

No 05564018

THE COMPANIES ACT 2006

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

- of -

THE ENGLISH GOLF UNION LIMITED

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Incorporated on 14 September 2005

Articles adopted on 16 November 2011

Amended by Special Resolutions on 3 December 2015

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Brabners LLP  
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Liverpool L2 3YL

WEDNESDAY



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RM 16/12/2015 #139  
COMPANIES HOUSE

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## **Part 1**

### ***Interpretation and Limitation of Liability***

#### **1. Defined terms**

1 1 In the Articles, unless the context requires otherwise

<b>"Affiliated Club"</b>	a club affiliated to a Voting Member in accordance with the Articles and Rules,
<b>"Affiliated Facility"</b>	a golf facility, which is not a golf club, affiliated in accordance with the Articles and Rules to a Voting Member or direct to the Company and thereby to the Member County in which it is situated,
<b>"Amateur Golf"</b>	the general name for the sport of golf which is governed by the Rules of Golf and played adhering to the Rules of Amateur Status in England,
<b>"Articles"</b>	means these articles of association of the Company,
<b>"A Voting Member"</b>	a Voting Member which has been classified as such by the Board in accordance with the Rules,
<b>"Board"</b>	means the board of Directors of the Company,
<b>"Board Nominations Committee"</b>	means the committee set up pursuant to Article 26,
<b>"B Voting Member"</b>	a Voting Member which has been classified as such by the Board in accordance with the Rules,
<b>"Chairman"</b>	means the person appointed to the post of that name under Article 23,
<b>"Chairman of the meeting"</b>	has the meaning given in Article 37,
<b>"Companies Acts"</b>	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company,
<b>"Company"</b>	means The English Golf Union Limited (company number 05564018),
<b>"C Voting Member"</b>	a Voting Member which has been classified as such by the Board in accordance with the Rules,
<b>"Director"</b>	means a Director of the Company, and includes any person occupying the position of Director, by whatever name called,

<b>"document"</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>"Elected Directors"</b>	means those Directors elected under Article 24,
<b>"electronic form"</b>	has the meaning given in section 1168 of the Companies Act 2006,
<b>"eligible Directors"</b>	(or a similar phrase) shall mean those Directors who are entitled to vote on a matter and/or participate in a meeting of the Board being all the Directors other than those who are precluded from voting or participating by virtue of the provisions of the Articles,
<b>"EWGA"</b>	English Women's Golf Association (company number 06431498),
<b>"Executive Directors"</b>	the Chief Executive and the Finance Director,
<b>"Honorary Life Members"</b>	those individuals admitted by the Company in general meeting from time to time as honorary life members pursuant to Article 33 and any applicable Rules,
<b>"Immediate Past President"</b>	the person who held the title of President until immediately prior to the most recently held annual general meeting,
<b>"Member"</b>	a person who is a member of the Company for the purposes of the Articles and the Rules. The categorisation and the rights, privileges and obligations of each category of Member shall be laid down in the Rules,
<b>"Member Counties"</b>	those county golf unions, associations or merged county bodies in England admitted from time to time into membership of the Company pursuant to Article 33 and any applicable Rules,
<b>"Non-Voting Members"</b>	means all Members of the Company other than the Voting Members and Honorary Life Members,
<b>"ordinary resolution"</b>	has the meaning given in section 282 of the Companies Act 2006,
<b>"participate"</b>	in relation to a Directors' meeting, has the meaning given in Article 11,
<b>"Past Presidents"</b>	those persons who hold such title pursuant to the provisions of Article 20,
<b>"President"</b>	the president of the Company appointed in accordance with Article 18,

<b>"President Elect"</b>	the president elect of the Company appointed in accordance with Article 19,
<b>"Presidents Nomination Committee"</b>	the committee responsible for recommending to the Board candidates for President and President-Elect. Such committee shall be constituted in accordance with Article 18 2,
<b>"proxy notice"</b>	has the meaning given in Article 47,
<b>"Rules"</b>	means the rules of the Company laid down from time to time pursuant to Article 56,
<b>"Rules of Amateur Status"</b>	the rules governing amateur status from time to time laid down by R&A Rules Limited (company number SC247046) (or its successor body or bodies),
<b>"Rules of Golf"</b>	the rules for the sport of golf from time to time laid down by R&A Rules Limited (company number SC247046) (or its successor body or bodies),
<b>"special resolution"</b>	has the meaning given in section 283 of the Companies Act 2006,
<b>"subsidiary"</b>	has the meaning given in section 1159 of the Companies Act 2006,
<b>"Voting Members"</b>	means those Members of the Company who, under the Rules, are entitled to receive notice of, attend and vote at general meetings,
<b>"writing"</b>	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

