**ARTICLES OF ASSOCIATION  
OF  
THE CHESHIRE UNION OF GOLF CLUBS LIMITED**

**Adopted on: 4 February 2020**

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of-

THE CHESHIRE UNION OF GOLF CLUBS LIMITED

**PART 1  
DETAILS, INCORPORATION AND LIMITATION OF LIABILITY**

1. Defined terms
   1. In these Articles, unless the context requires otherwise:

|  |  |
| --- | --- |
| “the 2006 Act” | means the Companies Act 2006 as modified by statute or re-enacted from time to time; |
| “Affiliated Club” | means those clubs admitted from time to time to membership of the Company in accordance with Article 31 and any applicable Rules and who are entitled to receive notice of, and attend, and vote at general meetings; |
| “Amateur Golf” | is the general name for the sport of golf which is governed by the Rules of Golf and played adhering to the Rules of Amateur Status; |
| “Articles” | means these Articles of Association of the Company, as may be amended from time to time; |
| “the Board” | means the board of Directors of the Company established from time to time in accordance with Article 17 the members of which are the directors of the company for the purposes of the Companies Acts; |
| “Chairman” | means the chairman of the Board as appointed by the Board in accordance with Articles 13 and 26; |
| “chairman of the meeting” | has the meaning given in Article 13.2 (in respect of a board meeting) or Article 38.2 (in respect of a general meeting); |
| “clear days” | means a period of days exclusive of the day on which the notice is served and of the day for which notice is given; |
| “Company” | The Cheshire Union of Golf Clubs Limited (company number 08166406); |
| “Companies Acts” | means the Companies Acts (as defined in section 2 of the 2006 Act) in so far as they apply to the Company; |
| “County” | means the Golfing County of Cheshire as recognised by the Company at the date of adoption of these Articles and as amended from time to time; |
| “County Secretary” | means the person appointed from time to time under Article 25 as County Secretary and who shall also be the company secretary of the Company for the purposes of the Companies Acts; |
| “County Treasurer” | means the person appointed from time to time as treasurer under Article 24; |
| “Deputy President” | means the person elected from time to time as deputy president under Article 22 or under Article 27; |
| “Director” | means a Director of the Company, and includes any person occupying the position of Director, by whatever name called; |
| “document” | includes, unless otherwise specified, any document sent or supplied in electronic form; |
| “Elected Director” | means a director elected in accordance with Articles 17.2.4, 18 and 30; |
| “electronic form” | has the meaning given in Section 1168 of the 2006 Act; |
| “England Golf” | means the English Golf Union Limited the governing body for Amateur Golf in England; |
| “England Golf Representative” | a Director who shall attend England Golf general meetings and other meetings of its members and who shall represent the County and vote on behalf of the Company at those meetings; |
| “general meeting” | means an annual general meeting or other general meeting of the Company; |
| “hard copy form” | has the meaning given in Section 1168 of the 2006 Act; |
| “Member” | a person or body who or which is a member (whether voting or non-voting) of the Company for the purposes of the Articles and the Rules. The categorisation and the rights, privileges and obligations of each category of Member shall be laid down in the Rules; |
| “Member Club” | means a golf club which is a Voting Member; |
| “Non-Voting Member” | means all members of the Company other than the Voting Members. Non-Voting Members are not members for the purposes of the Companies Acts; |
| “ordinary resolution” | has the meaning given in Section 282 of the 2006 Act; |
| “Office” | means the registered office of the Company; |
| “participate” | in relation to a Directors’ meeting, has the meaning given in Article 11; |
| “Playing Members” | those individuals who are playing members of a Member Club irrespective of their category of membership of such Member Club. A Playing Member shall not be entitled to attend or vote at a general meeting; |
| “President” | means the person appointed from time to time as President under Article 22 or under Article 27; |
| “Regulations” | means the regulations and policies of the Company made by the Board in accordance with Article 5 and amended from time to time; |
| “Rules” | means the rules and regulations of the Company made by the Board in accordance with Article 5 as amended from time to time; |
| “Rules of Golf and Amateur Status” | means the rules for the sport of golf and governing amateur status as from time to time laid down by R&A Rules Limited (Company Number SC247046) or its successor body or bodies; |
| “special resolution” | has the meaning given in Section 283 of the 2006 Act; |
| “subsidiary” | has the meaning given in Section 1159 of the 2006 Act; |
| “Vice-President” | means the person elected from time to time in accordance with the Rules; |
| “Voting Members” | those Golf Clubs admitted from time to time into membership pursuant to Article 31 and any applicable Rules which under the Rules are entitled to receive notice of, attend and vote at general meetings. Voting Members are members of the Company for the purposes of the Companies Acts; |
| “writing” | means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise. |

