
THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

ARTICLES OF ASSOCIATION

(As adopted by Special Resolution on 29 January 2022)

of

WALTON HEATH GOLF CLUB LIMITED

Company number 01021637

Table of Contents

| | | |
|----|--|----|
| 1 | Interpretation | 2 |
| 2 | Liability of Members | 3 |
| 3 | Objects | 3 |
| 4 | Application of income and property | 4 |
| 5 | Membership | 4 |
| 6 | Categories of Membership | 4 |
| 7 | Rights and obligations of Members | 4 |
| 8 | Disciplinary Measures | 4 |
| 9 | Meetings | 5 |
| 10 | Proceedings at General Meetings | 6 |
| 11 | Votes of Members | 7 |
| 12 | President | 9 |
| 13 | Board and Committees | 9 |
| 14 | Past Captains Committees | 11 |
| 15 | Wines Committee | 11 |
| 16 | Captains and Vice-Captains | 11 |
| 17 | Appointment and Removal of Directors and Committee Members | 11 |
| 18 | Proceedings of the Board | 14 |
| 19 | Proceedings of the Green Committee and the General Committee | 16 |
| 20 | Chief Executive Officer | 16 |
| 21 | Auditors | 16 |
| 22 | Notices | 16 |
| 23 | Alterations to the Bye-Laws | 17 |
| 24 | Material Alteration of the Green | 18 |
| 25 | Dissolution | 18 |
| 26 | Indemnity and Insurance | 18 |
| 27 | Rules of Golf | 19 |

1 Interpretation

1.1 In these Articles of Association:

- 1.1.1 “the Act” means the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force;
- 1.1.2 “the Articles” means these Articles of Association or as from time to time altered by Special Resolution;
- 1.1.3 “the Board” means the board of directors of the Club;
- 1.1.4 “the Bye-Laws” means the Bye-Laws/Rules of the Club as formulated by the Board in accordance with Article 23.1 for the time being in force;
- 1.1.5 “clear days” in relation to the period of a notice means the period excluding the day when the notice was given or deemed to be given and the day for which it is given or on which it is to take effect;
- 1.1.6 “Chairman” means the person appointed to the post of that name in accordance with Article 18.12;
- 1.1.7 “Chairman of the meeting” means, as the context requires, either the person appointed to chair a general meeting in accordance with Article 10.6 or the person appointed to chair a Board meeting in accordance with Article 18.12;
- 1.1.8 “the Chief Executive Officer” means howsoever described, the person appointed by the Board to perform the functions set out in Article 20;
- 1.1.9 “the Club” means Walton Heath Golf Club Limited;
- 1.1.10 “the Clubhouse” means the Clubhouse building of the Club;
- 1.1.11 “the Clubhouse Area” means the land and premises edged brown on the Plan;
- 1.1.12 “Director” means a director of the Club, and includes any person occupying the position of director, by whatever name called;
- 1.1.13 “electronic communication” has the meaning given to it in the Electronic Communications Act 2000;
- 1.1.14 “Eligible Director” means a director who would have been entitled to vote on a matter if it had been proposed as a resolution at a Board meeting;
- 1.1.15 “the Green” means the golf courses and surrounding land edged red on the Plan;
- 1.1.16 “Junior” means a player from the Junior Section;
- 1.1.17 “Junior Section” means the section which consists of such number of players under the age of 18 as the Board shall from time to time decide;
- 1.1.18 “Ladies Academy” and “Academy” means the academy for ladies established and organised to carry out the aim as set out in Bye-law 28.1 whose members shall not be Members of the Club.

- 1.1.19 “Member” means a member of the Club within Article 6 except where the context otherwise requires;
 - 1.1.20 “Ordinary Resolution” has the meaning given to it by section 282 of the Act;
 - 1.1.21 “Plan” means the plan dated 26th January 2013 and lodged with the Chief Executive Officer of the Club and initialled by the Chairman for the purposes of identification, a copy of which is attached to these Articles;
 - 1.1.22 “Rules of Golf” means the rules for the sport of golf and governing amateur status as from time to time laid down by R & A Rules Limited (Company No. SC247046) or its successor body or bodies;
 - 1.1.23 “Special Resolution” has the meaning given to it by section 283 of the Act;
 - 1.1.24 “Subscription Date” means 1st April in each year or such other date as the Board may from time to time determine;
 - 1.1.25 “Subscription Period” means the period from a Subscription Date to the next following Subscription Date;
 - 1.1.26 “Voting Member” means a Full Member of the Club (as defined in Bye-law 3.1) entitled to attend and vote at general meetings of the Club;
 - 1.1.27 “**World Handicap System**” shall have the meaning given to it by Article 27.2.
- 1.2 In these Articles, if not inconsistent with the subject or context, words importing the singular number only shall include the plural number and vice versa and words importing the masculine gender shall be construed so as to include the feminine gender where necessary or appropriate.
- 1.3 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act.
- 1.4 The headings are for convenience only and do not affect the construction of these Articles.

