

**COMPANIES ACT 2006  
SPECIAL RESOLUTION  
AMENDMENTS TO ARTICLE OF ASSOCIATION  
FOR THE INCORPORATED SUTTON COLDFIELD GOLF CLUB**

Passed 26<sup>th</sup> April 2014

At the Annual General Meeting of the above named Company duly convened and held at the Club House, Thornhill Road, Sutton Coldfield, West Midlands on 26<sup>th</sup> April 2014 the following Resolutions were duly passed as Special Resolutions

**Amendment 1.**

**Article 34  
Notice**

Subject to the provisions of section 307 of the Companies Act 2006 as to notice required of General Meetings, Twenty One days notice at the least (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given), specifying the time, day and date of the meeting and, in the case of special business, the general nature of that business shall be given in a 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 rules of the Club, entitled to receive such notices from the Club.

Passed by majority of 95%

**Amendment 2**

**Article 47  
Manner in which notice to be given**

A Notice may be given by the Club to any Member in the following manner:-

- (a) By handing to the Member personally a hard copy
  - (b) By posting a hard copy to the Members' registered address supplied by the Member to the Club.
  - (c) In electronic form to the e mail address supplied by the Member to the Club, in accordance with section 1168 of the Act.
  - (d) By means of the Clubs' website in accordance with Section 309 of the Act.
- Notice of a General Meeting of the Club must be sent to all Members of the Club.

Passed by majority 98%



## Additional Article

### Article 51

#### Proxies

(A). Any eligible voting member of the Club may appoint another eligible voting member of the Club as his proxy to exercise all or any of his rights to attend and to speak and vote at any meeting of the Club. Every notice calling a meeting of the Club shall include, with reasonable prominence, a statement informing the member of his rights to appoint a proxy.

(B). A Proxy must be addressed to a member entitled to speak and vote at a general meeting, be authenticated by the appointor, and be in or contain the information set out in the following form:

**(I), (name) of (address) being (a member) of the above named Club hereby appoint (name) of (address) or failing him (name) of (address) as my proxy to vote in my name and on my behalf at the general meeting of the Club to be held on (date & time) and at any adjournment.**

**(Directions if any, as to how the proxy is required to vote) Unless otherwise instructed the proxy shall vote as he thinks fit.**

**Dated this    day of        20..    Signature of appointor member.**

(C) Where the Club has given an electronic address in a notice calling a meeting, and in an instrument of proxy or invitation to appoint a proxy in relation to the meeting, any document or information relating to proxies for that meeting may, subject to any conditions or limitations specified in the notice, be sent by electronic means to that address. Documents relating to proxies include: the appointment of proxy in relation to a meeting, any document necessary to show the validity of or otherwise relating to, a proxy and notice of termination of the authority of proxy.

(D) The instrument appointing a proxy must be received by the Club no later than the following time:

(i) In the case of a meeting or adjourned meeting, 48 hours before the time for holding the meeting or adjourned meeting.

(ii) In the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of the poll:

(iii) In the case of a poll taken not more than 48 hours after it was demanded, the time at which it was demanded.

In calculating the periods in this Article 51, no account shall be taken of any part of a day that is not a working day.

(E) In default of compliance with this Article the instrument of proxy shall not be treated as valid. A valid instrument of proxy shall be deemed, unless expressing the contrary, to confer authority to demand or join in demanding a poll. An otherwise valid instrument of proxy shall only be deemed invalid if a revocation of proxy, in whole or in part, shall be received by the club and or the appointee prior to the exercise of the proxy at the meeting or adjourned meeting.

Passed unanimously 100%

John Pardoe .....

**Hon Secretary & Director**

COMPANY No 38716

The Companies Act 1948  
The Companies Act 2006

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COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

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## **Articles of Association**

of

### **The Incorporated Sutton Goldfield Golf Club**

(Adopted by Special Resolution passed on the 26<sup>th</sup> day of April 2014)