* 1. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act as in force on the date when these Articles become binding on the Company.
  2. Words importing the singular number 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 and unincorporated associations.
  3. Any reference to a committee shall include a sub-committee and vice versa.
  4. For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

1. Objects
   1. The objects for which the Company is established are:
      1. to promote, administer, encourage the development of, and wider participation in and to further the interest of Amateur Golf within the County;
      2. to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the former unincorporated association known as “The Cheshire Union of Golf Clubs”, and to indemnify their officers, members, and members of any of their Council, Executive Committee and any other committees and its employees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking in respect of all liabilities, obligations and commitments (whether legally binding or not) and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;
      3. if thought fit, to merge with and to acquire and undertake all property and liabilities and to carry out the powers, obligations, duties and general objects of other county golf unions or associations and of any county golf development group or other golf development body or organisation and to indemnify their officers members and members of their Council, Executive Committees and any other committees and their employees against all costs ,claims, demands ,actions and proceedings relating to their assets and undertakings and in respect of all liabilities, obligations and commitments (whether legally binding or not and also in respect of the costs and expenses and outgoings from or attributable to the transfer of their assets and undertakings;
      4. to arrange championships, trophy events, matches, competitions and such other activities as the Board may think fit and to organise and administer the annual County Championships;
      5. to provide for, make and vary all such rules, regulations and bye-laws as they relate to persons involved in Amateur Golf in the County from time to time provided such rules, regulations and bye-laws do not conflict with the Rules of Golf and Rules of Amateur Status and/or these Articles, and/or the rules regulations or bye-laws of England Golf;
      6. to co-operate with England Golf and the Royal and Ancient Golf Club of St Andrews and other county golf unions, associations and organisations in all matters relating to the administration, promotion and playing of Amateur Golf in such manner as the Company will decide;
      7. to affiliate to England Golf and co-operate with England Golf in all matters relating to Amateur Golf including compliance with the Articles, rules, regulations or bye-laws of England Golf and the rules and regulations of any body to which England Golf is itself affiliated;
      8. to assist in maintaining the unified handicap system for the Council of National Golf Unions within the County and to duly operate the Standard Scratch Score and Handicapping Scheme 1983 as amended from time to time;
      9. to act as a central authority for determining all questions that may arise concerning golf within the County and to use the powers delegated to the Company by England Golf in matters of handicapping and golfing discipline;
      10. to take such action from time to time as the Board may consider desirable for the benefit of its Members;
      11. to do all such other things as shall be thought fit to further the interests of the Company or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2;
      12. to support the principle and practice of equity, equality, and equality of opportunity challenge discrimination that is indirect, direct, intentional or unintentional, work with England Golf to ensure that all people irrespective of their age, gender, ability, social status, race, ethnic origin, religious belief, disability or sexual preference have a genuine and equal opportunity to participate in golf in the County. In furtherance of this objective, the Company shall support and promote diversity, equality and fairness in its appointments to the Board, to committees and other posts and of representation at meetings;
      13. to encourage and promote the interests of Amateur Golf at all levels and to provide guidance and assistance to Golf Clubs affiliated or seeking affiliation; and
      14. to undertake and execute charitable trusts relating to Amateur Golf in the County.
2. Powers
   1. The Company shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects (**“the Powers”**) including the power to fix subscriptions and fees under Article 32.2.
   2. The income and property of the Company shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Company. No member shall be paid a salary, bonus fee or other remuneration for playing for the Company.
   3. Nothing in Article 3.2 shall prevent the payment in good faith by the Company:
      1. to any Director, committee or sub-committee member of reasonable and proper out-of-pocket expenses in accordance with Article 21;
      2. of reasonable and proper out-of-pocket expenses to any Member when representing the County or the Company;
      3. of interest on money lent by a member of the Company or its Directors at a commercial rate of interest;
      4. of reasonable and proper rent for premises demised or let by any member of the Company or by any Director;
      5. of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Directors (or any of them) in relation to the Company;
      6. of a reasonable and proper salary to any Member when employed in a non-playing capacity by the Company;
      7. remuneration in accordance with Article 20; and
      8. other payments or gifts as are permitted by these Articles.
3. Liability of Members
   1. Only Voting Members shall be members of the Company for the purposes of s112 of the 2006 Act and liable to contribute to the assets of the Company in the event of it being wound up.
   2. The liability of each Voting Member is limited to £1, being the amount that each Voting Member undertakes to contribute to the assets of the Company in the event of the Company being wound up while that Voting Member continues to be a Voting Member or within one year after it ceases to be. Such monies shall be used for:
      1. payment of the Company’s debts and liabilities contracted before it ceases to be a Voting Member;
      2. payment of the costs, charges and expenses of winding up; and
      3. adjustment of the rights of the contributories among themselves.