2 Liability of Members

The liability of the Members is limited. Every Member of the Club 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 after he ceases to be a Member, for payment of the debts and liabilities of the Club contracted before he ceased to be a Member, and of 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 Five Pounds.

3 Objects

The objects for which the Club is established are to operate as a members’ golf club, and generally to promote the game of golf; and the Club shall have power to do anything which is calculated to further such objects or is conducive or incidental to doing so.

4 Application of income and property

The income and property of the Club shall be applied solely towards the promotion of its objects, and may not be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Club. Save for the Chief Executive Officer, no member of the Club may be appointed to any paid office of the Club, nor be paid any remuneration for acting as an officer of the Club unless such payment is authorised from time to time by Special Resolution. No Member of the Club shall be entitled to vote upon any Resolution providing for or relating to any sum payable to him.

5 Membership

- 5.1 Such persons as have been validly admitted to membership as at the date of adoption of these Articles shall be Members of the Club. Following the adoption of these Articles, such other persons as are validly admitted to membership in accordance with the Bye-Laws shall also be Members. Subject to Article 5.4 below, the total number of Members in any category of membership shall be restricted to such number as the Board may determine from time to time.
- 5.2 A Member may resign their membership of the Club by giving at least one calendar month's notice in writing to the Chief Executive Officer, such notice to expire on a Subscription Date. Resignation shall in no way affect the liability of a Member to pay all arrears of subscription due to the Club.
- 5.3 The rights and obligations of membership shall not be transferable and shall cease upon death.
- 5.4 The total number of Voting Members shall not exceed 930.

6 Categories of Membership

The categories of membership are set out in the Bye-Laws.

7 Rights and obligations of Members

The rights and obligations of Members are set out in the Bye-Laws.

8 Disciplinary Measures

- 8.1 A Member or Junior or member of the Ladies Academy may be liable to disciplinary action if their behaviour either at the Clubhouse or on the Green or elsewhere falls within any of those acts or omissions described in Bye-Law 33.
- 8.2 A disciplinary committee and, where appropriate, an appeal committee may be established pursuant to the procedure referred to in Article 8.3, if a complaint of behaviour which falls within the behaviour described in Bye-Law 33 is made which may warrant disciplinary action. Such committee(s) shall be responsible for adjudicating on any behaviour which warrants disciplinary action and has the power to terminate the membership of, censure, reprimand, discipline, withdraw the handicap index for a period of time or suspend the rights and privileges of any Member or Junior or a member of the Ladies Academy where such behaviour warranting disciplinary action is upheld.
- 8.3 The procedure in the case of a complaint by the Board, another Member or member of the public in relation to the behaviour of a Member or Junior or member of the Ladies Academy that falls within behaviour described in Bye-Law 33 the establishment and convening of a disciplinary committee,

appeal committee, any hearing, determination and any appeal as well as any sanctions imposed which may follow from such complaint shall be in accordance with the disciplinary regulations of the Club as laid down by the Board from time to time.

- 8.4 In the event of any Member's membership being terminated under the provisions of Articles 8.2 to 8.3 above, the Member will be asked to resign in writing. If the Member does not do so within 7 days, he shall cease to be a Member and be removed from the list of Members. Anyone who has ceased to be a Member in this way may not use the facilities of the Club as a visitor or as a guest.
- 8.5 Anyone who has ceased to be a Member in accordance with this Article 8 shall have no rights or privileges in relation to the Club and is not entitled to share in its assets or funds, including the return of his entrance fee or subscription.

