMENT AND RETIREMENT OF DIRECTORS

41. Save as provided in Article 47 below, all the Directors shall be elected by electronic or postal ballot of the members entitled to vote at general meetings of the Club, shall take up office on April 1st immediately following their election and shall serve for a period of three years.

42. All the Directors shall be eligible for re-election for one consecutive period of three years but otherwise shall not be eligible for re-election unless at least three years have elapsed between the date that they last ceased to hold office and the date of commencement of the office to which they have been re-elected.

43. The postal ballot shall be held at least sixty days prior to the new Directors taking office. Each member of the Club entitled to vote at general meetings of the Club shall be entitled to be a candidate for election as a Director. Each candidate for election as a Director shall be proposed by a member and seconded by another member and the names of the candidates together with the names of the respective members who proposed and seconded then shall be displayed at the registered office of the Club at least fourteen days before the ballot papers are sent to the members entitled to vote.

44. The ballot papers shall specify the names of the candidates for election as directors in alphabetical order together with the date by which ballot papers must be returned to the Club and such other information as shall be determined by the Board. Not less than seventy days before 31st March the Ballot papers shall be sent to each member entitled to vote together with each candidate's curriculum vitae. Members may vote for such number of candidates as equals the number of vacancies occurring on the next following 1st April. Any ballot papers returned with more than that number of votes shall be invalid.

45. The Board shall appoint two scrutineers from the past Captains of the Club. The ballot paper envelopes shall be opened on the day of the count by the appointed scrutineers only. The candidates receiving the highest number of votes shall be elected to the vacancies occurring on the next following 1st January and their names (but not the number of votes received by each) shall be displayed on the Club notice board in alphabetical order.

46. In the event that two or more candidates receive the same number of votes on a ballot, a further ballot shall be held between those candidates to elect the required number of Directors. Any such further ballot shall be conducted in accordance with the provisions of Articles 44 and 45 above save that the ballot papers may be sent less than seventy days before the calendar year end.

47. The Board may appoint a member of the Club who is willing to act to be a director to fill a casual vacancy. A Director appointed to fill such a vacancy shall be subject to retirement at the same time as if such person had become a Director on the day on which the Director in whose place such person is appointed was last elected a Director.

BORROWING POWERS

48. The Board may exercise all the powers of the Club to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability, or obligation of the Club or of any third party.

49. The Board shall not, without the sanction of not less than 75% of the members present and voting at a general meeting of the Club, demise, underlet, exchange, sell, or otherwise dispose of all or any part of the lands, buildings, tenements, or property of the Club, save so far as the Board may deem it necessary, or expedient, or convenient for the

purposes of Article 48 hereof. Provided, nevertheless, that no mortgagee or other person advancing money to the Club shall be concerned to see that any money advanced by him is wanted for any purpose of the Club, or that no more than is wanted is raised or borrowed.

POWERS AND DUTIES OF THE BOARD

50. The business of the Club shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Club, and may exercise all such powers of the Club as are not, by the Act or by these Articles, required to be exercised by the Club in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such by-laws and regulations, being not inconsistent with the aforesaid 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 Board which would have been valid if that regulation had not been made.

51. The Board shall have the power from time to time to make, alter, and repeal all such by-laws and/or regulations, as they may deem necessary or expedient or convenient for the proper conduct and management of the Club; and in particular, but not exclusively, they may make by-laws and/or regulations to regulate: -

- 51.1 the admission of Social, Temporary, Lifestyle and Corporate members of the Club, and the rights and privileges of such members.
- 51.2 the terms and conditions upon which honorary guests, children of members of the Club and visitors shall be permitted to use the premises of the Club.
- 51.3 the times of opening and closing the course and grounds, clubhouse, and premises of the Club, or any part thereof.
- 51.4 the rules to be observed, and prizes or stakes to be played for by members of the Club playing any games on the premises of the Club.
- 51.5 the prohibition of particular games on the premises of the Club entirely or at any particular time or times.
- 51.6 the conduct of members of the Club in relation to one another and the Club's servants, employees, agents, and contractors.
- 51.7 the setting aside of the whole or any part or parts of the Club's premises for gentlemen members, lady members, or any other class or classes of members, at any particular time or times, or for any particular purpose

or purposes; and

- 51.8. generally, all such matters as are commonly or properly the subject matter of club rules.

