

**THE COMPANIES ACT 2006
CHAPTER 2 of PART 13**

RESOLUTION

of

Moor Park Golf Club Limited (Company number 00327315)

Passed 26th October 2017

I David Cull hereby certify that the following resolutions (the "Resolutions") were passed at a meeting of the members of the above Company by way of Special Resolution

SPECIAL RESOLUTIONS

"THAT the draft Articles of Association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association"

DATED: 26 October 2017

SIGNED:



**David Cull
Chairman**



THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

-of-

MOOR PARK GOLF CLUB LIMITED

Adopted 26 OCTOBER 2017

A handwritten signature in black ink, consisting of stylized, cursive letters, likely representing the initials 'MP' or 'ML'.

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1. PRELIMINARY

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

Word/s	Mean/s
Act	the Companies Act 2006 (as altered, amended or superseded from time to time);
Articles	these Articles of Association as from time to time amended by Special Resolution;
Auditors	the auditors from time to time of the accounts of the Club;
Ballot Paper	a ballot paper prepared in accordance with Article 68;
Board	the board of directors for the time being of the Club;
Bye-Laws	the bye-laws of the Club as altered, amended, altered, revoked, suspended varied from time to time pursuant to Chapter 8 of these Articles;
Captain	the Captain of the Club as appointed In accordance with Article 77;
Chairman of the Board	a member of the Board chosen pursuant to Article 45 to fulfil this role;
Chief Executive	the Chief Executive of the Club;
Club	Moor Park Golf Club Limited (Company number 00327315);
Clubhouse	the building known as Moor Park Mansion being part of the Estate;
Conditional Member	a Member whose membership is conditional including without limitation the following classes of members:- (i) corporate Members (ii) on hold Members (iii) learner and practice golfers; (iv) associate overseas Members; (v) summer tennis Members; (vi) or any other person or organisation whose membership is defined from time to time as conditional in the Bye-Laws;
Director	a Voting Member who is duly elected as a member of the Board in accordance with Article 68;
Estate	all the land and buildings from time to time owned by the Club including without limitation the land held and more particularly described under title number HD321450 at HM Land Registry;
Financial Director	a member of the Board chosen pursuant to Article 45 to fulfil this role;

Financial Year	a financial year of the Club commencing on 1 st May and ending on the 30 th April in the following year or such other dates as may be determined by the Board from time to time;
General Committee	the committee described in Chapter 9 of these Articles;
General Meetings	the meetings of the Members convened to conduct Ordinary and Special Business of the Club as described in these Articles and shall not include informal meetings of the Members which may otherwise be convened from time to time;
Honorary Member	a Member whose membership is defined as honorary in the Bye-Laws;
In writing	written or produced by any substitute for writing, or partly one and partly another;
Junior Member	a Member under the age of 18;
Ladies Captain	the Member elected to act as the Ladies Captain in accordance with the rules for the time being of the ladies' section of the Club;
Member	any natural person who has been duly elected as a member of the Club and whose details are entered in the Club's register of members;
Model Articles	the model articles for private companies limited by shares contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles and reference to a numbered Model Article is a reference to that article of the Model Articles;
Month	a calendar month;
Ordinary Resolution	A resolution passed by (i) a simple majority of votes cast by all Voting Members present in person or by proxy and entitled to vote (ii) a written instrument signed by a simple majority of all Voting Members entitled to vote.
Permitted Percentage	a percentage equal to (a) 20 percent, plus (b) the percentage increase in the Retail Prices Index between the date of announcement of the relevant increase and the same date in the immediately preceding year;
President	the president of the Club as appointed in accordance with Article 77;
Registered Office	the registered office of the Club;
Relevant Loss	any loss or liability which has been or may be incurred by a Relevant Officer in connection with that Relevant Officer's duties or powers in relation to the Club;
Relevant Officer	any Director, former director or other officer of the Club including without limitation the Chief Executive and person who from time to

	time is a member of any committee of the Club but excluding any person engaged by the Club as auditor (whether or not he is also a Director or other officer) to the extent that he acts in his capacity as auditor;
Retail Prices Index	the General Index of Retail prices which is in Table 18.1 in the Monthly Digest of Statistics published in the United Kingdom by the Central Statistical Office and if such an index ceases to be published then such other reliable indicator of monetary inflation on an annual basis (as the auditors of the Club shall think fit);
Returning Officer	the President or other Member who is appointed to administer the process of the election of the Officers of the Club or any other vote of the Members in accordance with Article 80;
Special Resolution	A resolution passed by (i) not less than 75% of those Voting Members present in person or by proxy and entitled to vote (ii) a written instrument signed by not less than 75% of all Voting Members entitled to vote;
Temporary Member	a Member whose membership is temporary including without limitation a person or organisation permitted to use any of the facilities of the Club on a temporary basis (being for any period which does not expire at the end of a Financial Year) or any other person or organisation whose membership is defined as temporary in the Bye-Laws;
Tennis Chairman	any Member elected to act as in that capacity in accordance with the rules for the time being of the tennis section of the Club;
United Kingdom	Great Britain and Northern Ireland;
Vice Captain	the Vice Captain of the Club as appointed in accordance with Article 77;
Voting Member	for all purposes other than determining who may vote on an Ordinary Resolution which shall be determined in accordance with that Article means any natural person who has been duly elected as a member of the Club whose details are entered in the Club's register of members and who is entitled to vote on a Special Resolution at a General Meeting of the Club in accordance with Article 35;
Year	a calendar year.
2.	Words importing one gender shall save where expressly stated to the contrary be construed as importing the other gender and words importing the singular shall be construed as importing the plural and vice versa.
3.	Save as aforesaid, any words or expressions, defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.
4.	The headings used in these Articles shall not be taken as part thereof or in any manner

affect the interpretation or construction of these Articles.