9 Meetings

- 9.1 All Members (other than Corporate Members) may attend and speak at general meetings but only Voting Members are entitled to vote.
- 9.2 The annual general meeting is to be held on the last Saturday in January (or, if the Board considers that date to be impracticable in any year, on the next Saturday following that date which they consider to be practicable) at a time and place determined by the Board. The business of the annual general meeting is:
 - 9.2.1 to receive and, if thought fit, adopt the Annual Report of the Directors and the annual financial statements;
 - 9.2.2 to confirm the appointment of the Men's Captain;
 - 9.2.3 to confirm the appointment of the Lady Captain;
 - 9.2.4 to approve the nomination made by the Board for the office of Men's Vice-Captain;
 - 9.2.5 to approve the nomination made by the Board for the office of Lady Vice-Captain;
 - 9.2.6 to elect Directors and members of the General Committee and Green Committee in accordance with these Articles;
 - 9.2.7 to reappoint the Auditors; and
 - 9.2.8 to consider any other business which has been duly submitted or which may be admitted by the chairman of the meeting.
- 9.3 The Board may call an extraordinary general meeting and, on receiving a requisition signed by at least 25 Voting Members or by at least 5% in number of the Voting Members (whichever shall be the lower), the Board must within 21 days give notice to convene an extraordinary general meeting for a date not later than 28 days after the date of the notice.
- 9.4 All general meetings shall be called by at least 21 clear days' notice. The notice shall specify the time and place of the general meeting, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

- 9.5 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 9.6 Six Voting Members may collectively submit a resolution for consideration at any general meeting if they send a copy of the resolution, signed by each of them, to the Chief Executive Officer arriving at least 14 days before notice of the general meeting is sent out, in which event the Chief Executive Officer shall include the resolution in the notice of meeting. Any submission arriving after such notice has been sent out shall be included in the notice of the next general meeting to be held.
- 10 Proceedings at General Meetings
- 10.1 No business shall be transacted at any general meeting unless a quorum is present. Twenty Voting Members, or their proxies, shall constitute a quorum.
- 10.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 10.2.1 the meeting consents to an adjournment, or
- 10.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 10.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 10.4 If within ten minutes from the time appointed for holding the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting, if called upon the requisition of members, shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the 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. If at such adjourned meeting a quorum is not present within ten minutes from the time appointed for holding the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved.
- 10.5 Where a meeting is adjourned, the reconvened meeting can only deal with business that could have been dealt with at the meeting which was adjourned. Where a meeting is adjourned for more than 14 days, at least 7 clear days' notice shall be given by placing a notice on the Club notice board specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 10.6 The Chairman shall take the chair at every general meeting, but if the Chairman is not present within ten minutes from the time appointed for holding the meeting, the Directors present shall choose one of their number to take the chair, or if there is only one Director present, he shall take the chair. If no Director is present within ten minutes of the time appointed for holding the meeting, the Voting Members present shall choose one of their number to take the chair, and the appointment of the chairman of the meeting in such circumstances shall be the first business of the meeting.
- 10.7 At every general meeting a resolution put to the vote of the meeting shall be decided by a show of hands taken amongst the Voting Members, unless before

or immediately on the declaration of the result of the show of hands, a poll is demanded. Subject to the provisions of the Act, a poll may be demanded:

10.7.1 by the chairman of the meeting, or

10.7.2 by at least six Voting Members present in person or by proxy.

10.8 Unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

10.9 The demand for a poll may, before the poll is taken, be withdrawn with the consent of the chairman of the meeting, and if it is, the result of a show of hands declared before the demand was made will be conclusive.

10.10 A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded or required on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs not being more than 30 days after the date of the meeting. The requirement for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is required. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.

10.11 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting. In any other case at least 7 clear days' notice shall be given specifying the date, time and place at which the poll is to be taken.

10.12 The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

10.13 In computing the majority on a resolution put at a general meeting reference is to be had to the number of votes cast for and against the resolution.

10.14 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

11 Votes of Members

11.1 Subject to the provisions of these Articles, on a show of hands each Voting Member present in person shall have one vote, and on a poll each Voting Member present in person or by proxy shall have one vote. The notice convening the meeting in question shall give notice in accordance with section 325 of the Act of a Voting Member's right to appoint a proxy.

11.2 If a Voting Member is of unsound mind or a court which has the jurisdiction to protect people who are unable to manage their own affairs has made an order in respect of him, the person or persons appointed to act for him can vote for him provided that any evidence which the Board may require of their authority is deposited with the Chief Executive Officer at least 48 hours before the meeting (or adjourned meeting). This includes appointing a proxy, voting on a show of hands and voting on a poll.

