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ARTICLES OF ASSOCIATION  
OF  
THE GANTON GOLF CLUB LIMITED  
PRELIMINARY

MONDAY



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04/04/2011  
COMPANIES HOUSE

- 1      These Articles supersede all previous Articles of Association of the above named Company without prejudice to anything done or omitted under such last mentioned Articles
- 2      In these Articles 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 Committee for the time being of the Club
  - e      "The Office" means the Registered Office for the time being of the Club
  - f      "Meeting" means Meeting of the Club
  - g      "Secretary" includes any person for the time being employed as such by the Club
  - h      "Bye-Laws" means Bye-Laws of the Club for the time being in force
  - i      Words importing only in the singular number include the plural number and vice versa
  - j      Words importing only in the masculine gender include the feminine gender
  - k      "In writing" means and includes words printed, lithographed, represented or reproduced in any mode in visible form

ESTABLISHMENT

- 3      The Club for the purpose of Registration is declared to consist of Eight Hundred Members  
The Committee may from time to time register alteration in the number of Members

PROPOSAL OF CANDIDATES

- 4      Except as otherwise provided in these Articles, every candidate for Membership shall not be less than Sixteen 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
- 5      Written application must be sent to the Secretary by the proposer of every candidate for Membership giving his name, address and occupation and the Secretary shall forthwith enter these details together with the names of the proposer and seconder, in a book to be kept at the Clubhouse and called "The Candidates Book" and shall post a copy of the entry in a conspicuous place in the Clubhouse The proposer and seconder must answer any reasonable questions put to them by the Committee in regard to the candidate (E G M 1993 A G M 1995)

ELECTION OF MEMBERS

- 6      The Committee shall have the exclusive right of electing Members, except as provided by Article 18 Such election shall be by ballot and two black balls shall exclude (A G M 1993)

- 7 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 seven days from the date upon which his name was posted in accordance with Article 5
- 8 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 (E G M Nov 1993)

#### SPECIAL MEMBERSHIP

- 9 TEMPORARY MEMBERS The Committee may elect as a Temporary Member at rates to be determined from time to time and otherwise subject to such terms and conditions as they shall think fit -
- a Any accredited Member of another Golf Club
  - b Any person introduced in writing by a Member
  - c Any child, under the age of sixteen years, or a Member of Temporary Member
  - d Any group approved by the Committee (A G M 1997)

Provided that the name and address, with the amount of entrance fee (if any) and the amount of rate of subscription paid by such Temporary Member shall be entered in a book to be kept at the Clubhouse and called the "Temporary Members Book", and provided that 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 fee or subscription paid thereunder

- 10 JUNIOR MEMBERS The Committee may elect Junior Members on payment of such entrance fee (if any) and such reduced annual subscription as they may think fit (A G M. 1970, A G M 1995)
- 11 NON-PLAYING MEMBERS The Committee may elect, 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, who shall be entitled to use the Clubhouse in the same manner as other Members, but shall not be entitled to use the links, of the Club for the playing of golf, but may use the practice ground and practice putting green (A G M 1995)
- 12 None of the special classes of Members described in Articles 9, 10 and 11 shall be entitled to hold any office 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 other than that under Article 63 An Honorary Member may, however, be elected President and as such shall be entitled to vote at any Meeting as a Member (E G M 20/11/1993)
- 13 Article deleted (E G M 20/11/2010)

#### ENTRANCE FEES, SUBSCRIPTIONS ETC

- 14 Entrance fee and annual subscriptions for all classes of members and locker rents 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, provided the Committee shall have no power to increase the subscriptions of members other than Country Members and Members as defined in Articles 9 to 11 inclusive by more than ten percent of the current rate, and an increase of more than this amount shall be made by ordinary resolution carried at a general meeting of members (AGM 1968 EGM 1993)
- 15 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 fourths only 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 two fourths only of the subscription for that year A Member elected after 30<sup>th</sup> day of September and not later than the 1<sup>st</sup> December in any year shall pay one fourth only of the subscription for that year " (A G M 20/03/2010)