5. (i) Nothing in these Articles or in the objects of the Club shall constitute a restriction on the objects of the Club to do (or omit to do) any act and in accordance with section 31 (1) of the Act the Club's objects are unrestricted.
(ii) The Model Articles shall apply to the Club, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Club.

2. MEMBERSHIP OF THE CLUB

6. The Club at no time shall consist of more than 2,200 Members.
7. The rights of a Member are personal and are not transferable and shall cease on his death, resignation or termination of membership (as the case may be) of that Member.
8. The rights and entitlements (excluding voting rights) of the various categories of membership of the Club shall be as determined by the Board from time to time pursuant to Article 57 (3) and as set out in the Bye-Laws as amended from time to time.
9. Notwithstanding any provision to the contrary in the Bye-Laws the Board shall have an absolute discretion in determining (i) whether to accept or reject any application for membership and (ii) subject only to the provisions of Article 11 whether to remove any person from membership and shall not in either case be bound to assign any reason for its decision.
10. Any Member may at any time, by notice in writing given to the Chief Executive at the Registered Office, resign his membership which subject to the provisions of Article 11 will cease at the end of the Financial Year in which such notice is given.
11. The Board may at any time (including without limitation at any time after a notice has been served pursuant to Article 10) by notice in writing (a "Termination Notice") require a Member whose conduct within or outside the Club is, in the opinion of the Board, injurious to the character or interests of the Club or likely to cause offence or detriment to the Members or a significant number of them, to resign from membership of the Club. The person so required to resign shall at the expiration of one week from the service of such notice cease to be a Member. The Board may not give a Termination Notice or, if given, the Termination Notice shall not be valid or have any effect, unless given following a unanimous resolution of the Board passed when not less than four members of the Board were present and voting at a meeting of the Board specially convened for the purposes of which not less than seven days' notice shall have been given to the Member in question and at which the Member in question and/or a representative (being another Member) appointed by the Member in question shall be entitled to attend and make representations. Any entrance fee and subscription paid or other payment (other than any sum secured by a Debenture and any sum due in respect of any pre payment on purchase account) made to the Club by the Member in question shall be forfeited in full on the Member in question ceasing to be a Member in accordance with this Article .
12. A person shall be deemed to have resigned as a Member with immediate effect if he:-
 - (1) has a bankruptcy order made against him;
 - (2) makes or proposes any other voluntary arrangement , composition, scheme or arrangement with (or an assignment for the benefit of) his creditors; or
 - (3) fails to pay his subscription or any other payment , entrance fee, pre payment on purchase account or charge due to the Club in accordance with the provisions of

- the Bye-Laws; or
- (4) Is convicted of any criminal offence (other than a driving offence for which no custodial sentence is imposed or an offence which the Board determines by resolution is in its opinion of such a nature that it does not warrant resignation). Any entrance fee and subscription paid or other payment (other than any sum secured by a Debenture and any sum due in respect of any pre payments on purchase account) made to the Club by the Member in question shall be forfeited in full on the Member in question ceasing to be a Member in accordance with this Article

3. GENERAL MEETINGS

13. An Annual General Meeting of the Members shall be held once in every Financial Year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) as may be determined by the Board. All General Meetings other than Annual General Meetings shall be called "Extraordinary General Meetings".
14. All Annual General Meetings and Extraordinary General Meetings shall be held at the Clubhouse or such other place within a radius of 10 miles of the Clubhouse as the Board may in its absolute discretion determine from time to time.
15. The Board may whenever it thinks fit, and shall within 28 days of receiving a written requisition of not less than 50 Voting Members at its Registered Office in accordance with the Act, proceed to convene an Extraordinary General Meeting.

4. NOTICE OF GENERAL MEETINGS

16. An Annual General Meeting and any Extraordinary General Meeting shall be called by at least 28 days' notice in writing, exclusive in either case of the day on which the notice is served or deemed to be served and of the day for which it is given.
17. Notwithstanding that a General Meeting shall have been called by shorter notice than as aforesaid, it shall be deemed to have been duly called if it is so agreed :-
- (1) in the case of an Annual General Meeting, by all the Voting Members entitled to attend the Annual General Meeting ; and
 - (2) in the case of an Extraordinary General Meeting, by a majority in number of the Voting Members together representing not less than 95 per cent of the Voting Members entitled to attend the Extraordinary General Meeting.
18. The accidental omission to give notice to, or the non-receipt of notice by, any Member entitled to receive notice shall not invalidate the proceedings at any General Meeting.
19. Every notice calling a General Meeting shall specify the place and the day and hour of the meeting and in the case of an Annual General Meeting shall also specify the meeting as such. If any Special Business, as hereinafter defined in Article 21, is to be transacted, the notice shall specify the general nature of such business and shall contain a statement to that effect. Any Special Business to be conducted at an Annual General Meeting shall be clearly identified as such and shall be listed to be conducted after the Ordinary Business has been concluded.
20. "Ordinary Business" shall mean and include only the following business to be transacted at an Annual General Meeting:-
- (1) reading, considering and adopting the balance sheet and income and expenditure account and reports of the Board and the Auditors, and other related documents;
 - (2) appointing or re-appointing Auditors and fixing the remuneration of the Auditors or

- determining the manner in which such remuneration is to be fixed;
- (3) appointing or re-appointing members of the Board, the General Committee and other officers to fill vacancies arising at the meeting on retirement whether by rotation or otherwise; and
- (4) any other business defined by the Act as being Ordinary Business.

Any resolution to be put before the Members in connection with any Ordinary Business shall be effective if passed by an Ordinary Resolution.