- 11.3 No Voting Member shall be entitled to vote at any Meeting, either on a show of hands or on a poll, unless all membership fees and subscriptions, and any other monies with the exception of money owing on a bar card, presently payable by him to the Club have been paid.
- 11.4 Any objection to the right of any person to vote must be made at the meeting at which the vote is cast. If a vote is not disallowed at the meeting, it is valid for all purposes. Any objection must be raised with the chairman of the meeting. His decision shall be final.
- 11.5 On a poll votes may be given either personally or by proxy. A proxy must also be a Voting Member.
- 11.6 The instrument appointing a proxy must be in writing, executed by or on behalf of the appointor and in the form approved by the Board.
- 11.7 To be valid, the instrument appointing a proxy must:
 - 11.7.1 in the case of an instrument in writing be deposited with the Chief Executive Officer at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
 - 11.7.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
 - 11.7.2.1 in the notice convening the meeting; or
 - 11.7.2.2 in any instrument of proxy sent out by the Club in relation to the meeting; or
 - 11.7.2.3 in any invitation contained in an electronic communication to appoint a proxy issued by the Club in relation to the meeting;be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
 - 11.7.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited with the Chief Executive Officer after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or
 - 11.7.4 where the poll is not taken immediately but is taken within 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded, to the chairman of the meeting or to the Chief Executive Officer or to any Director.

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this regulation “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 11.8 A vote given or poll demanded by a proxy shall be valid, even if his appointment has been revoked, unless the Chief Executive Officer has received notice of the revocation before the commencement of the relevant meeting or adjourned meeting or time appointed for taking the poll.

11.9 The due deposit or delivery of an instrument of proxy shall not preclude a Voting Member from attending and voting at the relevant meeting or at any adjournment.

11.10 The Articles, apart from Articles 13.6 and 13.7, may only be amended by a Special Resolution. Articles 13.6 and 13.7 may only be amended in accordance with the procedure set out in those Articles.

12 President

The Members may, by Special Resolution, elect a Voting Member to be President of the Club who shall hold office for a maximum period of 5 years following the date of his appointment and who shall not be eligible for re-election thereafter. The office shall not confer on the holder thereof any rights, powers or privileges, nor impose on him any duties.

13 Board and Committees

13.1 Subject to the provisions of the Act and these Articles, in particular Articles 13.6 and 13.7, and to any directions given by Special Resolution, the business of the Club shall be managed by the Board who may exercise all the powers of the Club.

13.2 The Board shall be primarily responsible for policy, regulations, finance and assets and without prejudice to the generality of the foregoing shall be responsible for the overall direction and control of the Club including forward policy and plans, financial control (to include property and assets, capital expenditure, Clubhouse and all other buildings maintenance programmes, approving annual budgets, monitoring revenue and expenditure and cash), membership numbers, membership categories and fees, annual subscriptions and any other dues, employment policy including the appointment of the Chief Executive Officer and other staff, legal matters and liaison with local interests.

13.3 The Green Committee shall be responsible for all aspects of the Green and for all other land owned by the Club, but not the maintenance of the Clubhouse and all other buildings and, without prejudice to the generality of the foregoing, for course maintenance, course standards, course improvements, recommending material changes to the Green and submission of annual budgets for the work of the Green Committee.

13.4 The General Committee shall be responsible for golfing, every-day house matters, members (including discipline and conduct), membership (procedure and admissions) and, without prejudice to the generality of the foregoing, major events, matches, competitions, handicaps, social events and submission of annual budgets for the work of the General Committee.

13.5 Without prejudice to the generality of Articles 13.3 and 13.4, the Green Committee and the General Committee shall be committees of the Board. The Board's decision as to who shall be responsible for any particular matter shall be final and in the event of any dispute the Board shall exercise the powers of the committees in these Articles.

13.6 No alteration of the 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 a meeting

of the Board at which a quorum is present may exercise all powers exercisable by the Club

PROVIDED ALWAYS that the Board shall have no power without the express authority of a resolution of the Club passed by a majority of three-fourths of those Members of the Club entitled to vote to sell part with possession or otherwise dispose of (save by way of mortgage or Charge) all or any part of the Green showing that edged red on the plan annexed to an Order dated 2nd day of December 1933 made by the Minister of Agriculture & Fisheries under Section 193 of the Law of Property Act 1925 (or as amended or alter it by any subsequent Order or its equivalent) or of any interest in such areas or any part thereof. Any resolution for the amendment of this Article shall only be passed by a similar majority.

