

93514

ARTICLES OF ASSOCIATION  
OF  
THE GANTON GOLF CLUB LIMITED  
  
PRELIMINARY

TUESDAY



- 1 These Articles of Association supersede all previous Articles of Association of the above named Company without prejudice to anything done or omitted under such last mentioned Articles of Association
- 2 In these Articles of Association unless there is something in the subject context inconsistent therewith
  - a "The Club" means The Ganton Golf Club
  - b "The Company" means The Ganton Golf Club Limited
  - c "Member" means Member of the Club
  - d "Committee" means the Club Committee for the time being of the Club
  - e "The Officers" of the Club shall consist of the Gentlemen's Captain, Ladies' Captain, Gentlemen's Vice Captain, Ladies' Vice Captain and Treasurer (AGM 2013)
  - f "The Office" means the Registered Office for the time being of the Club
  - g "Meeting" means a Meeting of the Club
  - h "Secretary" includes any person for the time being employed as such by the Club
  - i "Bye-Laws" means Bye-Laws of the Club for the time being in force
  - j Words importing only in the singular number include the plural number and vice versa (AGM 2013)
  - k Words importing only in the masculine gender include the feminine gender and vice versa
  - l "In writing" means and includes words printed, represented or reproduced in any mode in visible form including electronic form (AGM 2013)
  - m "Chairman" means any person Chairing a Meeting or Chairing a Meeting of the Committee (AGM 2013)

PROPOSAL OF CANDIDATES

- 3 Except as otherwise provided in these Articles of Association, every Candidate for Membership shall not be less than eighteen years of age, and shall be proposed, in writing, by one Member, and seconded, in writing, by another Member, to both of whom the Candidate must be personally known (AGM 2013)
- 4 The Secretary shall forthwith enter the Candidate's details, together with the names of the Proposer and Seconded, in a book to be kept in the Secretary's Office at the Clubhouse and called "The Candidates Book" and shall post a copy of the entry in a conspicuous place in the Clubhouse (EGM 1993, AGM 1995, AGM 2013)

ELECTION OF MEMBERS

- 5 The Committee shall have the exclusive right of electing Members, except as provided by Article 15 Such election shall be by ballot and two black balls shall exclude (AGM 1993, AGM 2013)
- 6 The election of Candidates shall take place at such times as the Committee may appoint, but no Candidate shall be eligible for election in less than twenty eight days from the date upon which his name was posted in accordance with Article 4 (AGM 2013)
- 7 The Committee may elect as a Country Member any Candidate who has been duly proposed and seconded, and shall have power to make, and from time to time at their discretion to amend or alter the conditions defining Country Membership (EGM 1993)

## SPECIAL MEMBERSHIP

- 8     **TEMPORARY MEMBERS** The Committee may accept Temporary Members at rates to be determined from time to time and otherwise subject to such terms and conditions as they shall think fit to the following
- a     Any Member of another Golf Club
  - b     Any person signed in by a Member
  - c     Any child of a Member or Temporary Member under the age of eighteen years
  - d     Any group approved by the Committee
  - e     Any person with suitable golfing ability approved by the Secretary
- provided that the name and address, with the amount of entrance fee (if any) and the subscription paid for such Temporary Membership shall be entered in a book to be kept on the Club premises The Committee may at any time and without assigning any reason for so doing reject or summarily cancel any Temporary Membership and return due proportion of any entrance fee (if any) and the subscription paid (AGM 1997, AGM 2013)
- 9     **JUNIOR MEMBERS** Notwithstanding Article 3 the Committee may elect Junior Members under the age of eighteen on payment of such entrance fee (if any) and such reduced annual subscription as they may think fit (AGM 1970, AGM 1995, AGM 2013)
- 10    **NON-PLAYING MEMBERS** The Committee may elect Non Playing Members, subject to payment of such entrance fees (if any) and reduced subscription and otherwise subject to such terms and conditions as they may think fit Non-Playing Members shall be entitled to use the Clubhouse, the practice ground and the practice putting green in the same manner as other Members but shall not be entitled to use the Course (AGM 1995, AGM 2013)
- 11    None of the special classes of Members described in Articles 8, 9 and 10 shall be entitled to hold any elected position in the Club or to attend or vote at any Meeting They shall not have any claim upon or interest in the assets of the Club on its dissolution, nor shall they incur any liability on account of their Membership However any Member whether a Full Member, Country Member, Junior Member, Non Playing Member or Temporary Member breaking or injuring any property of the Club shall be liable to make good the same (EGM 1993, AGM 2013)