- 21. "Special Business" shall (in respect of business to be conducted at an Annual General Meeting) mean and include all business other than Ordinary Business as described above and any resolution in connection with any Special Business shall be effective if passed by a Special Resolution.
- 22. If, following the issue by the Club of a notice convening a General Meeting, any 50 Voting Members wish collectively to submit a Special Resolution for consideration at the forthcoming General Meeting they shall provide a copy of such Special Resolution to the Club at the Registered Office marked for the attention of the Chief Executive by not later than seven days after the date of the notice convening the relevant General Meeting following which the Chief Executive shall give notice of such Special Resolution to every Voting Member entitled to vote on the resolution not later than fourteen days before the date fixed for the relevant General Meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

- 23. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twenty-five Voting Members present in person and entitled to vote on the business of the General Meeting shall be a quorum for all purposes.
- 24. If within twenty minutes from the time appointed for the General Meeting a quorum is not present the General Meeting shall, if called upon the requisition of Voting Members, be dissolved and in any other case shall stand adjourned to the same day in the next following week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within twenty minutes from the time appointed for the meeting the Voting Members present shall be a quorum.
- 25. The Chairman of the Board, or if he is not present, the Financial Director shall preside as Chairman of that General Meeting, but, if there be no such person at any General Meeting present within twenty minutes after the time appointed for holding the meeting, the members of the Board present shall by a show of hands elect by simple majority one of their number to preside as chairman of that General Meeting. If at any meeting no member of the Board is present and willing to preside, the Voting Members present shall by a show of hands elect by simple majority one of their number to preside as chairman of that General Meeting.
- 26. The Chairman of any General Meeting may with the consent of the General Meeting at which a quorum is present (and shall if so directed by the General Meeting) adjourn the General Meeting from to such other time and place as is notified to the meeting, 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. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting except where the meeting has been adjourned for thirty days or more in which case notice of the adjourned meeting shall be given on the same basis as

was given in the case of the original meeting.

27. At any General Meeting any resolution put to the vote of such meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded by :-
- (1) the Chairman of the General Meeting;
 - (2) not less than five Voting Members entitled to vote on the resolution; or
 - (3) any Voting Member or Voting Members entitled to vote on the resolution and representing not less than one-tenth of those Voting Members entitled to vote on the resolution.
28. A demand for a poll may be withdrawn. Unless a poll is so demanded (and the demand is not withdrawn) a declaration by the Chairman of the General Meeting that a resolution has been:-
- (1) carried;
 - (2) carried unanimously;
 - (3) carried by a particular majority;
 - (4) lost; or
 - (5) not carried by a particular majority;
- or an entry to that effect in the Club's minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.
29. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it is pointed out at the same meeting, or at an adjournment thereof, and not in such event unless it shall in the opinion of the Chairman of the General Meeting (in his absolute discretion) be of sufficient magnitude to vitiate the resolution.
30. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman of the General Meeting may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman of the General Meeting may appoint a Returning Officer and scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. Any such adjourned meeting shall be held at the Clubhouse, or at such other place within a radius of 10 miles of the Clubhouse as the Board may determine.
31. A poll demanded on the election of a Chairman of the General Meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman of the General Meeting determines and notifies to the meeting, and any business other than that upon which the poll has been demanded may proceed pending the taking of the poll. No notice need to be given of a poll not taken immediately except where the Chairman does not notify the meeting of the time and place at which the poll is to occur in which case notice of the poll shall be given on the same basis as was given in the case of the original meeting.
32. Subject to the provisions of the Act a resolution in writing signed by all the Voting Members entitled to vote on the resolution shall be valid and effective as if the same had been passed at a General Meeting duly convened and held.

6. VOTES OF MEMBERS

33. No Member shall, unless the Board otherwise determines, be entitled to vote at any General Meeting unless all moneys presently due from and payable by him to the Club

have been paid.

34. On an Ordinary Resolution every Member (other than Junior Members) shall be a Voting Member and, shall have one vote.
35. On a Special Resolution every Member (other than the following categories of Member) shall be a Voting Member:-
 - (1) Junior Members;
 - (2) Honorary Members who were not entitled to vote on Special Resolutions immediately prior to becoming Honorary Members;
 - (3) Temporary Members;
 - (4) Conditional Members;
 - (5) Social Members who have become members at any time after the date of the 2017 Annual General Meeting Provided that for the avoidance of doubt any Member who was a Voting Member shall continue to be a Voting Member notwithstanding that they subsequently become a Social Member; and
 - (6) Such other categories of Members as may be created by the Board from time to time who the Board determines shall not be entitled to vote on Special Resolutions.
36. For the purposes of the above two Articles a Member's membership category shall be determined as that which is valid on the date on which the relevant General Meeting takes place.
37. No objection shall be raised to the voting qualification of any Member except at the General Meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the General Meeting whose decision shall be final and conclusive.
38. On a poll votes may be given either in person or by proxy. A proxy must be a Voting Member who is entitled to vote on the resolution for which the proxy instrument is given.
39. An instrument appointing a proxy shall be in such form as the Board may from time to time determine, and the approved format of the proxy form shall be appended to the Bye-Laws. The duly completed instrument must be signed by the appointor or his attorney and shall be deemed to confer authority to demand or join in demanding a poll. It need not be witnessed and shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the General Meeting to which it relates.
40. An instrument appointing a proxy must be left at the Clubhouse or such other place (if any) as is specified for that purpose in the notice convening the General Meeting :-
 - (1) not less than forty-eight hours before the time for holding the General Meeting or the adjourned meeting; or
 - (2) in the case of a poll, before the time appointed for the taking of the poll.In default the instrument shall not be treated as valid.
41. Any vote given by proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, PROVIDED THAT no intimation in writing of such death, insanity or revocation shall have been received by the Club at the Clubhouse before the commencement of the General Meeting or adjourned meeting or poll at which the vote is given.
42. Any matter or thing which may under these Articles be dealt with by Ordinary Resolution and is not required by law to be dealt with in General Meeting, may if the Board so

resolve, be determined by a postal ballot to be conducted in such manner as the Board may think fit and any resolution declared by the Board to have been carried by a majority of the members voting on such ballot shall have effect in all respects as if it were an Ordinary Resolution duly passed at a General Meeting.