**PART 2  
BOARD  
DIRECTORS’ POWERS AND RESPONSIBILITIES**

1. Directors’ general authority and Members’ reserve power
   1. Subject to these Articles, any Rules and Regulations made pursuant to them and the Companies Acts, the Board is responsible for the management of the Company’s business, for which purpose it may exercise all the powers of the Company.
   2. The Board may from time to time make, vary or revoke Rules relating to the Company and Regulations including mechanisms and standing orders for the better administration of the Company including (without limitation):
      1. Rules setting out different categories of membership of the Company;
      2. Rules setting out rights, privileges, and obligations of the different categories of member;
      3. Regulations as to the function. role, and operation of committees to assist the Board;
      4. mandatory Regulations (other than Rules relating to their membership) for Member Clubs;
      5. Regulations for the selection of competitors to represent the County in national and inter-county matches and competitions and the management of any team of competitors selected;
      6. Regulations to ensure compliance with the Rules of England Golf and other national and international rules relating to doping control;
      7. Regulations setting out disciplinary procedures for members and regulations to ensure compliance with the disciplinary procedures of England Golf;
      8. Regulations for the promotion and organisation of championships;
      9. safeguarding policies, which shall ensure compliance with the safeguarding policies and procedures of England Golf;
      10. equality policies which shall ensure compliance with the equality policies and procedures of England Golf; and
      11. such other Rules, Regulations and policies as the Board thinks fit.
   3. No Rule or Regulation made by the Company shall invalidate any prior act of the Board which would have been valid if such a Rule or Regulation had not been made.
   4. All Rules and Regulations so long as they are in force, shall be binding on all Members.
   5. Rules and Regulations made pursuant to this Article 5 must be compliant with the Companies Acts and these Articles to be valid. No Rule may be inconsistent with or affect or repeal anything contained in the Articles or be in breach of any statutory provision.
   6. The Board shall adopt whatever means they consider sufficient to bring any Rules, Regulations, alterations and repeals to the notice of the Members.
   7. The Voting Members may, by special resolution, direct the Board to take, or refrain from taking, specified action provided always that such special resolution shall invalidate anything which the Board has done before passing of the resolution.
   8. The Board may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.
2. Directors may delegate
   1. Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:
      1. to such person or committee;
      2. by such means (including by power of attorney);
      3. to such an extent;
      4. in relation to such matters or territories; and
      5. on such terms and conditions;

as it thinks fit.

* 1. All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course.
  2. If the Board so specifies, any such delegation may authorise further delegation of the Board’s powers by any person to whom they are delegated.
  3. The Board may revoke any delegation in whole or part or alter its terms and conditions.

1. Committees
   1. Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.
   2. The Board may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.
   3. The quorum for meetings of any sub-committee formed pursuant to the provisions of the Articles shall be three.

