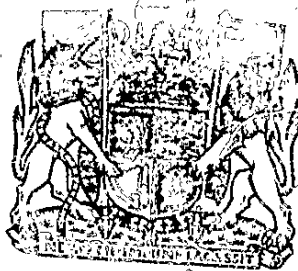


(DUPLICATE FOR THE FILE)



# Certificate of Incorporation.

I hereby Certify that

"The Broonsknowe Golf Club Limited"

is this day incorporated under the Companies Act, 1948, and that this Company is Limited.

SIGNED by me at Edinburgh, this Thirty-first day of October

One Thousand Nine Hundred and Fifty-three

for Registrar of Companies.

No. of  
Certificate

Form No. 41.

1948  
1924  
**THE COMPANIES ACT, 1924**



A 5/-  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here

**DECLARATION** of compliance with the requirements of the Companies  
Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Name of Company  
*The Broomieknowe Golf Club*  
*Limited*

Presented by—

*Alfred Morrison & Co. W.S.*  
*33 Queen Street*  
*Edinburgh*

All Forms supplied by JOHN OSWALD & SON (Registration Agents) Limited,  
6 North St. David Street, Edinburgh 2.

REGISTERED

31.1.53

I, George Whitehead, Esq.  
of 13 Queen Street  
Edinburgh

(a) Here insert:  
"An enrolled Law-  
Agent engaged in  
the formation,"  
or  
"A person named  
in the Articles of  
Association as  
a Director or  
Secretary."

Do solemnly and sincerely declare I am <sup>(a)</sup> an enrolled Law  
Agent engaged in the formation

of The Broomielaw Golf Club

Limited, and That all the requirements of the Companies Act, <sup>1948</sup> ~~1928~~ in  
respect of matters precedent to the registration of the said Company and  
incidental thereto have been complied with. And I make this solemn  
Declaration conscientiously believing the same to be true and by virtue of  
the provisions of the "Statutory Declarations Act, 1835."

Declared at

Edinburgh

the 26<sup>th</sup> day of October

One thousand nine hundred and fifty three

before me,

James J. Cairns

Justice of the Peace for the

County of Public

Edinburgh

George Whitehead

THE COMPANIES ACT, 1948

---

COMPANY LIMITED by GUARANTEE and NOT HAVING A  
SHARE CAPITAL

---

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

THE BROOMIEKNOWE GOLF CLUB LIMITED

---

No.

CERTIFICATE of INCORPORATION

---

I hereby certify that "The Broomieknows Golf Club Limited" is this day incorporated under the Companies Act 1948, and that this Company is Limited.

Signed by me at Edinburgh this  
day of                      Nineteen hundred and fifty-three.

Registrar of Companies.

SEAL.

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The Companies Act, 1948



Company Limited by Guarantee and not having a  
Share Capital

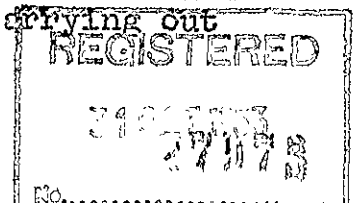
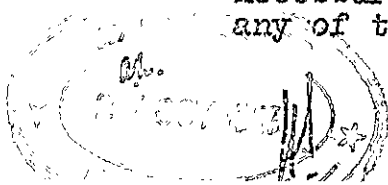
MEMORANDUM OF ASSOCIATION

of

THE BROOMIEKNOWE GOLF CLUB LIMITED



- I. The name of the Company is "The Broomieknowe Golf Club Limited".
- II. The registered office of the Company will be situated in Scotland.
- III. The objects for which the Company is established are:-
  - (1) To promote the game of golf, or any other kind of amusement, recreation, sport or entertainment.
  - (2) To take over without consideration the assets of the present unincorporated Golf Club known as the Broomieknowe Golf Club and to discharge its liabilities with power to conduct and carry on the business of the said unincorporated Club.
  - (3) To purchase, feu, take on lease, exchang or otherwise acquire land; to erect or enter into a contract or contracts for the erection of a Clubhouse, including any temporary Clubhouse, and any other necessary buildings and works and also the demolition of any existing buildings, for the making of access roads, the laying out of a car park, and the provision of all necessary works and services for the said golf course and clubhouse.
  - (4) To provide the necessary staff, equipment, and materials for maintaining the said golf course in proper condition for the playing of golf and for maintaining the said clubhouse and all other pertinents in proper condition.
  - (5) To let or sublet to any person or persons, company or corporation, such heritable or moveable assets or property, or parts thereof, and any further assets which may be acquired by the Company; or in the discretion of the Company to confer the privilege of golfing on the property of the Company on individuals, whether debenture holders of the Company, members of any golfing club or otherwise and that with or without payment, and to make all necessary rules and regulations for carrying out any of these purposes.