## ENTRANCE FEES, SUBSCRIPTIONS

- 12    Entrance fees and annual subscriptions for all classes of Members shall be fixed from time to time by the Committee and shall be due in advance on the 1<sup>st</sup> January in each year The Committee shall have no power to increase the subscriptions of Members other than Country Members and Special Members as defined in Articles 8, 9 and 10 by more than ten percent of the current rate An increase of more than this amount may only be made by ordinary resolution carried at a general meeting of Members (AGM 1968, EGM 1993, AGM 2013)
- 13    A Member elected after the 31<sup>st</sup> day of March and not later than the 30<sup>th</sup> day of June in any year shall pay three quarters of the subscription for that year A Member elected after 30<sup>th</sup> day of June and not later than the 30<sup>th</sup> day of September in any year shall pay a half of the subscription for that year A Member elected after 30<sup>th</sup> day of September in any year shall pay a quarter of the subscription for that year (AGM 2010, AGM 2013)
- 14    The Committee may from time to time introduce Life Membership for existing Members on such terms and conditions (subject to the payment in all cases of a sum not being less than 15 times the full annual subscription then in force) as the Committee shall in their absolute discretion think fit (AGM 1963, AGM 2013)
- 15    The Committee may elect any person pre-eminent in golf or who has rendered special service to the game of golf or the Club to be an Honorary Member for a period not exceeding one year in any one instance

The Secretary whilst holding office may be elected an Honorary Member at the discretion of the Committee. The Members in General Meeting may, on the recommendation of the Committee and by a majority of two thirds of the Members voting in person, or if a poll is demanded, by proxy, elect a person who shall have rendered special service to the Club or to the game of golf to be an Honorary Life Member. Every Honorary Life Member shall be entitled to all the privileges of a Member during his life without further payment, annual or otherwise, except in respect of the guarantee contained in Clause 4 of the Memorandum of Association of the Club, but shall otherwise remain subject to the Articles and Bye-Laws of the Club (EGM 1993, AGM 1995, AGM 2013)

- 16 Forthwith after the election of a Candidate the Secretary shall notify him of his election and shall send to him at the address appearing on his application a request for payment of his Entrance Fee (if any) and first subscription together with a copy of the Memorandum and Articles of Association. Acceptance of Membership is deemed to include acceptance of the Memorandum and Articles of Association. Upon payment of such Entrance Fee (if any) and first subscription, such elected Candidate shall become a Member. The Candidate is required to pay the amount requested within two months of election. Failure to pay within this period may result in the Committee cancelling his election (AGM 2013)
- 17 If any Member shall not pay any subscription by the end of January, being one month after the date given in writing requiring him to do so, sent by the Secretary to his last known address, his name shall be posted forthwith in the Clubhouse as that of a Member defaulting. If he shall not pay the same by the end of February, being two months after the date given in writing requiring him to do so, his membership will be suspended pending a decision by the Committee and shall forfeit all rights in and claim upon the Club and its property (AGM 1995, AGM 2013)
- 18 On and after the 1<sup>st</sup> day of March in any year a Member shall not be entitled to compete for any prize or play in any Club competition nor vote at any Meeting so long as his annual subscription for that year shall remain unpaid (AGM 2013)
- 19 Any Member wishing to resign his Membership must deposit at the Office notice in writing to that effect addressed to the Secretary. Unless this notice is deposited before the 31<sup>st</sup> December in any year the Member may be liable to pay the subscription for the forthcoming year (AGM 1995, AGM 2013)
- 20 If any Member shall be adjudged bankrupt or shall make any composition or arrangement with his creditors or has brought the Club in to disrepute he may at the discretion of the Committee cease to be a Member. He shall forfeit all rights in and claim upon the Club and its property provided always that upon application in writing by such Member the Committee may in their discretion restore him to Membership after the annulment of or his discharge from bankruptcy or the resolution of any composition or arrangement with his creditors (AGM 2013)
- 21 The power to administer an admonishment or to suspend or to expel a Member is vested in the Committee. When after the Disciplinary Hearing convened in accordance with Bye-Law No 12, a Membership is terminated, the Member has the right within 21 days to request that an Extraordinary General Meeting of the Club is convened to confirm or reject that decision. A two-thirds majority of those Members present and voting in person in the first place or if a poll is called voting in person and by proxy shall be required to confirm such decision (AGM 2013)
- 22 Except as provided in the Memorandum and Articles of Association, Members shall be entitled at all times to use the premises and property of the Club. The Committee will decide catering and bar charges on a regular basis (AGM 2013)
- 23 Except as provided in these Articles of Association every Member shall be entitled to all the rights and subject to all the duties of a Member, including the right to be elected an Officer of the Club or an Ordinary Member of the Committee and to attend and vote at any General Meeting and to share in the assets of the Club on its dissolution (AGM 2013)