**DECISION-MAKING BY DIRECTORS**

1. Directors to take decisions collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 9.

1. Unanimous and written decisions
   1. A unanimous decision of the Board is taken when all eligible directors indicate to each other by any means that they share a common view on a matter.
   2. A decision of the Board may take the form of a resolution in writing, copies of which have either been signed by at least 75% of the eligible Directors and/or to which at least 75% of the eligible Directors have otherwise indicated agreement in writing.
   3. References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.
   4. A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.
2. Calling a meeting of the Board
   1. The Board shall report on its activities to the Members at the annual general meeting.
   2. Any Director may call a meeting of the Board by giving notice of the meeting to the Directors or by directing the County Secretary to give such notice.
   3. The County Treasurer and County Secretary shall receive notice of and be entitled to attend and speak but not vote at meetings of the Board.
   4. Notice of any meeting of the Board must indicate:
      1. its proposed date and time;
      2. where it is to take place;
      3. if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting;
      4. the business to be conducted.
   5. Notice of a meeting of the Board must be given to each Director in writing or by e-mail. A Director who is absent from Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.
   6. Without prejudice to the foregoing, the Board shall meet at times and at such frequency as it may consider fit from time to time. The Board shall meet not less than three times per calendar year but, subject to that, the actual number of meetings shall be determined by the Board.
3. Participation in meetings of the Board
   1. Subject to these Articles, Directors participate in a meeting of the Board, or part of a meeting of the Board, when:
      1. the meeting has been called and takes place in accordance with the Articles, and
      2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
   2. In determining whether Directors are participating in a meeting of the Board, it is irrelevant where any Director is or how they communicate with each other.
   3. If all the Directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
4. Quorum for Board Meetings
   1. At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
   2. The quorum for meetings of the Board may be fixed from time to time by a decision of the Directors, but it must never be less than five, and unless otherwise fixed it is five.
   3. Subject to Article 12.4, the Board may act notwithstanding any vacancy in that body.
   4. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to fill a casual vacancy arising among the directors in accordance with Article 27.
   5. Subject to Article 12.6, if a question arises at a board meeting as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any Director other than the chairman of the meeting is to be final and conclusive.
   6. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman of the meeting, the question is to be decided by decision of the Directors at the meeting, for which purpose the chairman of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
5. Chairing of meetings of the Board
   1. The Board will appoint the Chairman pursuant to Article 26. The Chairman shall preside as chairman of the meeting of all meetings of the Board at which he shall be present.
   2. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or he is not willing to preside, the members of the Board present shall choose one of their number to be chairman of the meeting. The Chairman (if present) or the person so appointed for the time being is known as the chairman of the meeting.
6. Casting vote
   1. If the numbers of votes for and against a proposal are equal, the chairman of the meeting of the Board has a casting vote.
   2. Article 14.1 does not apply if, in accordance with these Articles, the chairman of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.
7. Conflicts of interest
   1. If a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes save where Article 15.2 applies.
   2. The prohibition under Article 15.1 shall not apply when:
      1. the Board approves the Director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest
      2. the Director’s interest cannot be reasonably be regarded as likely to give rise to a conflict of interest or
      3. the Director’s conflict of interest arises from a permitted cause.
   3. For the purposes of Article 15.2, the following are “permitted causes”:
      1. a guarantee, security or indemnity given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries (if any);
      2. subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
      3. arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries (if any) which do not provide special benefits for Directors or former Directors.
   4. For the purposes of this Article 15, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.
   5. Subject to Article 15.7, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any Director other than himself is to be final and conclusive.
   6. Where proposals are under consideration concerning the appointment of two or more Directors to employment with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
   7. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman of the meeting, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chairman of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
   8. A Director may vote, and count towards the quorum, regarding any transaction or arrangement in which he has, or can have, a direct or indirect conflict of interest that conflicts, or possibly may conflict with the interests of the Company only where such matter has been authorised by the Board in accordance with Section 175 of the 2006 Act.
   9. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any matter, any provision of these Articles prohibiting a Director from voting at a meeting of the Board or a committee formed under Article 7.
8. Records of decisions to be kept
   1. The Board must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board (and all committees) and by the Company at general meeting.
   2. The Board shall cause the minutes of all meetings of the Board and of any sub-committee formed pursuant to Article 7 to be distributed to the Directors and to be made available on request to the Voting Members, provided that the Board may, where it deems appropriate, redact such minutes being distributed to persons who are not Directors to omit matters of a confidential or sensitive nature.