7. THE BOARD AND ITS POWERS

43. The affairs of the Club shall be managed by the Board who may exercise all such powers as are not by Statute or by these Articles required to be exercised by the Members in General Meeting.
44. The Board shall consist of not more than six Directors who shall be Voting Members together with the Captain (if the person fulfilling that role from time to time has consented to act as a Director). No Director shall simultaneously be a member of the General Committee save that (i) a Director (other than the Chairman of the Board) may act as Chairman of the General Committee and (ii) the Captain may be both a Director and a member of the General Committee. In the event that the Captain does not wish to act as a Director, he shall be entitled nonetheless to attend meetings of the Board and to receive copies of Board papers as if he were a Director but shall not be entitled to vote on any resolutions proposed at any such meetings and shall not be counted for quorum purposes. Save where otherwise agreed by a Special Resolution and subject to the provisions of Article 72 Board Members shall be elected for a maximum period of three years or until the third Annual General Meeting after the date of their appointment if longer.
45. The Board shall elect by a show of hands one of its members as Chairman of the Board and another as Financial Director and it may determine the period for which either of them is to hold such office. The Board may also remove each of them from such office before the expiry of such period. If no one is elected as Chairman of the Board or as Financial Director or if at any meeting of the Board one of them is not present within 20 minutes after the time appointed for the holding of the meeting the members of the Board present may elect by a show of hands one of their number to be chairman of the meeting.
46. The Chairman and the Financial Director shall vacate their offices if they cease to be a director of the Club.
47. The Board shall have power at any time and from time to time to appoint any person to be a member of the Board or General Committee to fill a casual vacancy PROVIDED THAT the total number of members of the Board or General Committee shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any person so appointed shall vacate his office at the next Annual General Meeting and shall then (subject to the provisions of Article 75 hereof) be eligible for re-election, and any such vacancy shall be taken into account in determining the number of members of the Board or General Committee who are to retire by rotation at such meeting in accordance with Article 72 (2).
48. Without limiting Article 43 the Board shall be responsible for policy, finance and assets and, without prejudice to the generality of the foregoing, for the overall direction and control of the Club including; forward policy and plans, financial control (to include property and assets, capital expenditure, major maintenance programmes, approving annual budgets, monitoring revenue and expenditure and cash) membership numbers and setting the level of fees, annual subscriptions and any other dues, employment policy, legal matters and liaison with local interests and for all administrative powers as may be necessary for properly carrying on the affairs of the Club in accordance with these Articles.

49. The Board may exercise all the powers of the Club to borrow money, and to encumber, mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, bonds or obligations, whether outright or as security for any debt, liability or obligation of the Club for the purposes of the Club.
50. The Board shall have power to appoint, pay, control and dismiss the Chief Executive and such other staff as the Board deems appropriate.
51. The Board may from time to time delegate any of its powers to such committees and sub-committees consisting of such members of the Board as the Board shall determine. Any such committee or sub-committee shall be chaired by a Director nominated by the Board and shall conform to any regulations or conditions that may be imposed on it from time to time by the Board. Any such regulations or conditions may provide for, or authorise, the co-option to the such committees or sub-committees of Members of the Club not being members of the Board and for such co-opted members to have voting rights as members of the relevant committee or sub-committee PROVIDED THAT the number of co-opted members shall not exceed one-half of the total number of members of the relevant committee or sub-committee (exclusive of any ex-officio members).
52. Save as set out in Article 53 the Directors may exercise all the powers of the Club, PROVIDED THAT the Board may not without the express authority of a Special Resolution and subject to complying with any provisions of any debentures then outstanding, lease, licence, sell, encumber, charge or part with possession of or otherwise dispose of any part of the Estate.
53. Notwithstanding the generality of the foregoing, the Board shall subject to complying with any provisions of any debentures then outstanding have power without the requirement of a Special Resolution to grant any lease, easement, agreement, and licence over part, or parts, of the Estate and any other of the Club's property for a term not exceeding 3 years PROVIDED THAT such lease, easement, agreement or licence does not interfere with the Members' entitlement to use the sporting facilities of the Estate.
54. The Chief Executive, the Ladies Captain (or her nominee) and the Tennis Chairman (or his nominee) shall attend meetings of the Board, but shall not have any right to vote and shall not be counted for quorum purposes.
55. With the exception of powers delegated to the Nominations Committee the Board may revoke any delegation in whole or in part, or alter the terms and conditions of any delegation of its powers by notice in writing to the chairman of the relevant committee or sub- committee.
56. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Club which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and subject as provided in Article 43 a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Members.