- |   |  |
|---|--|
| 1. The Club at the date of the adoption of these Articles is registered with Six Hundred members.   | Number of Members                            |
| 2. The Committee of the Club may, whenever the business of the Club requires it, register an increase of members.   |  |
| 3. These Articles shall be construed with reference to the provisions of the Companies Act 1948, and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act (hereinafter referred to as "the Act").  | Interpretation                               |
| 4. The Club is established for the purposes expressed in the Memorandum of Association.   | Objects                                      |
| 5. Every candidate for membership of the Club shall be proposed by one and seconded by another member of the Club to both of whom the candidate shall be personally known. Every such application for membership shall be made in writing, signed by the candidate and by his or her proposer and seconder, and shall be made in such form and according to such rules (not being inconsistent herewith) as the Committee of the Club shall from time to time decide. | Application for membership                   |
| 6. The Committee of the Club shall have power (subject to any resolution of the Club in General meeting) to elect members of the Club upon such terms and subject to such regulations as the Committee may from time to time deem advisable, and shall have power (subject as aforesaid) to make or vary rules as to the election of members, including the election of members at concession rates of entrance fee or subscription.                                  | Temporary restricted and non-playing members |

7 The entrance fees and annual subscriptions payable by members of the club shall be such as the Committee shall from time to time prescribe. The Committee may make rules as to the time and manner of payment of such subscription.

Entrance fees and  
Annual subscriptions

8 Subject to the express provisions of these Articles and to the Memorandum of Association, and to any bye-laws for the time being in force made by the Committee of the Club as herein provided all Full Playing Members of the Club (meaning members who have paid the full subscription payable at the time in question) shall be entitled at all times to use in common all the premises and property of the Club, and to be supplied, at such charges as the Committee shall from time to time determine, with such meals, refreshments and other things as are provided by the Club for the use of its Full Playing members.

Rights of  
members

9 No members other than Full Playing Members shall be entitled to be elected as Committee Members of the Club, or to vote at any general meeting of the Club, but in all other respects every Member shall be entitled (subject to any bye-laws for the time being in force made by the Committee of the Club as herein provided) to all the rights, and be subject to all the duties of a Full Playing Member of the Club

Members  
eligible  
as Committee  
members

10. The Committee of the Club shall have power to admit any person under twenty-one years of age to use, in common with the members of the Club, such of the premises and property of the Club as it thinks fit, on such terms and conditions as the Committee may from time to time determine and particularly without the payment of any entrance fee.

Children

11. The Committee of the Club shall have power to permit any person or persons to use gratuitously, in common with the members of the Club all the premises and property of the Club, on such conditions as the Committee may from time to time determine, for any period it may think proper.

Honorary  
guests

12. Any person being a member of the Club may be elected a Life Member of the Club upon such terms as the Committee shall approve. Every Life Member shall be entitled to all the privileges and be subject to all the duties of a member of the Club during his or her life (subject, nevertheless, to the provisions of Article 15 hereof) without any further payment, annual or otherwise.

Life Member

13. Any member wishing to resign his membership of the Club shall give such notice in writing as is prescribed from time to time by the bye-laws of the club.

Resignation  
of  
membership

14 Any member whose annual subscription is unpaid on such date as the Committee may from time to time determine shall cease *ipso facto* to be a member of the Club, and shall forfeit all rights in and claim upon the Club, but may be reinstated, in the discretion of the Committee, on payment of all arrears

Forfeiture of  
membership

15 If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles or bye-laws of the Club, or shall be guilty of any conduct unworthy of a gentleman or likely to be injurious to the Club (and the decision of the Committee in regard thereto shall be final, and the Committee shall not be bound to disclose evidence or give reasons concerning such decision) as the case may be, such member shall be liable to expulsion by a resolution of the Committee, provided that one week before the meeting at which such resolution is passed, he shall have had notice thereof, and of the intended resolution of his expulsion, and that he shall at such meeting and before the passing of such resolution, have had the opportunity of giving orally or in writing any explanation or defence he may think fit. A member expelled under this Article shall forfeit all right in, and claim upon, the Club or to the return of any part of his entrance fee or current subscription, but he shall not forfeit any right he may have in connection with any money lent to the club.

Expulsion of  
members

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

Members in  
Default

17. The Committee of the Club shall be such of the Officers and such number of members of the Club as the Club from time to time in general meeting determine, and shall be elected by the Club as herein provided. Provided that until otherwise determined as aforesaid the Committee shall consist of the Captain, Vice Captain, Secretary, Treasurer and eight other members of the Club elected in general meeting.

Committee of  
the club

18. The Officers of the Club shall consist of a Captain, a Vice Captain a Treasurer and a Secretary, all of whom shall be members of the Club. In addition there shall be a President, who need not be a member of the Club.