**APPOINTMENT OF DIRECTORS**

1. Methods of appointing Directors
   1. The number of Directors shall be not less than five and shall be subject to a maximum of twenty.
   2. The members of the Board shall be (assuming all posts are filled):
      1. the President;
      2. the Deputy-President;
      3. three Vice-Presidents - being the President for each of the previous three years;
      4. up to 15 Elected Directors and
      5. such other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board until the next annual general meeting, provided that the total number of directors at any one time shall not exceed the maximum number fixed by these Articles. Co-opted directors shall be entitled to vote at the meetings of the Board. Any extension beyond the next annual general meeting shall require the approval of the Voting Members in general meeting.
   3. One member of the Board should be appointed to be the England Golf Representative.
   4. All acts carried out in good faith at any meeting of the Board or of any committee, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.
2. Elected Directors
   1. Each Elected Director shall serve for a three-year term from the annual general meeting at which he is elected to the annual general meeting falling three years after his election but shall (subject to Article 18.2) be eligible for re-election for two further three-year terms. The election for the office of Elected Directors shall be conducted in accordance with Article 30.
   2. If an Elected Director is appointed as Chairman then he may remain as an Elected Director beyond the nine year maximum detailed in Article 18.1 until the expiry of his appointment as Chairman (subject to an overall maximum of twelve years).
3. Termination of Director’s appointment
   1. Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a Director of the Company as soon as:
      1. that person ceases to be a Director by virtue of any provision of the 2006 Act or is prohibited from being a Director by law;
      2. a bankruptcy order is made against that person;
      3. a composition is made with that person’s creditors generally in satisfaction of that person’s debts;
      4. a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
      5. by reason of that person’s mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
      6. unless the Board resolves otherwise, that person shall have been absent without sufficient reason for more than three consecutive Board meetings without permission of the Board;
      7. that person is requested to resign by all the other members of the Board acting together;
      8. that person ceases to be a Member;
      9. notification is received by the Board from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.
   2. A President, Deputy-President, Vice-President or Chairman who is removed from office as a Director for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Articles.
4. Directors’ remuneration
   1. Subject to the provisions of the Companies Acts, and to Articles 20.3 and 20.6 below, the Board may enter into an agreement or arrangement with any Director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a Director. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director but without prejudice to any claim for damages for breach of the contract of service between the Director and the Company.
   2. Subject to the provisions of the Companies Acts, and to Articles 20.3 and 20.6 below, the Board may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any Director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.
   3. Subject to these Articles, a Director’s remuneration may take any form and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director provided that such remuneration:
      1. is fixed having regard to the current remuneration of Directors in comparable posts;
      2. does not exceed the general market rate for Directors providing comparable services; and
      3. is not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of the Company or by reference to the level of the Company’s gross income from some or all of its activities.
   4. No director shall take any loan from the Company.
   5. Unless the Board decides otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company’s subsidiaries (if any) or of any other body corporate in which the Company is interested (if any).
   6. For the avoidance of doubt, no payment shall be made by way of remuneration, honoraria or otherwise to a Director who is not an employee of the Company. Such provisions shall be read subject to Article 21 and also shall not prevent the making of a non-cash gift to a Director to reflect services rendered to the Company.
5. Directors’ expenses
   1. Without prejudice to Article 20, the Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:
      1. meetings of the Board or committees of the Board; or
      2. general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

**PART 3   
APPOINTMENTS AND ELECTED POSITIONS**

1. President and Deputy President
   1. At each annual general meeting the President shall retire.
   2. A person appointed as President shall hold office ordinarily until the next annual general meeting in the year after his appointment,
   3. The election of the President and the Deputy President shall be in accordance with Article 30.
   4. The President shall be a Director.
   5. The Deputy President shall be a Director.
   6. The President and the Deputy President shall have the right to receive notice of, attend and speak at annual general meetings and general meetings but shall not be entitled to vote unless they are official representatives of an Affiliated Club.
2. Vice-Presidents
   1. A person who has served as President of the Company shall (unless the Board resolves otherwise) become a Vice-President. Such appointment shall be for life though the Board may subsequently resolve to terminate the appointment.
   2. After completing the year as President and having been appointed as a Vice-President, that Vice-President shall (unless the Board resolves otherwise) then serve as a Director for a three year term.
   3. Vice-Presidents shall have the right to receive notice of, attend and speak at annual general meetings and general meetings but shall not be entitled to vote unless they are official representatives of an Affiliated Club.
   4. The Board may in addition to Article 23.1 appoint up to 10 additional Vice-Presidents. A nomination may be made in writing to the County Secretary and, if accepted, such nomination shall be submitted to the annual general meeting for approval by the Voting Members. They shall have the right to receive notice of, attend and speak at annual general meetings and general meetings but shall not be entitled to vote unless they are an official representative of an Affiliated Club.
3. County Treasurer

The Board may appoint a person to be the County Treasurer on such terms and for such period as they think fit and may delegate to him such of their powers as they think desirable to be executed by him.

1. County Secretary
   1. The Board may appoint a person to be the County Secretary on such terms and for such period as they think fit and may delegate to him such of their powers as they think desirable to be executed by him.
   2. The County Secretary shall also be the company secretary for the purposes of the Companies Acts.
2. Chairman
   1. The Board will appoint an Elected Director or a Director co-opted under Article 17.2.5 to be the Chairman on such terms (subject to Articles 17.2.5 and 18.2) as they think fit and may delegate to him such of their powers as they think desirable to be executed by him.
   2. The Chairman shall have such rights and privileges as the Board shall from time to time prescribe.
   3. The office of Chairman shall be vacated with immediate effect if the person appointed as Chairman ceases to be a Director.
3. Unexpected Vacancies
   1. An unexpected vacancy arising among the offices of President, Deputy President, Chairman or an Elected Director shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Articles.
   2. An unexpected vacancy arising among the office of Vice-President shall not be filled by the Board but shall instead be left vacant until it is filled in accordance with the provisions of Article 23.2.
4. Other Officers

The Board may, subject to Articles 19 and 20 above, appoint such voluntary positions as may be set out in the Rules and which the Board feels are required in order to fulfil the Company’s objectives on such terms and for such periods as they think fit and may delegate to them such of their powers as they think desirable to be executed by them. Unless otherwise elected or appointed in accordance with these Articles, a person holding such a position shall not become a Director.