8. CLUB BYE-LAWS

57. Without prejudice to the generality of these Articles the Board shall have power from time to time to alter, amend, revoke, suspend or vary Bye-Laws for the regulation of the Club. All such bye-laws for the time being in force shall be binding upon all Members until the same shall be altered, amended, revoked, suspended or varied by the Board or

by an Ordinary Resolution of the Members. No Member of the Club shall be absolved from such Bye-laws or any alterations or additions thereto, or having otherwise no notice of them by reason of his not having received a copy of the same. It is expressly declared that without prejudice to the powers of the Board to make Bye-laws on other matters the following shall be deemed to be matters which may be governed by Bye-Laws within the meaning of this Article :-

- (1) the persons eligible for membership and honorary membership of the Club;
- (2) the conditions on which persons shall be admitted to membership of the Club and the procedure and requirements for the election of Members or the re-election of former Members of the Club who have ceased to be Members (other than by reason of having been required to resign from membership of the Club pursuant to these Articles);
- (3) the categories of membership of the Club, and the rights and privileges (excluding voting rights) attached to such categories of membership and transfers from one category of membership to another;
- (4) the entrance fees (if any) payable in respect of membership (of any category of membership) of the Club;
- (5) the annual or other subscriptions, entrance fees, affiliation fees, pre payments on purchase account, green fees, court fees or any other payments to be payable from time to time by the Members PROVIDED THAT the Board shall not cause or permit such annual subscription required to be made (whether under the Bye-Laws or otherwise) by any Member to obtain or retain membership of the Club to exceed by more than the Permitted Percentage the total subscription payable by a Member of the same category of membership as that Member to obtain or retain membership of the Club in the immediately preceding Financial Year PROVIDED ALWAYS THAT for the avoidance of doubt entrance fees, affiliation fees, pre payments on purchase account, green fees, court fees may be increased by more than the Permitted Percentage ;
- (7) subject to Article 11 the manner in which membership of the Club may be terminated or shall determine;
- (8) the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on, Members, or any category of Members of the Club;
- (9) the nature and scope of committees of Members in connection with various sections of the Club's activities or categories of the membership of the Club and as to the appointment, removal, qualifications, disqualification, duties, functions, powers and privileges of members of such committees;
- (10) the terms and conditions upon which guests, children of Members of the Club, and visitors shall be permitted to enter upon or use the Estate or any part thereof;
- (11) the times of opening and closing the golf courses, practice facilities and grounds, tennis courts, the Club-house and any other part of the Estate;
- (12) the rules to be observed, and competitions, prizes or stakes to be played for by Members playing any games in the Clubhouse or upon any other part of the Estate;
- (13) the prohibition of particular games or activities in the Clubhouse or upon any other part of the Estate entirely or at any particular time or times;
- (14) the rules of conduct of Members in relation to one another and to the Club's employees;
- (15) the conditions on which intoxicating liquor is sold in the Clubhouse or upon any other part of the Estate;
- (16) the setting aside of the whole or any part or parts of the Clubhouse or Estate for any category or categories of Members, at any particular time or times, or for any particular purpose or purposes;
- (17) the imposition of fines or other penalties for the breach of any Bye-Law or these Articles ;
- (18) the procedure at General Meetings and meetings of the Board save as set out in these Articles;

- (19) the detailed schedule of the duties of the Returning Officer; and
- (20) generally all such matters as are commonly the subject matter of Club rules.

58. In the event of any conflict between any provisions of these Articles and any provision in the Bye-Laws the provisions of these Articles shall prevail.

9. GENERAL COMMITTEE

59. The General Committee shall consist of a chairman nominated by the Board from among their number (other than the Chairman of the Board), the Captain, Vice-Captain, Ladies Captain (or their nominee), Tennis Chairman (or their nominee) and not more than six Members who shall not be members of the Board and who shall be :-

- (1) duly elected in accordance with Article 68; and/or
- (2) appointed in accordance with Article 70.

60. The General Committee shall be responsible for sporting and house matters, administering membership (procedure, admissions and categories within the scope of the Bye-laws) and without prejudice to the generality of the foregoing for administering major events, matches, competitions, handicaps, social events and for the submission of annual budgets for the work of the General Committee and its sub-committees in accordance with the Bye-laws.

61. If, for any reason, no one is currently elected as chairman of the General Committee or if at any meeting of the General Committee such person is not present within 20 minutes after the time appointed for the holding of the meeting the members of the General Committee present may by a show of hands elect by simple majority one of their number to be Chairman of the meeting.

10. OTHER COMMITTEES

62. There shall be a Nominations Committee which shall comprise the President who shall act as chairman of the Nominations Committee , the Chairman of the Board, the Captain, the Ladies Captain, the Tennis Chairman and the five most recent past Captains who remain as Members of the Club as at the date of any relevant meeting of the Nominations Committee.

63. The Nominations Committee shall be responsible for:-

- (1) recommending to the Board candidates for President;
- (2) recommending to the Board candidates for Captain and Vice-Captain;
- (3) nominating Members with appropriate skills for the Board and General Committee (for election by the Members in accordance with Article 68 (1) hereof);
- (4) recommending to the Board candidates for honorary membership;
- (5) recommending whether any retiring member of the Board or the General Committee may stand for re-election;
- (6) liaising with the ladies section regarding the appointment of the Ladies Captain and advising the Board of the identity of the person nominated as Lady Captain; and
- (7) liaising with the tennis section regarding the appointment of the Tennis Chairman and advising the Board of the identity of the person nominated as Tennis Chairman.

64. Subject to the discretion of the Board to appoint other committees and sub committees there shall also be:

- (1) A Greens Committee;
- (2) A Property Committee;

- (3) A Health and Safety Committee; and
- (4) A Remuneration Committee

In the event that there is any dispute as to whether a matter falls within the remit of any specific committee the matter shall be referred to and determined by the Board whose decision shall be final.

65. Each of the Greens Committee, the Property Committee and the Health and Safety Committee shall consist of a chairman nominated by the Board from its number and such other Voting Members and employees of the Club as the chairman of each such committee shall determine from time to time subject in each case to the Board's approval of the composition of each such committee.

66. The Remuneration Committee shall consist of the Chairman of the Board, the Financial Director and the Chairman of the General Committee.