- 16 A Member absent from the United Kingdom during the whole of any year shall pay only a nominal subscription for that year, to be fixed from time to time by the Committee (AGM 16/3/85)
- 17 The Committee may elect any member to be a life member 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)
- 18 The Committee may elect any person pre-eminent in golf or who renders special service to the game 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 (EGU 1993 AGM 1995)
- 19 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 annual, or other, subscription together with a form of acceptance of the provisions of the Memorandum and Articles of Association of the Club (if applicable) and upon payment of such fee (if any) and subscription and signature of such form of acceptance (if applicable) such elected candidate shall become a Member. Unless within two months of election the candidate shall have paid the monies demanded together with any subscription or locker rent (if any) since accrued and shall have accepted in writing the provisions of the Memorandum and Articles of Association (if applicable) the Committee may cancel his election
- 20 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 game nor vote at any Meeting so long as his annual subscription for that year or his locker rent (if any) shall remain unpaid
- 21 If any Member shall not pay any subscription or locker rent due from him within 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, and if he shall not pay the same within two months after such notice he shall cease, ipso facto, to be a Member and shall forfeit all right in and claim upon the Club and its property (AGM 1995)
- 22 Any Member wishing to resign his Membership shall deposit at the Office notice in writing in that behalf addressed to the Secretary, but unless such notice shall be so deposited before the 31<sup>st</sup> day of December in any year such Member may be liable to pay the subscription for the year next following (AGM 1995)
- 23 If any member shall be adjudged bankrupt or shall make any composition or arrangement with his creditors, or shall be convicted of any heinous offence, or being engaged in any profession shall on account of misconduct be prohibited by the governing body of such profession from continuing to practice under their regulations he shall, ipso facto, cease to be a Member and 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, the payment of any such composition or arrangement, or the removal of the prohibited aforesaid
- 24 The power to administer an admonishment 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 7 days to request that an Extraordinary General Meeting of the Club Membership is convened to confirm or reject that decision. A two-thirds majority of those members present and voting shall be required to confirm such expulsion

- 25 Subject to express conditions of these Articles, to the Memorandum of Association and to Bye-Laws, all Members shall be entitled at all times to use in common all the premises and property of the Club ordinarily at the disposal of Members and to be supplied, at such charges as the Committee shall from time to time determine, with such meals, refreshments and things, as are provided by the Club for the use of Members
- 26 Except in so far as these Articles otherwise provide every Member shall be entitled to all the rights and subject to all the duties of a Member, including the right to be elected a 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

#### THE PRESIDENT

- 27 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 fourth Annual General Meeting after the Extraordinary General Meeting at which he is elected

#### THE COMMITTEE, COMPOSITION, ELECTION AND POWERS

- 28 The Committee shall consist of the Officers of the Club, that is to say, the Captain, Vice- Captain, the Ladies Captain, the Ladies Vice-Captain, the Hon Treasurer, and six other Members, who are hereafter called Ordinary Members of the Committee (A G M 2011)
- 29 The Officers of the Club and the Ordinary Members of the Committee shall be the Directors of the Company
- 30 The Committee may delegate any of its powers to sub-Committees and is empowered to co-opt Members for special purposes at its discretion
- 31 The Committee may make from time to time Bye-Laws (not being inconsistent with these Articles) 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' room for their inspection at all times
- 32 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
- 33 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
- 34 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 shall be sent in writing to the Secretary at least 14 days before the Annual General Meeting

- 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 7 days preceding such Meeting
  - 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, and each Member present must, if he votes, vote for as many Candidates as there are vacancies. Voting papers not fulfilling these conditions will be void
  - e If two or more candidates obtain equal number of votes, another ballot shall be taken, if necessary, 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 case there shall not be a sufficient number of candidates nominated, the Committee shall fill the remaining vacancy or vacancies
- 35 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
- 36 Any Member of the Committee who shall be absent from the Monthly Meetings for four consecutive months shall, ipso facto, vacate his office unless the Committee shall consider such absence unavoidable
- 37 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
- 38 The general management of the Club shall be vested in the Committee who 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 the Companies Act 1948, required to be exercised or done by the Club in General Meeting, subject nevertheless to any regulation contained in these Articles, to the provisions of the said Act, and to such regulations (not being inconsistent with the said regulations and provisions) as may be prescribed by the Club in General Meeting, but no regulation made by the Club in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made
- 39 The Committee shall meet monthly for the despatch of business, and for all purposes four shall form a quorum. The Captain may at any time at his discretion and shall on request in writing of four Members of the Committee call a special meeting of the Committee. The Chairman shall have a casting vote in all cases in addition to his vote as a member of the Committee, subject only to ARTICLE 34 (e)
- 40 The Committee shall not at any time expend or incur a liability for any sum exceeding £40,000 (fourty thousand pounds) excluding current working expenses without the sanction first obtained of the majority of Members voting in person or if a poll is demanded, by proxy at the Annual General Meeting or at an Extraordinary General Meeting called for the purpose of considering the question (E G M April 2005)
- 41 Before altering the general character of the Club's Golf 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