The Board shall adopt any such means as they deem sufficient to bring to the notice of members of the Club all such by-laws and other regulations, amendments, and repeals; and all such by-laws and regulations, so long as they shall be in force, shall be binding upon all members of the Club. Provided nevertheless that no by-law and regulation shall be inconsistent with, or shall affect or repeal, anything contained in the Memorandum or Articles of Association of the Club, and that any by-laws and regulations may be set aside by a special resolution of a general meeting of the Club.

52. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Club for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

53. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

54. The Board shall cause minutes to be recorded: -

- 54.1 of all appointments of members of the Board and managers made by the Board.
- 54.2 of the names of the members of the Board present at each meeting of the Board and of any committee of the Board.
- 54.3 of all resolutions and proceedings at all meetings of the Club and of the Board.

Copies of such minutes shall be provided to the Secretary and the Club Manager for retention with the Club's records as soon as practicable after the meeting of the event to which they relate.

DISQUALIFICATION OF MEMBERS OF THE BOARD

55. The office of a member of the Board shall be vacated if such member of the Board: -

- 55.1 without the consent of the Club in general meeting holds any other office or profit under the Club; or
- 55.2 becomes bankrupt or makes any arrangement or composition with such member's creditors generally; or
- 55.3 becomes prohibited from becoming a member of the Board by reason of any order made under the Act or under any other provision of law; or
- 55.4 becomes of unsound mind; or
- 55.5 resigns their office by notice in writing to the Board; or
- 55.6 is directly or indirectly interested in any contract within the Club and fails to declare the nature of their interest in manner required by Section 177 of the Act.
- 55.7 is not, for any reason whatsoever, a Full member of the Club.

56. A member of the Board shall not vote in respect of any contract in which such person is interested or any matter arising thereof, and if such person does so vote such person's vote shall not be counted.

PROCEEDINGS OF THE BOARD

57. The Board may meet for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit provided that meetings of the Board shall be held at intervals not exceeding two calendar months (unless prevented by circumstances beyond the control of the Board). Questions arising at any meeting shall unless otherwise provided in the Articles be decided by a simple majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. Any four members of the Board may, and the Secretary on requisition of any four members of the Board shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any member of the Board for the time being absent from the United Kingdom.

58. The quorum necessary for the transaction of the business of the Board shall be four members of the Board including not less than two Directors present and entitled to vote on the business to be considered at the meeting.

59. Persons holding the offices of President Elect, Men's Captain Elect, Ladies' Captain Elect and Club Manager may, at the invitation of the Board, attend and speak at meetings of the Board but shall not be entitled to vote thereat.

60. Persons holding the offices of Vice-President Elect, Men's Vice-Captain, and Ladies' Vice-Captain and any minutes secretary may, at the invitation of the Board, attend but shall not speak and/or vote at meetings of the Board.

61. The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by the Articles of the Club as the necessary quorum for the holding of a meeting of the Board, the continuing member or members of the Board may act only for the purpose of increasing the number of members of the Board to that number, or of summoning a general meeting of the Club, but for no other purpose.

62. The President for the time being of the Club shall preside as chairperson at every meeting of the Board at which he/she is present and willing to act; but, if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the same or is not willing to act, the members of the Board present may choose one of their number to be chairperson of the meeting.

63. The Board may delegate any of their powers to committees consisting of such members of the Board as they think fit; any committee formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

64. A committee:

64.1 may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the same, the members may choose one of their number to be chairperson of the meeting

64.2 may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a simple majority of vote of the members present, and in the case of an equality of votes, the chairperson shall have a second or casting vote.