- 13.7 The Board shall have no power without the express authority of a resolution of the Club passed by a majority of three-fourths of the Voting Members of the Club to sell part with possession or otherwise dispose of (save by way of mortgage or Charge) all or any part of the area edged blue on the Plan or of any interest in such areas or any part thereof. Any resolution for the amendment of this Article shall only be passed by a similar majority.
- 13.8 The Board shall have no power without the express authority of a Special Resolution, to sell part with possession or otherwise dispose of (save by way of mortgage or charge) all or any part of the Clubhouse Area or of any interest in such areas or any part thereof.
- 13.9 The Board shall have power to appoint, pay, control and dismiss a Chief Executive Officer and such other staff as the Board deems appropriate.
- 13.10 The Board shall consist of not more than six Voting Members, the Men's Captain, and the Lady Captain.
- 13.11 Pursuant to Article 18.13, the Green Committee shall consist of a chairman nominated by the Board from amongst the Directors, the Men's Captain, the Lady Captain, and not more than three Voting Members.
- 13.12 The General Committee shall consist of the Men's Captain, the Lady Captain, and not more than six Voting Members.
- 13.13 The Men's Vice-Captain and the Lady Vice-Captain shall have the right to attend all meetings of the Board, the Green Committee and the General Committee, but shall not be eligible to vote at these meetings.
- 13.14 The Directors, the Green Committee and the General Committee shall be duly elected as specified in Article 17 and any Voting Members appointed or co-opted to the Board, the General Committee or the Green Committee shall be appointed or co-opted in accordance with the procedure set out in Article 17.
- 13.15 Subject to these Articles the Board may delegate any of the powers or responsibilities which are conferred on them under these Articles to:
 - 13.15.1 a committee or committees appointed by them; and/or
 - 13.15.2 the Chief Executive Officer; and/or
 - 13.15.3 other staff employed by the Club.
- 13.16 All acts and proceedings delegated under Article 13.15 above shall be reported to the Board in due course.

13.17 The Board may revoke any delegation in whole or part or alter its terms and conditions.

14 Past Captains Committees

14.1 There shall be a Past Men's Captains Committee, made up of all Past Men's Captains, the Men's Captain and the Men's Vice-Captain. The Past Men's Captains Committee shall be responsible for proposing to the Board a candidate for Men's Vice-Captain before the Board makes its nomination under Article 16.

14.2 There shall be a Past Lady Captains Committee, made up of all the Past Lady Captains, the Lady Captain and the Lady Vice-Captain. The Past Lady Captains Committee shall be responsible for proposing to the Board a candidate for Lady Vice-Captain before the Board makes its nomination under Article 16.

15 Wines Committee

The General Committee shall be responsible for the purchase of alcohol for supply by the Club, but may delegate such responsibility to a sub-committee (to be known as the "Wines Committee") made up of two or more elected members of the General Committee. If a member of the Wines Committee ceases to be a member of the General Committee, he shall automatically cease to be a member of the Wines Committee and another elected member of the General Committee shall be appointed in his place. The Wines Committee will in no way be restricted in its freedom of purchase, subject to the approval of the Board as to level of expenditure and stockholding.

16 Captains and Vice-Captains

The Men's Captain, Men's Vice-Captain, Lady Captain and Lady Vice-Captain shall be nominated by the Board for election at each annual general meeting, and shall each hold office until the termination of the annual general meeting next following their appointment or election (as the case may be) and shall then retire. The Men's Vice-Captain and Lady Vice-Captain shall (subject to their appointments being confirmed in general meeting) succeed to the office of Men's Captain and Lady Captain without further formality. The Men's Captain and the Lady Captain shall be Directors for so long as they hold office. The Men's Captain and the Lady Captain shall jointly chair the General Committee for so long as they hold office.

17 Appointment and Removal of Directors and Committee Members

The procedure for the election of Directors, members of the Green Committee and members of the General Committee is as follows:

17.1 The Chief Executive Officer shall, by 31 October each year, place a notice on the notice board indicating how many vacancies will exist for membership of the Board, General Committee and Green Committee

17.2 Any four Voting Members may nominate another Voting Member, with his consent, to serve as a Director, or on the Green Committee or on the General Committee, as the case may be. The name of the nominated Member shall be sent in writing to the Chief Executive Officer arriving no later than 30 November each year accompanied by a letter signed by the Member consenting to serve if elected.

17.3 A list of the names of the candidates in alphabetical order, together with the names of the Members making each nomination, shall be affixed to the notice

board of the Club as soon as nominations are received. If there are not more nominations than vacancies, all the nominated Members shall be deemed to be elected and the Board, members of the Green Committee or members of the General Committee, as the case may be, may appoint additional Members to fill any remaining vacancies. If the number of nominated Members exceeds the available vacancies in any case, there shall be a ballot.