- (6) To buy, sell, and deal in all kinds of apparatus and all kinds of provisions and commodities required by the persons frequenting the Company's golf course or premises.
- (7) To provide and supply or to arrange for providing and supplying to persons using the golf course and/or the clubhouse food, refreshments, and beverages of all kinds and to apply for a certificate of registration as a Club, and on obtaining same to sell and supply excisable liquors and tobacco in the said clubhouse.
- (8) To lend, invest or borrow money; to make, endorse, execute and issue and accept bonds, bills, promissory notes, debentures, Bonds and Dispositions or Assignations in Security or ex facie absolute Dispositions or Assignations and other instruments; to take money on temporary loan, deposit receipt, bank overdraft, cash credit or otherwise, and to grant securities over all or any part of the Company's property and assets.
- (9) To sell or feu by public roup or private bargain, improve, manage, develop, exchange, lease, mortgage, excamb, dispose of or otherwise deal with all or any part of the heritable or moveable property and rights of the Company on any terms the Company may deem fit.
- (10) To enter into contracts or obligations; to grant or concur in all deeds, instruments and writings of every kind and nature whatsoever required in connection with the Company's business and affairs, and to institute, conduct, defend, compromise or abandon any actions or legal proceedings by or against the Company or any of its officers or in connection with any of its affairs.
- (11) To pay the expenses connected with the formation of the Company.
- (12) To do all such other matters and things as are incidental or conducive to or which may be conceived to be incidental or conducive to the attainment of the above objects or any of them.

## IV.

The liability of the members is limited.

## V.

Every member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding the sum of £4.4/- sterling.

## VI.

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities and repayment to members of entry money, any property whatsoever, the same shall not be paid or distributed among the members of the Company, but shall for such purposes as may be specified by the Company be given or transferred to the Crown, or to a Local Authority, or



to some other company or club, or companies or clubs having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property amongst its or their members, the members of the Company to determine to whom said property shall be given or transferred at or before the time of dissolution, or in default thereof, it shall be determined by such Judge of the Court of Session as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the foresaid provision, then to some charitable object selected by the Members of the Company.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers	
Thomas Melrose 70 Bowall St. Edinburgh	Sales Manager.
Thomas Charles Bird 2 Wolsey Garden, Edinburgh	Headmaster.
James Gordon Brown 187 Ferry Road Edinburgh	Particular Accountant.
Samuel Barron 70 St. Ann's Lane	Medical Practitioner.
Archibald Neil Colquhoun 17 Broughton Ave. Edin.	Representative.
Robert Murray Nelson Christie Rosebank	Headmaster.
John George Jackson Martin Lodge	Director.
John A. Stoddart 18 Craigmount Road	Director.
Alexander Allan Train Mount Pleasant Kirk Road	Director.
George Gunn Fowler 13 Orchard Road Edinburgh	Director.
James Allan 3 Broughton Road Edinburgh	Director.

Dated the Twenty Fourth day of October, Nineteen  
Hundred and fifty-three.

Witness to the above Signatures:-

*Robert M. Thomson Traveller*  
*60 Charlotte Terrace Edinburgh 10.*



Company Limited by Guarantee and not having a  
Share Capital

ARTICLES OF ASSOCIATION

of

THE BROOMIEKNOWE GOLF CLUB LIMITED

1. The Company shall be called "The Broomieknowe Golf Club Limited" and is hereafter referred to as "the Club".

2. In these articles:-

"The Council" means the Council of Management for the time being of the Company, and shall consist of the Office Bearers and not less than two nor more than nine other Directors.

"the Act" means the Companies Act 1948.

"the Seal" means the common seal of the company.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

"treasurer" means any person appointed to perform the duties of the treasurer of the Company.

"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.

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 at which these articles become binding on the Company.