65.1 At any general meeting of the Club the members entitled to vote and present thereat may appoint any person who is a member of the Club as a consultant to any committee. The resolution appointing such a person shall state to which committee such person has been appointed as a consultant. A consultant to a committee shall be entitled to receive notice of and attend at committee meetings but shall not be a member of the committee or of the Board and as such shall not be entitled to vote at such meetings, and shall speak only when invited to do so by the committee, and then only in order to give advice or an opinion. No provision of law or statute relating to directors of a company shall apply to him.

65.2 At every annual general meeting, each consultant to a committee shall retire but shall be eligible for reappointment as a consultant to the committee by the members of the Club.

65.3 A consultant who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

66. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a member of the Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board 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 and was qualified to be a member of the Board.

67. A resolution in writing, signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

68. The Board may form such other committees and/or panels of members of the Club for such purposes (including but not limited to disciplinary and/or grievance matters) and with such terms of reference and subject to such regulations as the Board think fit and appoint to such committees and panels such members of the Club as the Board think fit from time to time, provided always that this be not inconsistent with or contrary to the Articles. The membership of any committee and/or panel of the Club shall include at least one member of the Board.

CLUB MANAGER

69. The Club Manager shall be appointed by the Board and shall be appointed at such remuneration and upon such conditions as the Board may decide. A paid Club Manager shall not be entitled to vote at meetings of the Board.

70. A provision of the Act or these Articles requiring and authorising a thing to be done or to a member of the Board and the Club Manager shall not be satisfied by its being done by or to the same person acting both as member of the Board and as, or in place of, the Club Manager.

THE SEAL

71. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

ACCOUNTS

72. The Board shall cause proper books of account to be kept with respect to: -

- 72.1 all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place.
- 72.2 all sales and purchases of goods by the Club; and
- 72.3 the assets and liabilities of the Club.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Club's affairs and to explain its transactions.

73. The books of account shall be kept at the registered office of the Club, or, subject to the Act, at such other place or places as the Board think fit, and shall always be open to the inspection of members.

74. The Board 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 accounts, balance sheets, group accounts (if any) and reports as are required by the Act.

75. 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 (if any), shall not less than twenty-one days before the date of the meeting be sent by post or email to every member of the Club. A notice stating that these documents are available from the office shall be posted in the clubhouse. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Club is not aware.

AUDIT

76. If required by the Act, auditors shall be appointed, and their duties regulated in accordance with the Act.

NOTICES

77.1 A notice may be given by the Club to any member either personally or in writing.

77.2 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 twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

77.3 Where a notice is sent by email, service of the notice shall be deemed to be effected by properly addressing and electronically sending the notice, and to have been effected in the case of a meeting at the expiration of twenty-four hours after the electronic sending of the notice.

77.4 A notice is deemed properly addressed to a member if it is addressed to that member at the postal or email address notified by such member to the Club for the purpose of these Articles.

78. Notice of every general meeting shall be given in any manner hereinbefore authorised to: -

78.1 every member entitled to vote thereat except those members who have not supplied to the Club an email or postal address within the United Kingdom for the giving of notices to them,

78.2 the auditors (if any) for the time being of the Club.

No other persons shall be entitled to receive notices of general meetings.

PROTECTION FROM LIABILITY

79. For the purposes of this Article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by such person in relation to the Club or otherwise in connection with such person's duties, powers or office and "Subsidiary" company shall bear the meaning referred to in section 1159 of the Act. Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply:

79.1 the Board shall have power to purchase and maintain for any member of the Board of the Club, any member of the Board of any Subsidiary company, any auditor of the Club, the Club Manager, and any officer of the Club (not being a member of the Board or auditor of the Club), insurance against any Liability.

79.2 every member of the Board or auditor of the Club and the Club Manager and every officer of the Club (not being a member of the Board or auditor of the Club) shall be indemnified out of the assets of the Club against any loss or liability incurred by such person in defending any proceedings in which judgment is given in such person's favour or in which such person is acquitted or in connection with any application in which relief is granted to such person by the court from any Liability.