- 17.4 If the Board decides to hold the Annual General Meeting on a Saturday later than the last Saturday in January in any year, the dates in Articles 17.1, 17.2 and 17.3 shall be varied by a corresponding period.
- 17.5 In the event of a ballot, a ballot form containing the names of the candidates in alphabetical order, details of each candidate's length of membership, any offices they may have held at the Club, their occupation and, at the candidates' option, a personal written statement not exceeding one hundred words, together with the names of those Members making the nomination, indicating for which office the candidate is proposed, shall be prepared by the Chief Executive Officer and a copy provided to each Voting Member with the notice of the annual general meeting. A copy of each ballot form together with a photograph of each candidate (subject to the agreement of each candidate) shall be shown on the Club notice boards. Votes may be cast for up to the same number of candidates as there are vacancies by placing a mark against the names of such candidates and returning the form duly signed to the Chief Executive Officer to be received not later than first post on the day preceding the annual general meeting. Any ballot form containing more marks against the names of candidates than there are vacancies shall be null and void. If two or more candidates obtain an equal number of votes, those Directors, members of the Green Committee or members of the General Committee, as the case may be, who are present at a meeting to be held before the annual general meeting (being at least two in number) shall elect by lot from such candidates the candidate or candidates who are to be Directors, members of the Green Committee or members of the General Committee, as the case may be.
- 17.6 The Board, members of the Green Committee and members of the General Committee respectively may appoint a Voting Member to fill any casual vacancy as a Director, member of the Green Committee or member of the General Committee, as the case may be, until the next annual general meeting. Any Member so appointed shall retire at the next annual general meeting, but shall be eligible for re-appointment. For the avoidance of doubt, any Member so appointed shall be eligible to vote at meetings of the Board, Green Committee or General Committee, as the case may be. The service of any Member so appointed to fill a casual vacancy shall not be reckoned in calculating the seniority of such Member nor the length of his service if subsequently appointed as a Director, member of the Green Committee or member of the General Committee.
- 17.7 The Green Committee and the General Committee respectively shall also have power to co-opt any Voting Member of the Club to be an additional member of the Green Committee or the General Committee but only for the period until the next succeeding annual general meeting. Any member so co-opted shall not be eligible to vote at meetings of the Green Committee or of the General Committee, as the case may be.

- 17.8 At each annual general meeting, elected members of the Board, the Green Committee and the General Committee shall retire as follows:
- 17.8.1 subject to Articles 17.8.2 and 17.8.3, at least two of the elected Directors, one of the elected members of the Green Committee and at least one third of the elected members of the General Committee shall retire, but shall be eligible for re-appointment. Members shall, if necessary to create vacancies, retire in order of seniority reckoned by length of service on the Board, the Green Committee or the General Committee (as the case may be) and, in case of equal seniority, the order of retirement shall be decided by the Board, the Green Committee or the General Committee (as the case may be) by lot;
 - 17.8.2 all elected members of the Board, the Green Committee and the General Committee shall retire after three consecutive years of service as such;
 - 17.8.3 with the exception of any Member who is elected as a member of the Board, the Green Committee or the General Committee at the annual general meeting when this Article 17.8 was adopted (who may serve for one term of one year if he would otherwise be prevented by this Article 17.8 from being elected), no Member shall be a member of the Board, the Green Committee or the General Committee at any time after serving in such capacity for more than nine years in aggregate (whether consecutively or otherwise) until the nine year aggregate period has been followed by a break of at least five years;
 - 17.8.4 in the event that any member of the Green Committee or the General Committee retires before completing three years of service he or she shall be replaced by a new member who shall be elected only for the balance of the retiring member's term.
- 17.9 No Member may serve as an elected member of more than one of the Board, the Green Committee and the General Committee at the same time.
- 17.10 For the avoidance of doubt, references in this Article to an elected Director or an elected member of the Green Committee or General Committee do not include the Chairman, the nominated chairman of the Green Committee, the Men's Captain, Men's Vice-Captain, Lady Captain or Lady Vice-Captain serving in an ex officio capacity.
- 17.11 The office of a Director or a member of the Green Committee or the General Committee shall be vacated:
- 17.11.1 if he or she ceases for any reason to be a Voting Member;
 - 17.11.2 if he or she shall for more than six consecutive months have been absent without permission of the Board or members of the Green Committee or the General Committee (as the case may be) from meetings held during that period, and the Board or the members of the Green Committee or General Committee (as the case may be) resolve that his or her office be vacated;
 - 17.11.3 if he or she gives notice in writing that he or she resigns their office;
 - 17.11.4 if he or she is removed by Ordinary Resolution passed in accordance with sections 168 and 169 of the Act;