3. The Club, for the purpose of registration, is declared not to exceed 500 members but the Council may from time to time register an increase of members.

4. The Council shall forthwith arrange to take over the assets and liabilities of the old Club with power to conduct and carry out the business of the old Club. Any person who, at the date of registration of the Club shall be a member of the old Club, and who, within fourteen days after intimation in writing that the old Club has resolved that the Club be registered as a Company Limited by Guarantee and not having a Share Capital does not intimate that he declines to become a Member of the Club shall be held to have agreed to become a Member of the Club and shall be a Member of the Club without any further requirement.

MEMBERSHIP

Any Member of the old Club who does not become a Member of the Club in terms of Article 4 hereof, may on application to the Secretary of the Club within six months after the date of registration of the Club or within such extended time as the Council may determine, be admitted a Member of the Club on such terms as the Council may decide.

#### APPLICATION FOR MEMBERSHIP AND ELECTION

6. Applicants for admission as Members must sign and transmit to the Secretary of the Club for the time being an Application for admission, and must be nominated by two Members of the Club. Such application may be in the form following:-

I \_\_\_\_\_ of  
desire to become a Member of the Broomielknowe Golf Club Limited, and I hereby agree, if elected, to be bound by all the obligations and conditions of the Memorandum and Articles of Association, and Bye-Laws and Regulations of the Club for the time being.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_

Signature \_\_\_\_\_

Names in full \_\_\_\_\_

Addresses \_\_\_\_\_

Profession or Occupation \_\_\_\_\_

Signature of Proposer \_\_\_\_\_

Signature of Secunder \_\_\_\_\_

7. On receipt of such application, the Secretary shall enter the name and address of the applicant together with the names of the proposer and secunder in a book kept for that purpose. The names and addresses of persons proposed as Members shall be posted on the notice-board in the Club-house for at least seven days before their election, and an interval of at least two weeks shall elapse between nomination and election of Members. No admission shall be competent unless these conditions have been complied with.

8. The Council shall decide on the admission of all applicants for membership under Article 6 hereof. At least seven days notice of the names of applicants coming up for admission shall be given in any circular calling any Meeting of the Council for election of Members. If the Council do not agree unanimously to admit the Candidate, a vote by ballot shall be taken, and one black ball in five shall exclude the applicant.

#### ENTRY-MONEY AND SUBSCRIPTIONS

9. The entry money for members shall be £2.8/-, and the Annual Subscription £4.4/-. In addition the Council may admit 150 subscribers consisting of 100 Ladies and 50 Boys at an annual subscription of £2.10/- and £1 each respectively without entry money. Boy subscribers on attaining the age of eighteen years, shall be admitted full members of the Club /

Club without entry money if of at least three years standing as subscribers, otherwise the entry money will be payable.

#### GENERAL MEETING

10. The Club shall in each 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 the notices calling it.
11. All general meetings other than annual general meetings shall be called extraordinary general meetings.
12. The Council may, whenever they think 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 requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient of the Council capable of acting to form a quorum, any one member of the Council or any twenty five members 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 Council.
13. An Annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Club other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day which it is served on 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 meeting and, in case of special business, the general nature of that business and shall be given in 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 of the Club, 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 -

  - (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) 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.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

15. All business shall be deemed special that is transacted at any extraordinary general meeting and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Council and auditors, the election of the Captain and other Officers and members of Council in place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

#### PROCEEDINGS AT GENERAL MEETINGS

16. 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 five members present in person shall be a quorum.
17. 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 other time and place, as the Council 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.
18. The Captain of the Club shall preside as Chairman at every general meeting of the Club, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of Council present shall elect one of their number to be Chairman of the meeting.
19. If at any meeting no member of Council is willing to act as Chairman or if no member of Council is present within fifteen minutes after the time appointed for holding the meeting, the Members of the Club present shall choose one of their number to be Chairman of the meeting.
20. 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 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.
21. 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 hands) demanded -
- (a) by the Chairman; or
  - (b) by at least ten members present in person.

Unless /

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 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.

22. Except as provided in article 25, 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.

23. 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.

#### VOTES

24. Each member must vote personally and not by proxy. Every Member shall have one vote only. No member shall be entitled to vote at any meeting unless all monies due from such Member to the Club have been paid.

25. 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, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of a poll.

26. 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.