#### THE PRESIDENT

- 24 The President shall be elected by the Members at an Annual General Meeting and shall hold office until the conclusion of the third Annual General Meeting after the meeting at which he is elected. A casual vacancy shall be filled within a period of three months by the Members at an Extraordinary General Meeting and a President so elected shall hold office until the conclusion of the third Annual General Meeting after the Extraordinary General Meeting at which he is elected (AGM 2013)

## THE COMMITTEE, COMPOSITION, ELECTION AND POWERS

- 25 The Committee shall consist of the Officers of the Club and six other Members, who are hereafter called Ordinary Members of the Committee (AGM 2011, AGM 2013)
- 26 The Officers of the Club and the Ordinary Members of the Committee shall be the Directors of the Company
- 27 The Committee may delegate any of its powers to sub-Committees and is empowered to co-opt Members for special purposes at its discretion
- 28 The Committee may make from time to time Bye-Laws (not being inconsistent with these Articles of Association) for the management and use of the Club and the Course and may at any time alter or cancel the same as they may deem fit A copy of every Bye-Law shall be exhibited in a conspicuous place in the Clubhouse for 21 days next after the passing thereof and shall be entered in a book entitled Bye-Laws to be kept in the Members' rooms for their inspection at all times
- 29 At every Annual General Meeting the Officers and the two Ordinary Members of the Committee who have served longest since their election shall retire Every Officer so retiring shall be eligible for re-election as an Officer or as an Ordinary Member of the Committee at the same or any subsequent Meeting
- 30 An Ordinary Member of the Committee so retiring shall not be eligible for re-election for the space of one year after such retirement, but nothing herein contained shall prevent a retiring Ordinary Member of the Committee from being immediately elected an Officer of the Club
- 31 The election of Officers and Ordinary Members of the Committee shall take place in the following manner
- a Any two Members shall be at liberty to nominate any other Member, with his consent, to serve as an Officer of the Club or as an Ordinary Member of the Committee
  - b The names of each Member so nominated together with the names of his Proposer and Seconder and a short CV shall be sent in writing to the Secretary at least 28 days before the Annual General Meeting (AGM 2013)
  - c A list of the candidates' names in alphabetical order, with the names of the respective Proposers and Seconders, shall be posted in a conspicuous place in the Clubhouse at least 21 days preceding such Meeting A short CV of each Candidate will be included in the list so posted (AGM 2013)
  - d Balloting lists shall be prepared (if deemed necessary) for the election of each Officer and for the election of two or more Ordinary Members of the Committee containing the names of the Candidates only in alphabetical order The Secretary will advise Members when the notice of the Annual General Meeting is issued that proxy voting is applicable Each Member present, if he votes, or proxy must vote for as many Candidates as the Member wishes but must not vote for more Candidates than there are vacancies Voting papers not fulfilling these conditions will be void (AGM 2013)
  - e If two or more candidates obtain equal number of votes, another ballot shall be taken, only in respect of such candidates In case two or more candidates again obtain equal number of votes the Committee shall determine the election by lot
  - f In the case where there shall not be a sufficient number of Candidates nominated, the Committee shall fill the remaining vacancy or vacancies
- 32 The Committee shall have the power to fill any casual vacancy in their number or among the Officers of the Club occurring after the Annual General Meeting Members so elected shall hold office for the remainder of the term of office of those in whose place they were elected
- 33 Any Member of the Committee who shall be absent from the monthly meetings for four consecutive months shall vacate his office unless the Committee shall consider such absence unavoidable (AGM 2013)
- 34 Twenty-one days before the date of the Annual General Meeting the Secretary shall post in the Clubhouse a statement showing the number of Committee meetings held since the date of the last Annual General

Meeting, the number of attendances of each member of the Committee, and the names of the retiring members