1 2 Unless the context otherwise requires, other words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Company

1 3 A reference to one gender includes a reference to the other gender. Words importing the singular number only shall include the plural number and vice-versa. Words importing persons shall include corporations and vice versa

1 4 The headings in and table of contents of the Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same

## **2. Objects**

2 1 The object for which the Company is established is to act as the governing body for (and as such to promote, administer, and encourage) Amateur Golf and in particular

2 1 1 to promote golf for all in England,

- 2 1 2 to co-ordinate and support English and international affairs of Amateur Golf according to the provisions of the Articles and the Rules for the benefit of its Member Counties, Affiliated Clubs, Affiliated Facilities, golfers and of Amateur Golf as a whole,
- 2 1 3 to develop broad strategy for performance, development and competition for Amateur Golf throughout England,
- 2 1 4 to co-ordinate, organise and promote championships across England and international competitions and other competitions within England,
- 2 1 5 to select, co-ordinate and coach teams to represent England at Amateur Golf events,
- 2 1 6 to select, co-ordinate and coach individuals to participate in golf events,
- 2 1 7 to support training activities relevant for Amateur Golf,
- 2 1 8 to maintain a uniform system of handicapping,
- 2 1 9 to oversee the selection of and co-ordination of officials for Amateur Golf events,
- 2 1 10 to act as the representative Member for England in international golf affairs and to affiliate to, and carry out functions delegated to it by, the European Golf Association, the International Golf Federation and other relevant bodies,
- 2 1 11 to co-operate with and appoint representative Members to the Council of National Golf Unions, the European Golf Association, the Ladies Golf Union and other national and international golf associations in order to promote Amateur Golf,
- 2 1 12 to establish and be responsible for the maintenance of appropriate rules, policies, codes and procedures including, but not limited to
  - 2 1 12 1 codes of conduct,
  - 2 1 12 2 disciplinary procedures,
  - 2 1 12 3 appropriate resolution procedures to resolve disputes between both the Company and its Members and between Members,
  - 2 1 12 4 an equity policy,
  - 2 1 12 5 safeguarding policy,
  - 2 1 12 6 a gender policy,
  - 2 1 12 7 a health and safety policy,
  - 2 1 12 8 an anti-doping policy and anti-doping rules, and
  - 2 1 12 9 a transportation policy,
- 2 1 13 to secure, as far as practicable, a uniform policy in all matters affecting the administration and development of Amateur Golf and to that end to co-operate with and enter into agreements with relevant organisations to set out the respective roles and functions of the Company and any golf unions/associations established for the home countries,