#### COUNCIL

27. The Members of Council shall be not less than five nor more than twelve including the Captain, Secretary, and Treasurer, who shall be Members ex officio. The first Members of Council shall be the subscribers to the Memorandum of Association as nominated by the Ordinary Members. The Council as nominated shall conduct the business of the Club until the first general meeting to be held not later than 15th December, 1953 in terms of Article No.37 hereof.

#### SALE OF ASSETS

28. The Club may at any time and from time to time by resolution in General Meeting, resolve to sell or feu by public roup or private bargain lease or surrender exchang or otherwise dispose of the heritable or moveable property or rights of the Club or any part thereof.

#### BORROWING /

29.

The Council 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 create and issue debentures debenture stock, and other securities, whether outright or as security for any debt, liability or obligation of the company; provided that such monies at any one time owing shall not without the sanction of a General Meeting exceed Five thousand pounds but no body or person dealing with the Club shall be concerned to see or enquire whether this limit is observed.

30.

Any Debenture Stock, Debentures, Bonds or other securities may be issued at a premium, discount or otherwise and with any special privileges as to redemption, surrender, drawings and otherwise.

31.

The Council shall cause a proper register to be kept in accordance with Section 104 of the Act of all mortgages and charges specifically affecting the property or rights of the Club.

POWERS AND DUTIES OF COUNCIL

32.

The business of the Club shall be managed by the Council who shall pay all expenses incurred in promoting and registering the Club, and shall 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 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 Council which would have been valid if that regulation had not been made.

33.

The Council 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 Council 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 Council 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 Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

34.

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

35.

The Council may make, vary, repeal such bye-laws, rules and regulations regarding the election of members subscribers subscriptions, meetings and all other matters connected with the maintenance and management of the said Club as they may consider necessary and expedient, but always subject to the provisions of the Licencing (Scotland) Acts 1903 to 1921.

# MEMBERS OF COUNCIL VACATING OFFICE

36.

A member of Council shall vacate office if:-

- (a) without the consent of the Club in general meeting he holds any other office of profit under the Club;
- (b) becomes prohibited from being a Member of Council by reason of an order made under section 188 of the Act;
- (c) resigns his office by notice in writing to the Club;
- (d) ceases to be a Member of Council by virtue of section 185 of the Act;
- (e) is directly or indirectly interested in any contract with the Club and fails to declare the nature of his interest in the manner required by section 199 of the Act;
- (f) if and when he ceases to be a member of the Club;
- (g) when his term of office expires.

A member of Council shall not vote in respect of any contract in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted.

## ROTATION OF MEMBERS OF COUNCIL

37.

At the first general meeting of the Club (as Incorporated) which shall be held not later than 15th December 1953, all members of the Council shall retire from office, and at the annual general meeting which shall be held not later than 15th December in every subsequent year one third of the Council (excluding the Office Bearers) or if the number is not a multiple of three then the nearest to but not exceeding one-third shall retire from office.

38.

At the Annual General Meeting in each year a Captain, a Secretary and a Treasurer who shall be the Office-bearers of the Club and as such shall be Members of the Council of the Club ex officio shall be elected by the general body of members. The office-bearers shall retire annually but shall be eligible for re-election.

39.

The members of Council (other than the ex officio members) to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members on the same day those to retire shall be determined by lot.

40.

A retiring member shall be eligible for re-election.

41.

The Club at the meeting at which a member of Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

42. /



42. No person other than a member of Council retiring at the meeting shall unless recommended by the Council be eligible for election to the Council at any general meeting unless, not less than three or more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Club notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.
43. The Club may from time to time by ordinary resolution increase or reduce the number of the Council and may also determine in what rotation the increased or reduced number is to go out of office, but always subject to the provisions of Section 20(a) of the Licencing (Scotland) Act 1903.
44. The Council shall have power at any time and from time to time to appoint any person to be a member of Council either to fill a casual vacancy or as an addition to the existing Council but so that the total of their number shall not at any time exceed the number fixed in accordance with these articles. Any member so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of Council who are to retire by rotation at such meeting.
45. The Club may by ordinary resolution, of which special notice has been given in accordance with section 142 of the act, remove any member of Council before the expiration of his period of office notwithstanding anything in these articles.
46. The Club may by ordinary resolution appoint another person in place of a member of Council removed from office under the immediately preceding article. Without prejudice to the powers of the Council under article 44, the Club in general meeting may appoint any person to be a member of Council either to fill a casual vacancy or as an additional member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of Council on the day on which the member in whose place he is appointed was last elected a member.