- 42 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

- 43 No Member of the Committee shall receive any remuneration for his services as such, but the Committee may, if so authorised by the Club in General Meeting, appoint a paid Secretary upon such terms as they deem advisable. The Committee may also pay any sum to any Honorary Secretary for clerical or other assistance
- 44 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 (E G M Nov 1993)

#### THE HONORARY TREASURER

- 45 The Honorary Treasurer shall cause to be kept correct accounts of monies received and paid by the Club, and shall render 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

#### THE AUDITORS

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

#### MEETINGS OF MEMBERS

- 47 The Annual General Meeting shall be held on a Saturday during the month of March. Every such Meeting shall be called an "Ordinary General Meeting" and every other General Meeting an "Extraordinary General Meeting"
- 48 The business of an Ordinary General Meeting shall be to receive and consider the report of the Committee, 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, to elect the Officers of the Club, and ordinary Members of the Committee in place of those retiring, to appoint the Auditor and fix their remuneration, and to transact any other business which under these Articles ought to be transacted at any Ordinary General Meeting and 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
- 49 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

- 50 The President, and failing him the Captain, and failing him the Vice-Captain, and failing him some other member of the Committee, and failing him some Member elected by the Meeting, shall preside as Chairman at every Meeting
- 51 No business shall be transacted at any Meeting unless a quorum of seven Members entitled to vote at such Meeting be present at the commencement of such Meeting
- 52 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, but in any case 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.
- 53 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
- 54 At any Meeting, unless a poll is demanded by at least three Members present and entitled to vote at such Meeting, 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
- 55 If a poll is demanded in the manner aforesaid 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, and the result of such poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded
- 56 Any motion or amendment introduced by the Committee shall be deemed to be duly proposed and seconded

## VOTE OF MEMBERS

- 57 Every question submitted to a Meeting shall be decided in the first instance by a show of hands, and each member entitled under these Articles 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 34 (e) hereof, have a casting vote in addition to his vote as a Member
- 58 On a poll votes may be given either in person or by proxy appointed in writing under the hand of the appointer
- 59 No person shall act as a proxy who is not himself a Member entitled to vote The instrument appointing him shall be deposited at the Office not less than 48 hours before the time of the Meeting at which he proposes to vote

60 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\_\_\_\_,

\* in favour of  
This form is to be used \_\_\_\_\_ 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 (A G M 2007)

**MISCELLANEOUS**

- 61 The Servants of the Club are not to be reprimanded except by the Committee or the Secretary
- 62 Any suggestion which a Member may wish to make shall be entered in a book to be called "The Proposals Book" which shall be kept in the Members' Room, but all complaints must be submitted separately, in writing, to the Secretary for the consideration of the Committee (A G M 1995)
- 63 Any Member, whether Temporary, Junior or other breaking or injuring any property of the Club, shall be liable to make good the same (E G M 1993)
- 64 The Club accepts no responsibility for clothes, footwear, golf clubs, balls, or any other property of Members or Visitors left either in lockers, rooms or other parts of the Clubhouse or grounds
- 65 The Rules of the game or Golf for the Club shall be the same as those in use for the time being by the Royal and Ancient Golf Club of St Andrews so far as they are applicable to play in the Ganton Links
- 66 All disputes shall be decided by the Committee whose decision is final

**NOTICES**

- 67 All notices under these Articles shall be deemed to be duly given if posted to members to their respective addresses in the Register of Members



## SEAL

- 68 The Committee shall provide a Common Seal with the name of the Club inscribed thereon and may change the seal from time to time as they may think fit. Such Common Seal shall be kept at the office and shall not be affixed to any instrument except under and by virtue of a Resolution of the Committee and in the presence of two Members of the Committee who shall attest the execution of every deed or document to which the seal shall be so affixed.