Officers

19. The President of the Club shall have the right to attend any meeting of the Club or Committee, but not to vote except as provided by Article 29 (in any case where the President is appointed Chairman of a Committee Meeting) and Article 43.

President

20. At every Annual General Meeting of the Club, the Officers and the Committee shall retire from office. The Officers shall be eligible for re-election at the same or any other general meeting of the Club, but one retiring member of the Committee as defined below shall not be eligible for re-election until the second Annual General Meeting following the General At which he retires. The member ineligible for re-election shall be the member (other than an Officer) who has served the longest continuous term as a member of the Committee, but if one of the other members of the Committee shall retire at the meeting voluntarily and shall not seek re-election then the senior member shall not be ineligible for re-election. As between members of equal seniority the one ineligible for re-election shall in the absence of agreement be selected from among them by lot.

Retirement of  
Officers and  
Committee

21. The election of Officers and other Committee Members of the Club shall take place in the following manner:-

Election of  
Officers and  
Committee Members

(A) Any two members of the Club shall be at liberty (subject to the last proceeding Article) to nominate any other member as a candidate and such nomination shall specify the office (if any) for which the candidate is nominated and, if no office is specified, shall be deemed to be a nomination to serve as a member of the Committee. The foregoing reference to nomination for an office does not include the offices of captain or Vice Captain who shall be appointed in accordance with paragraph (G) of this Article.

(B) The name of each member so nominated, together with the names of his proposer and seconder, shall be sent in writing to the Secretary of the Club at least fourteen days before the Annual General Meeting.

(C) A list of the candidates, or the nomination forms with the proposer and seconder names shall be posted in a conspicuous place in the Club house for at least fourteen days immediately preceding the Annual General Meeting.

(D) Balleting lists shall be prepared (if necessary) containing the names of the candidates only, and each Full Playing member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

(E) In case there shall not be a sufficient number of candidates nominated the Committee shall fill up the remaining vacancy or vacancies.

(F) If two or more candidates obtain an equal number of votes another ballot shall if necessary be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes, the Committee shall select by lot from such candidates the candidate or candidates who is or are to be elected.

(G) The Captain and the Vice Captain shall be appointed in the following manner -

- (i) There shall be a Captains Committee consisting of the Captain and the four most recent Past Captains willing to serve thereon.
- (ii) It shall be the function of the Captains Committee to nominate (subject to the approval of the Committee) the next Captain of the Club. If the Committee shall not approve of any such nomination it shall refer it back to the Captain's Committee with a view to a fresh nomination being made and approved by the Committee.
- (iii) The identity of the Member selected in accordance with the above procedure shall be announced at the Annual General meeting and (subject to confirmation at such meeting) he shall then assume office as Captain.
- (iv) The Vice Captain shall be elected at the Annual General Meeting.

22. An Officer or other member of the Committee shall vacate office:- Vacation of office
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors
  - (B) If he becomes of unsound mind
  - (C) If he ceases to be a member of the Club.
  - (D) If by notice in writing to the Club he resigns his office.
  - (E) If he vacates office under any of the provisions of Sections 184, 185 and 188 of the Act.
23. All casual vacancies arising among the Officers or other Committee Members of the Club shall be filled by the Committee from among the members of the Club Any member so chosen shall retire at the following Annual General Meeting, but shall be eligible for re-election at such Annual General Meeting. The Member for the time being of the Committee may act notwithstanding any vacancy in their body. Casual vacancies
24. The Committee of the Club shall cause proper books of accounts to be kept in such manner as to give a true and fair view of the state of the affairs of the Club and to explain its transactions with respect to:- Accounts
- (A) All sums of money received and expended by the Club and the matter in respect of which receipt and expenditure takes place.
  - (B) all sales and purchases of goods by the Club: and
  - (C) the assets and liabilities of the Club.
- The books of account shall be kept at the Club House, or at such other place or places as the Committee thinks fit, and shall always be open to the inspection the Committee The accounts and books of the Club shall be open to the inspection of the Members of the Club not being Committee Members, subject to such reasonable restrictions as to the time and manner of inspection as may from time to time be prescribed by the Committee. The Committee shall from time to time in accordance with the Act, cause to be prepared and to be laid before the Club in general meeting such profit and loss accounts, balance sheets and reports as are referred to therein and are applicable to the Club. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Club in general meeting, together with the Auditor's Report shall not less than twenty one days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the Club.
25. The Committee of the Club may exercise all such powers, and do all such things as may be exercised or done by the Club, save such as are by these Articles or by any statute for the time being in force required to be exercised or done by the Club in general meeting. Powers of the committee

26. The Committee of the Club may issue debentures, debenture stock, Bonds or obligations of the Club at any time in any form or manner and for any amount and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage or charge of any of the property of the Club or on bonds or debentures or otherwise, as they may think fit.