- 17.11.5 if he or she is prohibited from being a director by law;
 - 17.11.6 if a bankruptcy order is made against him or her;
 - 17.11.7 if he or she is convicted of any indictable offence which is in the opinion of the Board of such a nature and of seriousness which warrants vacating office.
- 17.12 No Director or member of the Green Committee or the General Committee, and no other officer except the Chief Executive Officer and the Auditors, shall receive any remuneration for his services as such Director, committee member or officer.
- 17.13 There shall not be any age limit for Directors.
- 18 Proceedings of the Board
- 18.1 Subject to the provisions of the Articles, the Board may regulate its proceedings as it thinks fit. Any Director may call a meeting of the Board by giving notice of the meeting to the Directors.
- 18.2 Notice of any Board meeting must indicate:
- 18.2.1 its proposed date and time;
 - 18.2.2 where it is to take place; and
 - 18.2.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 18.3 Notice of a Board meeting must be given to each Director, but need not be in writing. Directors may waive their entitlement to notice of a Board meeting by giving written notice to that effect to the Club, either before or not more than 7 days after the date on which the meeting is held; and notice of a Board meeting need not be given to any Director who has waived his entitlement to receive it. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it
- 18.4 The general rule about decision-making by the Board is that any decision of the Board must be either a majority decision at a meeting or a decision taken in accordance with Article 18.5, but a decision may not be taken in accordance with Article 18.5 if the Eligible Directors would not have formed a quorum at a meeting.
- 18.5 A decision of the Board is taken in accordance with this Article when all Eligible Directors indicate to each other by any means that they share a common view on a matter. Such a decision may take the form of a resolution in writing, copies of which have been signed by each Eligible Director or to which each Eligible Director has otherwise indicated agreement in writing.
- 18.6 Subject to the Articles, Directors participate in a Board meeting, or part of a Board meeting, when:
- 18.6.1 the meeting has been called and takes place in accordance with the Articles, and
 - 18.6.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- 18.7 In determining whether Directors are participating in a Board meeting, it is irrelevant where any Director is or how they communicate with each other.
- 18.8 If all the Directors participating in a Board meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 18.9 Questions arising at a Board meeting will be decided by a majority of votes at a meeting or a decision taken in accordance with Article 18.5. In the case of an equality of votes, the Chairman shall have a second or casting vote. But this does not apply if, in accordance with the Articles, the Chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 18.10 Eligible Directors may take decisions other than at a Board meeting if they are unanimous, indicating their agreement in writing or by any other means.
- 18.11 At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting. The quorum for the transaction of business of the Board is four. If the total number of Directors for the time being is less than four, the Board must not take any decision other than a decision to appoint further Directors, or to call a general meeting so as to enable the members to appoint further Directors.
- 18.12 The Board may appoint one of the Directors (other than the Men's Captain, the Men's Vice-Captain, the Lady Captain or the Lady Vice-Captain) to be Chairman and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every Board meeting at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
- 18.13 The Board may appoint one of their number (other than the Men's Captain, the Men's Vice-Captain, the Lady Captain or the Lady Vice-Captain) to be Treasurer and another of their number (other than the Men's Captain, Men's Vice-Captain, Lady Captain or Lady Vice-Captain) to be chairman of the Green Committee, and may at any time remove such person from office.
- 18.14 No Director may at any one time hold more than one of the offices of Chairman of the Board, Treasurer and chairman of the Green Committee.
- 18.15 The Board shall not be entitled to incur total borrowings (excluding normal trade creditors) in excess of £250,000 without the prior approval of a Special Resolution.
- 18.16 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Board.
- 18.17 The Board may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.
- 18.18 The Board must ensure that the Club keeps minutes, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Board.

18.19 Subject to the Articles, the Board may make any rule which it thinks fit about how it takes decisions, and about how such rules are to be recorded or communicated to Directors.

18.20 If a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Club in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes, unless his interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

19 Proceedings of the Green Committee and the General Committee

The provisions of Articles 18.1 to 18.8 relating to proceedings of the Board shall also apply, as appropriate, to the proceedings of the Green Committee, the General Committee and any other committee appointed by the Board, except that the quorum for meetings of the Green Committee shall be three.

20 Chief Executive Officer

Subject to such directions as may from time to time be given by the Board, the Chief Executive Officer shall have charge of and be responsible for the day-to-day management of the Club's affairs and facilities, compliance with these Articles and any statutory obligations of the Club, unless the Board resolves otherwise carrying out the role of company secretary of the Club and the supervision of the Club's employees in performance of their duties and the Board may in its discretion delegate to him such further powers and duties as are by these Articles exercisable by the Board.

21 Auditors

The Board shall appoint the independent Auditors of the Club, who shall thereafter be reappointed by Ordinary Resolution at each annual general meeting. The independent Auditors shall audit and report on the annual financial statements before they are circulated to Members. No member of the Club may be appointed as the Auditor.