1. Employees

Subject to the provisions of the Articles, the Board may appoint employees to manage the business and operations of the Company for such terms at such remuneration and upon such conditions as they may think fit and such employees appointed may be removed by them.

1. Elections and Appointments
   1. Any Voting Member may nominate another Member to be President, Deputy President or an Elected Director. Any nomination must be made on the form prescribed from time to time by the Board and signed by the nominee. Any nomination must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each post and the form must be completed and returned to the County Secretary not later than such date as the Board shall prescribe each year.
   2. If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting. The results of any such election must be announced at the annual general meeting by the Board.

**BECOMING AND CEASING TO BE A MEMBER**

1. Application for Membership
   1. Every corporation and unincorporated association which is admitted as a Voting Member may exercise such powers as are prescribed by Part 9 of the Act.
   2. No person or body shall become a Voting Member of the Company other than a golf club which has:
      1. completed an application for membership in such form as required by the Board,
      2. and acknowledged in writing its obligation under Article 4,

and in respect of which the Board has approved its application

1. Conditions of membership
   1. All members shall be subject to the Rules.
   2. The members shall pay any entrance fees and annual subscription set by the Board from time to time.
2. Termination of Membership
   1. A Member may withdraw from Membership of the Company by giving 28 days’ notice in accordance with the Rules. Membership shall not be transferrable in any event.
   2. A Member may be expelled as a Member through the following process:
      1. the Board resolves by a simple majority of all the Directors (not just a majority of those attending and voting but excluding any Director conflicted from voting) that on the basis of evidence presented to it the Member is or may have been acting in breach of these Articles or of the Rules or is or may have been acting in a way as to bring the Company into disrepute. The Board may decide to suspend the Member pending the outcome of this process.
      2. notice of such resolution shall be served on the affected Member. Such notice shall stipulate the allegations against the affected Member and a date and time (which may be varied at the discretion of the Board) when a meeting of the Board shall be convened (on not less than 21 days’ notice to each Director and the affected Member) at which the allegations will be put to the affected Member and the affected Member shall be entitled to present a statement in its defence (verbally and/or in writing). If the affected Member fails to attend the meeting or to present a statement, the Board may proceed to make a decision in the absence of the affected Member or statement as the case may be.
      3. at such a meeting and following consideration of such statement (if any) the Board shall vote (by a simple majority of those attending and voting but excluding any Directors conflicted from voting) on whether to expel the affected Member or to apply any other sanction. Such decision shall be notified to the affected Member at such meeting (assuming it is represented at the meeting) or by notice in writing (if it is not represented at the meeting). Should the Board decide to expel then the affected Member shall (subject to Articles 33.2.4 and 33.2.5) be expelled with immediate effect.
      4. the affected Member may appeal to a general meeting of the Company by serving notice of its appeal on the Company at its registered office (such notice must be received within fourteen days of the date of expulsion). Such appeal should be heard at the next general meeting of the Company (subject to there being sufficient time to include the same in the notice of the general meeting.) The affected Member shall be entitled to present a statement in its defence (verbally and/or in writing) to the general meeting. If the affected Member fails to attend the meeting or to present a statement general meeting may proceed to make a decision in the absence of the affected Member or statement as the case may be.
      5. at such general meeting the expulsion may be confirmed or overturned by a simple majority vote of those Voting Members attending and voting (but excluding any Voting Members conflicted from voting). Should the expulsion be overturned then the affected Member shall be re-instated with immediate effect. Should the expulsion be confirmed then the affected Member shall pay the additional cost to the Company of such hearing on demand.
   3. Any Member whose affiliation fee is more than six months in arrears shall be deemed to have resigned as a Member unless the Board otherwise decides.
   4. Any Member who is expelled as a member of England Golf shall automatically be deemed to be expelled as a Member.
   5. A membership terminates automatically when that person dies or ceases to exist or on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or Regulations.
   6. Membership is not transferable.
   7. Any person ceasing to be a Member forfeits all rights in relation to and claims on the Company, its property and funds and has no right to the return of any part of his affiliation fees.