27. The Committee of the Club shall not, without the sanction of a general Meeting of the Club, demise, underlet, exchange, sell or otherwise dispose of all or any part of the lands or buildings of the Club. Provided, nevertheless, that no mortgagee or other person advancing money to the Club on the security of such lands or buildings shall be concerned to see that such sanction has been given.

No power to  
sell or  
alienate land

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

Power to  
make bye-laws

- (A) The admission of temporary, restricted, and non-playing members of the Club, and the rights and privileges of such members.
- (B) The terms and conditions upon which honorary guests, children, or visitors, shall be permitted to use the premises and property of the Club
- (C) The time of opening and closing the links and grounds, club-house, and premises of the Club, or any part thereof
- (D) The rules to be observed, and prizes or stakes to be played for by members of the Club playing any games on the premises of the Club.
- (E) The prohibition of particular games on the premises of the Club entirely or at any particular time or times.
- (F) The conduct of members of the Club in relation to one another and to the Club's servants.
- (G) The setting aside of the whole or any part or parts of the Club's premises for gentlemen members, lady members, or for the members of the ladies club, or any other classes of members, at any particular time or times, or for any particular purpose or purposes
- (H) The imposition of fines or penalties for the breach of any bye-laws of the Club.
- (I) The procedure at meetings of the Committee of the Club.
- (J) And generally all such matters as are commonly the subject matter of club rules.

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



29. The Committee of the Club may meet, adjourn and regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. The Captain of the Club, if any, shall preside as Chairman at every meeting of the Committee, if there is no such Captain or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman, the members of the Committee present shall choose one of their number to act as Chairman. In case of an equality of votes the Chairman shall have casting vote.

30. The Committee of the Club may from time to time delegate any of their Powers to such Committee or Committees, consisting of one or more members of The Club's Committee or other members, as they shall think fit to appoint, and may recall or revoke any such delegation or appointment. Any such Committee shall, in the exercise of the powers so delegated, conform to any regulations that may be prescribed by the Committee.

Sub-Committees

## GENERAL MEETINGS

31. A general meeting shall be held once in every calendar year, at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the Club in general meeting, or, in default, at such time, and place as the Committee shall appoint

General meetings

32. The above mentioned general meetings shall be called Annual General Meetings, all other general meetings shall be called extraordinary General Meetings.

Ordinary and  
Extraordinary  
Meetings

33. The Committee may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by the Act.

Calling of  
Extraordinary  
Meeting

If at any time there are not within the United Kingdom sufficient Committee Members capable of acting to form a quorum any Committee Member or any two 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 Committee.

## NOTICE OF GENERAL MEETINGS

34. Subject to the provisions of Section 307 of the Companies Act 2006 as to notice required of general Meetings, twenty one days notice at least (exclusive of the day on which notice is served or deemed to be served and of the day for which the notice is given), specifying the time, day and date of the meeting and, in the case of special business, the general nature of that business shall be given in a manner hereinafter mentioned, or in such

Notice

other manner, if any, as may be prescribed by the Club in general meeting, to such persons as are, under the rules of the Club, entitled to receive such notices from the Club

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

Failure to  
give notice

## PROCEEDINGS AT GENERAL MEETINGS

36. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting, with the exception of the giving and acceptance of reports of Officers, the consideration of the accounts, balance sheets, and the reports of the Committee Members and other Officers in the place of those retiring, and the appointment of, and fixing of the remuneration of the Auditors.

Business

37. 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 three members personally present shall be a quorum.

Quorum

38. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place; and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the members present shall be a quorum.

When no quorum

39. The President of the Club, if any, shall preside as Chairman at every general meeting of the Club. If there is no such President, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman, the members present shall choose someone of their number to be Chairman.