67. The Board may delegate such powers and objectives as it may from time to time determine to each such committee but the fundamental powers and objectives of the committees detailed in Article 64 shall be as follows unless and until varied by the Board:-

- (i) The Greens Committee shall be responsible for all aspects of the courses and practice facilities including without limiting the foregoing :-
 - (a) course and practice facility maintenance;
 - (b) course and practice facility standards;
 - (c) course and practice facility improvements;
 - (d) recommending material changes in relation to any of the foregoing;
 - (e) submission to the Board for approval of annual budgets for the work of the Greens committee.
- (ii) The Property Committee shall be responsible for:
 - (a) all aspects (excluding matters relating to health and safety) of maintenance, standards and improvements at or to the Clubhouse, the roads car parks and access ways, the buildings, gardens, tennis facilities and other structures situated on the Estate; and
 - (b) recommending material changes in relation to any of the foregoing and submission to the Board for approval of annual budgets for the work of the Property Committee.
- (iii) The Health and Safety Committee shall be responsible for all aspects of health and safety relating to the Estate including without limitation:-
 - (a) the Clubhouse;
 - (b) the practice facilities;
 - (c) the tennis courts;
 - (d) the Estate roads;
 - (e) the car parking arrangements;
 - (f) all courses and practice grounds;
 - (g) access ways, buildings and other structures situated on the Estate;
 - (h) recommending material changes in relation to any of the foregoing; and
 - (i) submission to the Board for approval of annual budgets for the work of the Health and Safety Committee.
- (iv) The Remuneration Committee shall be responsible for:-

- (a) setting and reviewing the remuneration of the Chief Executive, setting annual objectives and appraising performance annually; and
- (b) in conjunction with the Chief Executive reviewing the performance and remuneration of those employees of the Club who report directly to the Chief Executive.

11. APPOINTMENT AND REMOVAL OF ELECTED OFFICERS OF THE CLUB

68. The election of Members to the Board and the General Committee shall take place in the following manner:-

- (1) the Chief Executive shall publish a list of the Nominations Committee's nominations, made in accordance with Article 63 (3) above, on the Club Notice Board at least sixty-three days prior to the date of the proposed Annual General Meeting which date shall be set out in the notice, or
- (2) any five Voting Members of the Club shall be at liberty to nominate any other Voting Member to serve as a member of the Board or of the General Committee PROVIDED THAT the name of each Voting Member so nominated together with the names of his proposers shall be sent in writing to the Chief Executive at least forty-two days prior to the date of the proposed Annual General Meeting;
- (3) PROVIDED THAT save in respect of any person nominated, elected or appointed to the General Committee and holding office on the date of adoption of these Articles (each of whom may continue to hold office and be eligible for re-election notwithstanding they may not meet the following condition) no person may be nominated, elected or appointed (including any ex-officio appointment) to be a member of the Board or of the General Committee unless, at the date of such nomination, election or appointment, such person shall have been a Voting Member for no less than (i) in the case of the Board the entirety of five Financial Years immediately prior to the date of such appointment (ii) in the case of the General Committee the entirety of two Financial Years immediately prior to the date of such appointment.
- (4) A list of the names of all the candidates for election to membership of the Board and the General Committee (in accordance with clauses (1) and (2) above), in alphabetical order together with the names of their respective proposers where appropriate, shall be posted on the Clubhouse notice board for at least thirty five days immediately preceding the date of the proposed Annual General Meeting.
- (5) If there are more candidates than there are vacancies in either or both category(ies) then a ballot shall be held and, in this case, a Ballot Paper shall be prepared containing the names of the candidates, in alphabetical order, which will be sent with the notice calling the Annual General Meeting to each Voting Member not less than twenty-eight days prior to the Annual General Meeting. Members shall then be at liberty to vote for such number of candidates as equals the number of vacancies or any lesser number. The Ballot Paper shall be returned to the person stipulated in the Ballot Paper at the Clubhouse so as to arrive not later than seven clear days prior to the Annual General Meeting. Any votes arriving after this date will not be valid.
- (6) If two or more candidates obtain an equal number of votes in any ballot held in accordance with the procedure set out in the preceding sub clause the decision as between them shall be determined by a vote at the Annual General Meeting in respect of such candidates. If two or more candidates again obtain an equal number of votes the Chairman of the Board shall select by lot the candidate or candidates who is or are to be elected to the Board or the General Committee.
- (7) In case there shall not be a sufficient number of candidates nominated the Board may fill any casual vacancy or vacancies for the Board and the General Committee in accordance with Article 47.

69. A motion for the appointment of two or more persons as members of the Board or the General Committee by a single resolution shall not be made at any General Meeting unless an Ordinary Resolution that it shall be so made has first been unanimously agreed to by the General Meeting and any resolution moved in contravention of this provision shall be void.
70. The Voting Members may by Ordinary Resolution at a duly convened General Meeting, of which not less than 28 days' notice in writing has been given to the Club at its Registered Office, remove any Director and/or member of the General Committee before the expiration of his period of office, and may by a like resolution, appoint another person in his place. The Voting Members may also by Ordinary Resolution appoint any person to be a member of the Board and/or the General Committee to fill a casual vacancy.