**ORGANISATION OF GENERAL MEETINGS**

1. Annual General Meetings
   1. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.
   2. The annual general meeting shall be held for the following purposes:
      1. to receive from the Board the Company’s accounts;
      2. to receive from the Board a report of the activities of the Company since the previous annual general meeting;
      3. to appoint the Company’s auditors or accountants as applicable
      4. to receive a report from the President;
      5. to elect the President and the Deputy President;
      6. to elect the Elected Directors in place of those retiring; and
      7. to transact such other business as may be brought before it.
   3. All general meetings, other than annual general meetings, shall be called general meetings The Company may hold one further general meeting in each calendar year after its year of incorporation. The business of such general meetings shall be decided by the Board subject to due notice having been given.
2. Calling general meetings
   1. The Board may call general meetings and, on the requisition of three Member Clubs, shall forthwith proceed to convene a general meeting for a date not later than six weeks after receipt of the requisition. Such requisition must state the object of the meeting and include one or more resolutions to be put to the meeting. If there are not within the United Kingdom sufficient Directors to call a general meeting then the Chairman or any other Director may call a general meeting.
   2. At least 14 clear days’ notice in writing of every general meeting shall be given to such persons as are under the Articles or under the 2006 Act entitled to receive such notice from the Company.
   3. The notice shall specify the place, the day and the hour of the meeting and in the case of special business, the general nature of the business. All business transacted at a general meeting, and all that is transacted at an annual general meeting, with the exception of the business set out in Article 30.2, shall be deemed special business.
   4. A Voting Member may propose a resolution (or resolutions) to be considered at a special meeting. Such proposed resolutions must be seconded by another Voting Member and made in writing addressed to the Chief Executive and be received not less than 35 days before the general meeting at which it is proposed.
   5. 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 proceedings of, or resolution passed at, any meeting.
3. Attendance and speaking at general meetings
   1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
   2. A person is able to exercise the right to vote at a general meeting when:
      1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
      2. that person’s vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
   3. The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
   4. Each Member Club shall be entitled to send one voting representative and as many delegates as the Board shall agree to a general meeting all of whom shall be entitled to speak at such meeting.
   5. In determining attendance at a general meeting, it is immaterial whether or not two or more members attending it are in the same place as each other.
   6. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting they are (or would be) able to exercise them.
4. Quorum for general meetings
   1. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
   2. Ten Voting Members entitled to attend and vote and who are present in person shall be a quorum.
5. Chairing general meetings
   1. The President shall chair general meetings if present and willing to do so. If the President shall be absent, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same, the Chairman shall preside. If the Chairman is also not present or is unwilling to preside within fifteen minutes of the time at which a meeting was due to start then the Directors present must appoint a Director to chair the meeting and the appointment of the chairman of the meeting must be the first business of the meeting.
   2. The person chairing a meeting in accordance with this Article is referred to as “the chairman of the meeting”.
6. Attendance and speaking by Directors and non-members
   1. The Directors may attend and speak but not vote at general meetings unless they are official representatives of an Affiliated Club.
   2. The chairman of the meeting may permit other persons who are not Voting Members or representatives of Voting Members of the Company to attend and speak (but not vote) at a general meeting.
7. Adjournment
   1. If within half an hour of the time at which the meeting was due to start the persons attending a general meeting do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
   2. The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
      1. the meeting consents to an adjournment, or
      2. it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
   3. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
   4. When adjourning a general meeting, the chairman of the meeting must:
      1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
      2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
   5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days’ notice of it:
      1. to the same persons to whom notice of the Company’s general meetings is required to be given, and
      2. containing the same information which such notice is required to contain.
   6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting five Voting Members shall be a quorum. If that reduced quorum cannot be achieved then the meeting shall be abandoned.