Chairman

40. 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.

Adjournment

- |  |                             |
|--|-----------------------------|
| <p>41. 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 within five minutes after the declaration of the result of the show of hands) demanded by at least two members entitled to vote or by a member representing one tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the proceedings of the Club, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.</p> | <p>Demanding a poll</p>     |
| <p>42. If a poll is duly demanded it shall be taken in such usual and proper 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.</p>  | <p>Poll</p>                 |
| <p>43. 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 was demanded, shall be entitled to a casting vote.</p>  | <p>Equality of votes</p>    |
| <p>44. 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</p>  | <p>Time for taking poll</p> |
| <p>45. Every Full Playing Member shall (subject to Articles 16 and 21D have one vote which, whether on a show of hands or on a poll, must be given personally</p>  |                             |

## AUDIT

- |  |                 |
|--|-----------------|
| <p>46. Auditors shall be appointed and their duties regulated in accordance with Sections 159, to 162 of the Act</p> | <p>Auditors</p> |
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## NOTICES

- |  |                              |
|--|------------------------------|
| <p>47. A notice may be given by the Club to any Member in the following manner;-</p> <ul style="list-style-type: none"> <li>(a) By handing to the Member personally a hard copy.</li> <li>(b) By posting a hard copy to the Members registered address supplied by the Member to the Club.</li> <li>(c) In electronic form to the e mail address supplied by the Member to the Club, in accordance with Section 1168 of the Companies Act 2006</li> <li>(d) By means of the Clubs website in accordance with Section 309 Companies Act 2006. Notice of a General Meeting of the Club must be sent to all Members of the Club.</li> </ul> | <p>Manner in which given</p> |
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## THE SEAL

48. The seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Committee, and in the presence of at least one Committee Member, and of the Secretary or such other person as the Committee may appoint for the purpose; and that Committee Member and the Secretary, or other person as aforesaid shall sign every instrument to which the seal of the Club is so affixed in their presence.

Seal

## DISSOLUTION

49. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Club shall have effect as if the provisions thereof were repeated in these Articles.

## MARGINAL NOTES

50. The marginal references of these Articles shall not be taken as part thereof, or in any manner effect the interpretation or construction hereof.

Marginal notes

## PROXY VOTING

51. (A) Any eligible voting member of the Club may appoint another eligible voting member of the Club as his proxy to exercise all or any of his rights to attend and to speak and vote at any meeting of the Club. Every notice calling a meeting of the Club shall include, with reasonable prominence, a statement informing the member of his rights to appoint a proxy

(B). A Proxy must: be addressed to a member entitled to speak and vote at a general meeting, be authenticated by the appointor, and be in or contain the information set out in the following form

**(I), (name) of (address) being (a member) of the above named Club hereby appoint (name) of (address) or failing him (name) of (address) as my proxy to vote in my name and on my behalf at the general meeting of the Club to be held on (date & time) and at any adjournment.**

**(Directions if any, as to how the proxy is required to vote) Unless otherwise instructed the proxy shall vote as he thinks fit.**

**Dated this    day of        20..    Signature of appointor member.**

(C) Where the Club has given an electronic address in a notice calling a meeting, and an instrument of proxy or invitation to appoint a proxy in relation to the meeting, any document or information relating to proxies for that meeting may, subject to any conditions or limitations specified in the notice, be sent by electronic means to that address Documents relating to proxies include: the appointment of proxy in relation to a meeting, any document

necessary to show the validity of or otherwise relating to, a proxy and notice of termination of the authority of proxy.

(D) The instrument appointing a proxy must be received by the Club no later than the following time:

(i) In the case of a meeting or adjourned meeting, 48 hours before the time for holding the meeting or adjourned meeting.

(ii) In the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of the poll:

(iii) In the case of a poll taken not more than 48 hours after it was demanded, the time at which it was demanded

In calculating the periods in this Article 51, no account shall be taken of any part of a day that is not a working day.

(E) In default of compliance with this Article the instrument of proxy shall not be treated as valid. A valid instrument of proxy shall be deemed, unless expressing the contrary, to confer authority to demand or join in demanding a poll. An otherwise valid instrument of proxy shall only be deemed invalid if a revocation of proxy, in whole or in part, shall be received by the club and or the appointee prior to the exercise of the proxy at the meeting or adjourned meeting