35 The general management of the Club shall be vested in the Committee who may exercise all such powers and do all such things

a as may be exercised or done by the Club in accordance with these Articles of Association or by the Companies Act 2006

b as may be required to be exercised or done by the Club in General Meeting

subject nevertheless to any regulation contained in these Articles of Association and subject to any provisions contained in the Companies Act 2006 and to such regulations not being inconsistent with these Articles of Association or the Companies Act 2006 as may be prescribed by the Club in General Meeting

No regulation made by the Club in General Meeting shall invalidate any prior act of the Committee that would have been valid if such regulation had not been made (AGM 2013)

36 The Chairman of the Committee will be either the Gentlemen's Captain or the Ladies' Captain and in addition to being Chairman of the Committee will be called Club Captain. If there is no agreement between the Gentlemen's Captain and the Ladies' Captain as to who should be Chairman of the Committee then at the first meeting of the Committee after the Annual General Meeting in March the Officers of the Club and the Ordinary Members of the Committee shall, by secret ballot, decide which Captain should be Chairman of the Committee for the ensuing year. In the event of a tie, the President shall nominate the Chairman of the Committee (AGM 2013)

37 The Committee shall meet monthly and for all purposes five shall form a quorum. The Chairman of the Committee may at any time at his discretion and shall on request in writing of five Members of the Committee call a special meeting of the Committee. The Chairman of the Committee shall have a casting vote in all cases in addition to his vote as a member of the Committee (AGM 2013)

38 The Committee shall not at any time expend or incur a liability for any sum exceeding £50,000 (fifty thousand pounds) excluding current working expenses without the sanction first obtained of the majority of Members voting in person or by proxy at an Annual General Meeting or at an Extraordinary General Meeting called for the purpose of considering the question (EGM 2005, AGM 2013)

39 Before altering the general character of the Course in a substantial and irreparable manner, a description of the proposed alterations shall be posted in a conspicuous place in the Clubhouse for a period of not less than twenty one days to give Members an opportunity, should they consider it desirable, of calling a Meeting to consider the matter. If such a meeting is called the Committee shall take no action until such Meeting has been held

40 The Officers of the Club and the Ordinary Members of the Committee shall be indemnified by the Club against all costs, losses, expenses and liabilities properly incurred by them in the course of conducting the Club's business

#### THE SECRETARY

41 No Member of the Committee shall receive any remuneration for his services. The Committee shall appoint a Secretary upon such terms as they deem advisable (AGM 2013)

42 The Secretary shall cause correct Minutes to be kept in the Minute Book of all meetings of the Club and of the Committee and shall produce such book at all meetings. He shall summon the meetings of the Club and of the Committee but shall have no vote at any meetings, Honorary Membership notwithstanding, and he shall give all Notices required by these Articles of Association (EGM 1993)

#### THE HONORARY TREASURER

43 The Honorary Treasurer shall cause to be kept correct accounts of monies received and paid by the Club and shall present to the Committee as soon as may be after the 31<sup>st</sup> day of December in every year an account of income and expenditure for the year then ended and a Balance Sheet duly audited (AGM 2013)

## THE AUDITORS

- 44 The Auditors shall be appointed at the Annual General Meeting The Committee shall have the power to fill any vacancy that may occur during the year

## MEETINGS OF MEMBERS

- 45 A General Meeting shall be held annually on a Saturday during the month of March Every such Meeting shall be called an "Annual General Meeting" and every other General Meeting an "Extraordinary General Meeting" Extraordinary General Meetings shall also be held on a Saturday (AGM 2013)
- 46 The business of an Annual General Meeting shall be to receive, consider and enact as required
- a the Report of the Committee
  - b the Balance Sheet and Accounts for the year ended on the 31<sup>st</sup> day of December last preceding and the report of the Auditors thereon
  - c election of the Officers of the Club and the Ordinary Members of the Committee in place of those retiring
  - d appointment of the Auditor for the ensuing year and authorizing the Committee to determine their remuneration
  - e transaction of any other business which under these Articles of Association should be transacted at an Annual General Meeting

All business transacted at an Extraordinary General Meeting shall be deemed special business

Twenty-one days notice in writing specifying the place, day and hour of the Meeting and, in the case of special business the general nature of such business, shall be sent by post to every Member The accidental omission to give notice of a Meeting to, or the non-receipt of a notice by a Member, shall not invalidate the proceedings at any Meeting (AGM 2013)