12. RETIREMENT OF ELECTED OFFICERS OF THE CLUB

71. The office of a member of the Board or the General Committee or any other committee or sub - committee (including without limitation the office of an ex-officio or co-opted member) shall be terminated immediately upon the occurrence of any of the following events, namely :-
- (1) if he gives written notice of his resignation of any office held to the Chairman or the Chief Executive (in which case all offices held by the relevant person will be terminated);
 - (2) if he has a bankruptcy order made against him or makes or proposes any other voluntary arrangement, composition, scheme or arrangement with (or an assignment for the benefit of) his creditors;
 - (3) if a registered medical practitioner who is treating him gives a written opinion to the Club stating that he has become physically or mentally incapable of acting as a member of the Board or the General Committee (as the case may be) and may remain so for more than three months or the relevant person refuses to allow such registered medical practitioner to provide an opinion to the Club;
 - (4) if he ceases to be a Member;
 - (5) if he is requested to resign by a notice in writing signed by all, or the other, members of the Board;
 - (6) in the case of the Captain, Ladies Captain or the Tennis Chairman upon any such person ceasing to hold the office entitling such person to ex-officio membership of the Board or the General Committee as the case may be and as may be appropriate;
 - (7) if he does not attend any meetings of the Board or relevant committee for a period of more than 12 months; or
 - (8) if he breaches the written terms of his appointment.
72. There shall be not less than two vacancies on each of the Board and the General Committee at each Annual General Meeting and the vacancies shall be determined as follows :-
- (1) all Officers who have completed their maximum period of office shall retire (albeit that they may be eligible for re-election under Article 75);
 - (2) all members appointed to fill casual vacancies on the Board and General Committee must vacate their post at the next Annual General Meeting following their appointment (albeit that they may be eligible for election under Article 75);
 - (3) if the above does not result in at least two vacancies in each of the Board and the General Committee then those officers remaining in post shall make up the difference by obtaining the necessary retirements by seniority, agreement or lot as determined by the Board.
73. All retiring members of the Board and the General Committee shall remain in office until

the close, or adjournment, of the Annual General Meeting.

74. A Director or member of the General Committee who resigns pursuant to Article 71 (5) shall not be eligible to stand for re-election thereto before the expiration of at least twelve months following his resignation therefrom.
75. A retiring member of the Board or the General Committee may stand for re-election to the Board or General Committee at any relevant Annual General Meeting PROVIDED THAT :-
- (1) the Nominations Committee has first approved his re-election; or
 - (2) he has been nominated by the Voting Members in accordance with Article 68 (2); and in either case
 - (3) in the case of the Board he has not already served three consecutive periods of office on the Board, or in the case of the General Committee he has not already served two consecutive periods of office on the General Committee, in both cases immediately prior to the relevant Annual General Meeting.
76. At an Annual General Meeting at which a casual vacancy of the Board or of the General Committee retires the Voting Members may, in addition to the provisions of Article 47 above, fill such casual vacancy by electing an eligible person thereto in accordance with Article 70.

13. PRESIDENT, CAPTAIN, VICE-CAPTAIN, TENNIS CHAIRMAN and RETURNING OFFICER

77. The Board shall consider the recommendations of the Nominations Committee from time to time and appoint Voting Members to hold office as President, Captain and Vice-Captain. The Board shall not be bound to accept the recommendations of the Nominations Committee and the Board's decisions shall be final and binding.
78. The President shall not be a member of the Board. He may hold office for not more than three years or until the third Annual General Meeting after the date of his appointment if longer. He shall act as Chairman of the Nominations Committee. Notwithstanding the foregoing the office shall not confer on the President any rights, powers or privileges nor impose on him any other duties.
79. (1) The Captain and Vice-Captain of the Club shall each hold office until the next Annual General Meeting following their appointment.
- (2) The Tennis Chairman will serve for a period of three years from the date of his election and may then be re-elected by the members of the tennis section on one occasion only for a further period of three years. No Member may stand for election as Tennis Chairman unless he is a Voting Member at the time of his election and he has been a Voting Member for no less than the entirety of five financial years immediately prior to the date of his election.
80. The Board may, from time to time, appoint a Voting Member to act as the Returning Officer who shall be responsible for everything necessary to ensure the fair and proper conduct of (i) the election of members of the Board and General Committee or (ii) any other vote of the Members. A detailed schedule of the duties of the Returning Officer shall be set down in the Bye-Laws which may be amended from time to time.

14. PROCEEDINGS OF THE BOARD AND GENERAL COMMITTEE

81. (1) All meetings of the Board shall be held at the Clubhouse or such other place as the Board may determine within 10 miles of the Clubhouse. Save as aforesaid the Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes, and in the case of an equality of votes the chairman of the relevant Board meeting shall have a second or casting vote.
- (2) Any member of the Board may, and the Chief Executive shall, on the requisition of a member of the Board, at any time summon a meeting of the Board.
- (3) It shall not be necessary to give notice of a meeting of the Board to any member thereof who is at the time the notice is issued absent from the United Kingdom.
82. Save in the case of a meeting of the Board held for the purposes of considering any resolution to require the resignation of a Member pursuant to Article 11 the quorum necessary for the transaction of the business of the Board shall be three.
83. (1) The Chairman of any meeting of the Board shall be the Chairman of the Board, failing him the Financial Director or if neither of them be present at the expiration of twenty minutes after the start of the said meeting, such other member of the Board as the members of the Board present shall determine by a show of hands by simple majority.
- (2) The Chairman of any meeting of the General Committee shall be the Chairman of the General Committee or if he is not present at the expiration of twenty minutes after the start of the said meeting, such other member of the General Committee as the members of the General Committee present shall determine by a show of hands by simple majority.
84. The Board or the General Committee may act notwithstanding any vacancies, but, if and so long as the number of members of the Board is reduced below any minimum number fixed by or in accordance with these Articles, the continuing members or member of the Board may act for the purpose of filling up such vacancies in the case of the Board or of summoning General Meetings of the Club, but for no other purpose. If there be no members or member of the Board able or willing to act, then any six Voting Members may by notice in writing to the Registered Office require the Chief Executive summon a General Meeting for the purpose of appointing members of the Board.
85. A resolution in writing signed by all the members of the Board or General Committee (as appropriate) who at the time the resolution is signed being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Board or the General Committee duly convened and held, and may consist of separate copies of the resolution each signed by one or more of the members of the Board or General Committee (as appropriate).
86. The provisions of this Chapter shall apply *mutatis mutandis* to meetings and proceedings of any committee or sub-committee of the Club to the extent that they are not superseded by any regulations or Bye-laws made by the Board from time to time in respect of such committee or sub-committee of the Club.
87. All acts done by any meeting of the Board, General Committee or any committee or sub-committee, or by any person acting as a member of the Board, General Committee or any committee or sub-committee shall as regards all persons dealing in good faith with the Club, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Board, General Committee or any committee or sub-committee and had been entitled to vote, notwithstanding that there was some defect in the appointment or continuance in office of any member of the Board,