**VOTING AT GENERAL MEETINGS**

1. Voting: general
   1. Every Member Club shall be entitled to receive notice of, and to send one voting representative to attend a general meeting and such representative shall be entitled to cast one vote. Such representative shall be entitled to attend in person or by proxy. Delegates who are not voting representative for a Member Club shall not be entitled to vote.
   2. Scrutineers should be appointed to assist in determining outcome of any vote.
   3. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded in accordance with the Articles.
   4. In the case of an equality of votes the chairman of the meeting shall not have a casting vote and the matter in question shall be referred back for further discussion.
   5. Unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the Minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
   6. A resolution may be put to the vote of the Voting Members by way of written resolution in accordance with the provisions of the Companies Acts.
2. Errors and disputes
   1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
   2. Any such objection must be referred to the chairman of the meeting whose decision is final.
   3. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case unless the chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.
3. Postal Ballot
   1. The Board may decide, in advance of a general meeting, to call a postal ballot in respect of an election which would otherwise be put to the vote at the general meeting.  If there is to be a postal ballot, the details of the resolution and voting papers shall be sent to the Voting Members at such time as the Board shall prescribe.  Voting papers must be returned to the County Secretary in a sealed envelope by such time as the Board shall prescribe and shall be opened and counted by such person or persons as the Board shall decide.
   2. The result of the postal ballot will be declared at the general meeting at which it would otherwise have been put to the vote by the Board.
4. Poll Votes
   1. A poll on a resolution may be demanded:
      1. in advance of the general meeting where it is to be put to the vote; or
      2. at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
   2. A poll may be demanded by:
      1. the chairman of the meeting;
      2. the Board; or
      3. two or more Voting Members having the right to vote on the resolution.
   3. A demand for a poll may be withdrawn if:
      1. the poll has not yet been taken, and
      2. the chairman of the meeting consents to the withdrawal.
   4. Polls shall be taken immediately and in such manner as the chairman of the meeting directs.
5. Content of proxy notices
   1. Proxies may only validly be appointed by a notice in writing (a **“proxy notice”**) which:
      1. states the name and address of the Member appointing the proxy;
      2. identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
      3. is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
      4. is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
   2. The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
   3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
   4. Unless a proxy notice indicates otherwise, it must be treated as:
      1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
      2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
6. Delivery of proxy notices
   1. Subject to the restrictions within the Companies Acts, the Board shall stipulate from time to time when, how and where proxy notices should be delivered in respect of any general meeting.
   2. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
   3. An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
   4. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
   5. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.
7. Amendments to resolutions
   1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
      1. notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than seven days before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
      2. the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
   2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
      1. the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
      2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
   3. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
   4. If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman of the meeting’s error does not invalidate the vote on that resolution.

**PART 4  
ADMINISTRATIVE ARRANGEMENTS**

1. Means of communication to be used
   1. Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Company.
   2. The applicable address shall be:
      1. in the case of a Voting Member at his registered address as it appears in the register of members or by giving notice using electronic communications to an address for the time being notified to the Company by the Voting Member; and
      2. in the case of a Non-Voting Member, at his last known address, or, in the case of a Playing Member, addressed for his attention care of the Member Club of which he is a member.
   3. Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
   4. A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
   5. Any Voting Member described in the register of members by an address not within Great Britain, who shall from time to time give the Company an address within England at which notices may be served upon him, shall be entitled to have notices served upon him at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the Act, only those Voting Members who are described in the register of members by an address within England shall be entitled to receive notices from the Company.
   6. Any notice, if served by first class (or equivalent) 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 proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.
2. Accounts
   1. The Board shall cause accounting records of the Company to be kept in accordance with section 386 of the 2006 Act and any regulations made pursuant thereto (or as the same maybe hereafter amended or altered).
   2. Accounting records shall be kept at the office or, subject to section 388 of the 2006 Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Board.
   3. If required by the provisions of the Act, the accounts of the Company shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified Auditor or Auditors. Auditors, if required, shall be appointed and their duties regulated in accordance with the 2006 Act. If an Audit is not required by the 2006 Act, the accounts will be subject to an Assurance Review which should be undertaken by a suitably qualified Accountant.
   4. At the Annual General Meeting in every year the Board shall lay before the Voting Members financial statements for the period since the last preceding financial statements. All financial statements shall be accompanied by reports of the Board and the Auditors or Accountants as applicable of the Union, and copies of such financial statements and any other documents required by law to be annexed or attached thereto or to accompany the same shall not be less than 14 clear days before the date of the meeting, subject nevertheless to the provisions of section 422 of the 2006 Act be sent to the Auditors or Accountants as applicable and to all other persons entitled to receive notices of General Meetings in the manner in which notices are directed to be served.
3. No rights to inspect accounts and other records

Except as provided by law or authorised by the Board or an ordinary resolution of the Company, no person is entitled to inspect any of the Company’s accounting or other records or documents merely by virtue of being a Member.

**DIRECTORS’ INDEMNITY AND INSURANCE**

1. Indemnity
   1. Subject to Article 51.2, a relevant Director of the Company or an associated company shall be indemnified out of the Company’s assets against:
      1. any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
      2. any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 225(6) of the 2006 Act)
      3. any other liability incurred by that Director as an officer of the Company or an associated company.
   2. This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
   3. In this Article:
      1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
      2. a “relevant Director” means any Director or former Director of the Company or an associated company.
2. Insurance
   1. The Board shall purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.
   2. In this Article:
      1. a “relevant Director” means any Director or former Director of the Company or an associated company;
      2. a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company or associated company; and
      3. Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.
3. Dissolution

If upon the winding up or dissolution of the Company, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Voting Members of the Company in proportion to their contribution to such property but shall be given or transferred to some other institution or institutions having objects like those of the Company.