- 47 The Committee may, whenever they think fit, and shall on a requisition signed by not less than 10 Members having at the date of the deposit of such requisition a right to vote at General Meetings, convene an Extraordinary General Meeting Such requisition must state the objects of the Meeting and must be signed by the requisitionists and deposited at the Office and may consist of several documents in like form each signed by one or more of the requisitionists If the Committee shall not within twenty-one days of the date of such deposit proceed to convene an Extraordinary General Meeting the requisitionists or any of them representing more than one half of the total voting rights of all of them may themselves convene a Meeting, but any Meeting convened shall be held not later than three months from the date of such deposit

## PROCEEDINGS AT MEETINGS OF MEMBERS

- 48 The President and failing him an Officer of the Club and failing him an Ordinary Member of the Committee and failing him a Member elected by the Meeting, shall preside as Chairman at every Meeting (AGM 2013)
- 49 No business shall be transacted at any Meeting unless a quorum of twenty Members entitled to vote at such Meeting is present at the commencement of such Meeting (AGM 2013)
- 50 If within one hour after the time appointed for the Meeting a quorum of Members is not present the Meeting, if convened on a requisition of Members, shall be dissolved In the case of a meeting convened by the Committee it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned Meeting a quorum of Members is not present it shall be adjourned sine die (AGM 2013)
- 51 The Chairman may, with the consent of the Meeting at which a quorum is present, 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
- 52 At any Meeting, unless a poll is demanded under Article 56, a declaration by the Chairman 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 in the Minute Book shall, unless objected to at the time, be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the Resolution (AGM 2013)

- 53 If a poll is demanded the same shall be taken in such manner and at such time and place and either at once or after an interval or adjournment as the Chairman shall direct The result of such poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded (AGM 2013)
- 54 Any motion or amendment introduced by the Committee shall be deemed to be duly proposed and seconded

#### VOTE OF MEMBERS

- 55 Every question submitted to a Meeting shall be decided in the first instance by a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded Each member entitled under these Articles of Association to vote shall, whether on a show of hands or a poll, have one vote and no more except that the Chairman shall, subject to Article 31 (e) hereof, have a casting vote in addition to his vote as a Member (AGM 2013)
- 56 A poll may be demanded by at least three Members having the right to vote at the meeting (AGM 2013)
- 57 On a poll votes may be given either in person or by proxy appointed in writing under the hand of the appointer
- 58 No person shall act as a proxy who is not himself a Member entitled to vote The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Committee shall be deposited at the Office of the Club not less than 48 hours before the time of the meeting at which the person named in the instrument proposes to vote An instrument of proxy that is not so deposited or delivered shall be invalid (AGM 2013)
- 59 Any instrument appointing a proxy shall be in the following form or as near thereto as the circumstances admit

#### **The Ganton Golf Club Limited.**

I \_\_\_\_\_ of \_\_\_\_\_  
in the County of \_\_\_\_\_  
, being a Member of The Ganton Golf Club Limited, hereby  
appoint \_\_\_\_\_ of \_\_\_\_\_ or failing  
him/her \_\_\_\_\_ of \_\_\_\_\_, to be my proxy, to vote for me on  
my behalf at the Ordinary or Extraordinary (as the case may be) General Meeting of the Club, to be held  
on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, and at any adjournment thereof

Signed by \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_,

This form is to be used \_\_\_\_\_  
\* in favour of \_\_\_\_\_ the resolution  
\* against \_\_\_\_\_

Unless otherwise instructed, the proxy will vote as he / she thinks fit

\* Strike out as applicable

Note Proxies must be lodged at the Club's Registered Office not less than 48 hours before the time of the Meeting (AGM 2007)

## NOTICES

- 60 All notices under these Articles of Association shall be deemed to be duly given if sent to Members at their respective addresses in the Register of Members (AGM 2013)

## EXECUTION OF DEEDS

- 61 Any document or instrument which is required to be executed by the Club as a Deed may be executed by the signatures of any two Directors (AGM 2013)

## COMMUNICATION WITH MEMBERS

- 62 All Notices required to be given to Members shall be given in hard copy form, in electronic form or by means of the Club's website or partly by one such means and partly by another. The permission of each Member will be required to deliver any Notice in electronic form or by means of the Club's website. Members who have not given such permission and Members who, having given permission later withdraw such permission, will receive all Notices in hard copy form. If the Notice is by means of the Club's website the Club shall notify Members of the presence of the Notice on the Club's website. Such notification shall state that it concerns a Notice of a Club Meeting and shall specify the place, date and time of the Meeting. The Notice will be available on the Club's website from the date of notification until the conclusion of the Meeting (AGM 2013)