committee or committee or sub-committee or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote.

15. EXECUTION OF DOCUMENTS

88. All documents to be executed by the Club may be executed by any two Directors of the Club without the need for a seal.

16. ACCOUNTS

89. The Board shall cause to be kept in the offices of the Clubhouse or at such other place within the United Kingdom as the Board from time to time determines, proper books of account with respect to :-
- (1) all sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place;
 - (2) all sales and purchases of goods by the Club; and
 - (3) the assets and liabilities of the Club.
90. A copy of every balance sheet and income and expenditure account which is to be laid before the Club in Annual General Meeting (including every document required by law to be attached or annexed thereto) shall not less than twenty-eight days before the date of the Annual General Meeting be sent by which ever means the Club deems appropriate to every Member of, or holder of a debenture over, the Club and to the Auditors PROVIDED THAT this Article shall not require a copy of these documents to be sent to
- (i) more than one of the joint holders; or
 - (ii) any person who is not entitled to receive notices of meetings; or
 - (iii) any person whose contact details have not been provided to the Club.
91. A printed copy of the balance sheet and income and expenditure account shall be made available on demand to any member of the Club who presents himself at the Clubhouse.

17. AUDIT

92. The Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

18. NOTICE

93. The Club may send, deliver or serve any notice, document or other information to, or on, a Member:-
- (1) personally;
 - (2) by sending it through the postal system addressed to the Member at his registered address or by leaving it at that address addressed to the Member;
 - (3) by delivering it directly to, or leaving it at, the Member's registered address;
 - (4) by sending or supplying it by e mail or other electronic form to an electronic address given to the Club by the Member for that purpose;
 - (5) by making it available on a website of which the Members have been given notice in accordance with the remaining provisions of this Article or on renewal of their membership ; or
 - (6) by any other means authorised in writing by any Member and agreed by the Board in writing.
94. Any notice, document, or other information, served to a Member at his registered or any other address provided by the member for service in the United Kingdom shall be deemed to have been served, delivered or received :-

- (1) if sent by first class post; on the day after the day when it was put in the post or where sent by second class post on the second day after the day it was put in the post;
- (2) if delivered directly to; or left at the address for service, on the day it was so delivered or left;
- (3) if served, sent or supplied on accordance with Article 93(4) ; on the day on which the e mail or other electronic communication was sent by or on behalf of the Club notwithstanding that the Club subsequently sent a hard copy of such notice, document or other information by post;
- (4) if made available on a website; on the day on which the notice, document or other information was first made available on the website or, if later, when a notice of availability is received, or deemed to have been received, pursuant to this article. Proof that the notice, document or other information was made available on the relevant website shall be conclusive evidence that the notice was properly served; or
- (5) if served, sent or supplied by any other means authorised in writing by the Member concerned; when the Club has carried out the action it has been authorised to take for that purpose.

95. Any Member described in the register of Members by an address not within the United Kingdom who has not supplied to the Club an address within the United Kingdom for the giving of notices to him shall not be entitled to receive any notice from the Club save that where a valid e mail address has been given to the Club by the Member for that purpose any such person will be sent any notice from the Club which is sent pursuant to Article 93(4).

19. INDEMNITY and INSURANCE

96. Subject to Article 97 below but without prejudice to any indemnity to which any Relevant Officer is otherwise entitled :-
- (1) each Relevant Officer shall be indemnified out of the Club's assets against any Relevant Loss including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a Relevant Officer, relief from liability from negligence, default, breach of duty or breach of trust in relation to the Club's affairs; and
 - (2) the Club may provide any Relevant Officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in clause (1) above and otherwise may take any action to enable any such Relevant Officer to avoid incurring such expense.

This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

97. The Board may decide to purchase and maintain insurance, at the expense of the Club, for the benefits of any Relevant Officer in respect of any Relevant Loss.

20. APPLICATION OF PROFITS OR SURPLUS

98. Any profits or other surplus generated by the Club shall be applied solely for the benefit of the Club and no portion thereof shall be paid by way of dividend or bonus to Members save that nothing herein shall preclude the payment of salary or other form of payment to any Member who is employed by the Club.

21. WINDING UP

99. If upon the winding-up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities including without limitation repayment of all debentures, any property whatsoever, the same shall not be paid or distributed among the Members, but shall be given or transferred to some charitable body or such other non-profit making body or bodies having objects similar to the objects of the Club, such body or bodies to be determined by the Voting Members at or before the time of dissolution by the passing of a Special Resolution . In default of an appropriate Special Resolution being passed the non-profit making or charitable body or bodies may be determined by the Secretary for the time being of England Golf upon a written request of the Board.

22. LIABILITY OF MEMBERS

100. The liability of the Members is limited.
101. Every Member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a Member or within one year afterwards for payment of debts and liabilities of the Club contracted before he ceases to be a Member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding £5 (five pounds).