PROCEEDINGS OF COUNCIL

47. The Council shall hold periodical meetings for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second - or casting vote. A member of Council may, and the Secretary on the requisition of a member of Council, shall at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member for the time being absent from the United Kingdom.

47.

The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be five.

48.

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

50.

The Captain of the Club shall be Chairman of the Council at their meetings but, if at any meeting the chairman is not present within five minutes after the time appointed for holding the same the members present may choose one of their number to be chairman of the meeting.

51.

The Council may delegate any of their powers to a Committee consisting of such number of members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.

52.

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

53.

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

54.

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

55.

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

56.

A provision of the act or these articles requiring or authorising a thing to be done by or to a member of Council and the secretary shall not be satisfied by its being done by or to the same person acting both as member of Council and as, or in place of, the secretary.

#### THE SEAL

57.

The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council, and every instrument to which the seal shall be affixed /

affixed shall be signed by a member of Council and shall be counter signed by the secretary or by a second member of Council or by some other person appointed by the Council for the purpose.

### ACCOUNTS

58. The Council shall cause proper books of accounts to be kept with respect to -

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

(b) all sales and purchases of goods by the Club; and

(c) 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.

59. The books of account shall be kept at the registered office of the Club, or, subject to section 147 (3) of the Act, at such other place or places as the Council think fit, and shall always be open to the inspection of the directors.

60. The Council shall from time to time determine whether and to what extent and at what times and place 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 Council and no member (not being a member of Council) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Council or by the Club in general meeting.

61. The Council shall from time to time in accordance with sections 148, 150 and 157 of the Companies Act, cause to be prepared and to be laid before the Club in general meeting such profit and loss accounts, balance sheets and reports as are referred to in those sections.

62. No dividends shall be paid by the Club. All income of the Club after providing for working expenses shall be accumulated with the capital or otherwise dealt with as may be determined by the Council.

### AUDIT

63. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

### NOTICES

34. A notice may be given by the Club to any member either personally or by sending it by post to him or to his registered address. Where a notice is sent by post service of /

of the notice shall be deemed to be effected by properly addressing, pre-paying 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. As regards those members who have no registered address in the United Kingdom a notice posted up in the Club-house shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

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

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Club an address within the United Kingdom for the giving of notice to them;
- (b) the auditor for the time being of the Club.

No other person shall be entitled to receive notices of general meeting.

Names, Addresses and Descriptions of Subscribers		
Thomas Melrose	70 Roswell St. Edinburgh	Sales Manager
Thomas Charles Bird	21 Colville Gardens, Edinburgh	Secretary
James Gordon Howat	Berriedale Accountant, 187 Fern Road, Edinburgh	6,
Harriet Ramsay	Young St. Ann's Lane, Leith	Medical Practitioner
Archibald Steel	17 Broughton Ave. Edinburgh	Representative
Robert Murray	Schoolhouse Rosewell	Headmaster
John George Jackson	Union Lodge, Broomfield	Work Manager
Frank Scott	18 Craigmount, Ed. Edin. City	Commercial Traveller
Alexander Alison Grant	Morant Pleasant, Kirk Brae	Edinburgh
George Gunn Fowler	15 Orchard Road, Edinburgh	Laundress
James Allan	31 Glasgow Terrace, Edinburgh	Secretary

Dated the Twenty Fourth day of October, Nineteen  
Hundred and fifty-three.

Witness to the above Signatures:-

Robert M. Norman, Traveller  
60 Newbath Terrace Edinburgh 10.

I hereby certify that the  
Memorandum and Articles of  
Association of The Broomieknowe  
Golf Club Limited have been  
reproduced by me by the Roneo  
Duplication Process.

p. ERNEST J. SHARP,

34 Queen Street,  
Edinburgh 2.  
21st October, 1953.

The Companies Act, 1948

Company limited by Guarantee  
and not having a Share Capital

MEMORANDUM

and

ARTICLES of ASSOCIATION

of

THE BROOMIEKNOWE GOLF CLUB  
LIMITED

1953

Alex. Morison & Co., W.S.