22 Notices

22.1 Each Member shall from time to time communicate to the Chief Executive Officer his address, and such address shall be inserted in the Club's register of Members as his registered address. Each Member, if he has an email address, shall from time to time communicate it to the Chief Executive Officer to facilitate electronic communication.

22.2 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing or shall be given using electronic communications to an address for the time being notified for that purpose by the person to whom the notice is to be given. In this regulation, "address", in relation to electronic communication includes any number or address used for the purpose of such communications.

22.3 The Club may give any notice to a Member, either personally or by sending it by post in a pre-paid envelope addressed to the Member at his registered address, or by leaving it at that address or by electronic communication as provided in Article 22.2 above.

22.4 A Member present, either in person or by proxy, at any meeting of the Club shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

- 22.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

23 Alterations to the Bye-Laws

- 23.1 The Board may, subject as hereinafter provided, make, alter and repeal all such Bye-Laws as they deem necessary or expedient or convenient for the proper conduct and management of the Club and its affairs, and in particular, but not exclusively, they may by Bye-Laws regulate:

- 23.1.1 the proposing and election of candidates for membership;
- 23.1.2 the categories of membership;
- 23.1.3 the rights and obligations of membership;
- 23.1.4 the rates and terms of payment of annual subscriptions;
- 23.1.5 the rates of entrance fees for new members;
- 23.1.6 the terms and conditions upon which guests and visitors shall be permitted to use the facilities of the Club;
- 23.1.7 the times of opening and closing the Green, Clubhouse and other premises of the Club or any part of them and the permitted hours for the supply of intoxicating liquor;
- 23.1.8 the rules to be observed, and prizes to be played for by Members playing any games on the premises;
- 23.1.9 the prohibition of particular games on the premises entirely or at any particular time or times;
- 23.1.10 the Club's dress code;
- 23.1.11 the conduct of Members in relation to one another and to the Club's staff as well as in relation to disciplinary matters;
- 23.1.12 the rights of members of the Walton Heath Artisans Golf Club and the terms upon which they may play on the Green;
- 23.1.13 the restriction on admittance of dogs;
- 23.1.14 the making of a profit out of the Club or Club premises;
- 23.1.15 the use of mobile phones;
- 23.1.16 the imposition of penalties for the breach of any Bye-Law or of any of these Articles;
- 23.1.17 the definition of practice areas and restrictions on admittance of visiting professionals;
- 23.1.18 the procedures to be adopted with respect to the Junior Section;
- 23.1.19 the procedures to be adopted with respect to the Ladies Academy.

- 23.2 The Bye-Laws may at any time be altered by an Ordinary Resolution and the Board shall have power to alter any Bye-Law with the exception of the Bye-Law relating to the rates of annual subscription, which shall be alterable only by Ordinary Resolution. Any such alteration made by the Board will have effect only until the annual general meeting following the making of such alteration and will continue in force following that meeting only if approved by an Ordinary Resolution.

24 Material Alteration of the Green

No material alteration of the Green (other than a temporary alteration deemed by the Green Committee to be necessary and notified as such) may be made unless approved by Special Resolution. Notice of the proposed material alteration will be included in the notice of the meeting at which the Special Resolution is to be proposed and be posted in the Clubhouse for at least six weeks before such meeting accompanied by a plan on which the proposed alteration shall be indicated.

25 Dissolution

If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be distributed amongst the Members in such proportions as (having regard to the category of membership and rate of annual subscription payable) the Board may recommend and the Members in general meeting may approve.

26 Indemnity and Insurance

- 26.1 Subject to Article 26.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

26.1.1 each relevant officer shall be indemnified out of the Club's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them, 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 for negligence, default, breach of duty or breach of trust in relation to the Club's affairs; and

26.1.2 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 article 26.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

- 26.2 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.

- 26.3 The Board may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant officer in respect of any loss or liability which has been or may be incurred by him in connection with his duties or powers in relation to the Club.

- 26.4 In this Article, a “relevant officer” means any Director and any member of the Green Committee or General Committee or other officer or former Director or member of the Green Committee or General Committee or other officer of the Club (but excluding the Club’s Auditor).
- 27 Rules of Golf
- 27.1 The Club recognises the R&A as the ruling body of amateur golf and shall abide by the Rules of Golf as determined from time to time.
- 27.2 The Club shall comply with World Handicapping Rules and Fundamentals of Handicapping of the World Handicap System as utilised and detailed from time to time by England Golf.
- 27.3 The Club shall comply with the Constitution and Rules of England Golf, Surrey County Golf Limited and the Surrey Ladies County Golf Association as respectively determined from time to time.