- 2 1 14 to monitor the performance of those bodies involved in the implementation and delivery of programmes and strategies developed by the Company,
  - 2 1 15 to provide guidance and support for Affiliated Clubs and Affiliated Facilities in the discharge of their responsibilities to their members,
  - 2 1 16 to develop, lead and assist in commercial, marketing and public relations policies and activities for Amateur Golf,
  - 2 1 17 to develop and nurture relationships between the Company and any relevant government departments or authorities,
  - 2 1 18 to co-operate with the Royal and Ancient Golf Club of St Andrews and in particular to recognise R&A Rules Limited (company number SC247056) as the ruling authority for determining the Rules of Golf and the Rules of Amateur Status,
  - 2 1 19 to operate the assets and satisfy the liabilities previously transferred to the Company by and to carry out the powers, obligations, duties and general objects of the unincorporated association previously known as the English Golf Union,
  - 2 1 20 to indemnify the English Golf Union, its officers, members, members of its Council, Executive Committee and any other committees and its employees against all costs, claims, demands, actions and proceedings relating to those assets and liabilities referred to in Article 2 1 19 and the undertaking of the English Golf Union and in respect of all liabilities, obligations and commitments (whether legally binding or not) of the English Golf Union transferred to the Company and also in respect of the costs and expenses and outgoings from or attributable to the transfer of such assets and undertaking,
  - 2 1 21 to acquire and operate the EWGA and to acquire and operate the assets and satisfy the liabilities transferred or to be transferred to the Company by and to carry out the powers, obligations, duties and general objects of the EWGA,
  - 2 1 22 to indemnify the EWGA, its officers, members, members of its management and operational boards and any other committees and its employees against all costs, claims, demands, actions and proceedings relating to those assets and liabilities referred to in Article 2 1 21 and the undertaking of the EWGA and in respect of all liabilities, obligations and commitments (whether legally binding or not) of the EWGA transferred to the Company and also in respect of the costs and expenses and outgoings from or attributable to the transfer of such assets and undertaking events,
  - 2 1 23 to support or sponsor golf,
  - 2 1 24 to undertake and execute charitable trusts relating to Amateur Golf, and
  - 2 1 25 to commission and carry out research into any aspect of Amateur Golf
- 2 2 In furtherance of the above objects (but not further or otherwise) the Company shall have the power to do all lawful things as can be reasonably regarded as furthering the attainment of the objects of the Company



### **3. Liability of Members**

- 3 1 Only Voting Members shall be members of the Company for the purposes of section 112 of the Companies Act 2006 and liable to contribute to the assets of the Company in the event of it being wound up
- 3 2 The liability of each Voting Member is limited to £1, being the amount that each Voting Member undertakes to contribute to the assets of the Company in the event of it being wound up while it is a Voting Member or within one year after it ceases to be a Voting Member, for
  - 3 2 1 payment of the Company's debts and liabilities contracted before it ceases to be a Voting Member,
  - 3 2 2 payment of the costs, charges and expenses of winding up, and
  - 3 2 3 adjustment of the rights of the contributories among themselves

## ***Part 2***

### ***Directors and other Posts***

#### ***Directors' Powers and Responsibilities***

### **4. Directors' general authority**

- 4 1 Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

### **5. Members' reserve power**

- 5 1 The Voting Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action provided always that no such special resolution invalidates anything which the Directors have done before the passing of the resolution

### **6. Directors may delegate**

- 6 1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles
  - 6 1 1 to such person or committee,
  - 6 1 2 by such means (including by power of attorney),
  - 6 1 3 to such an extent,
  - 6 1 4 in relation to such matters or territories, and
  - 6 1 5 on such terms and conditions;as they think fit
- 6 2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated

6 3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

## **7. Committees**

7 1 The Board may establish committees. All such committees shall follow procedures which are based on those provisions of the Articles which govern the taking of decisions by Directors (so far as they are applicable)

7 2 Committees comprised solely of members of the Board must be made up of at least one male and one female Director. Other committees must be made up of at least two male and two female committee members

### *Decision-Making by Directors*

## **8. Directors to take decisions collectively**

8 1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 9

## **9. Unanimous decisions**

9 1 A decision of the Directors 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

9 2 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

9 3 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting

## **10. Calling a Directors' meeting**

10 1 Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Company Secretary (if any) to give such notice

10 2 Notice of any Directors' meeting must indicate

10 2 1 its proposed date and time,

10 2 2 where it is to take place, and

10 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

10 3 Notice of a Directors' meeting must be given to each Director, but need not be in writing

10 4 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting by giving notice to that effect to the Board not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held it shall be deemed to have been given before the meeting when considering the validity of the meeting or of any business conducted at it

10 5 Without prejudice to the foregoing, the Board shall meet at such times and with such frequency as they consider fit from time to time. The Board will meet not less than five times per calendar year but, subject to that, the actual number of meetings shall be determined by the Board

#### **11. Participation in Directors' meetings**

11 1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when

11 1 1 the meeting has been called and takes place in accordance with the Articles, and

11 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

11 2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other

11 3 If all the Directors participating in a 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

#### **12. Quorum for Directors' meetings**

12 1 At a Directors' meeting, unless a quorum is participating no proposal is to be voted on except a proposal to call another meeting (unless the provisions of Article 12 3 apply)

12 2 The quorum for Directors' meetings shall be

12 2 1 six eligible Elected Directors for so long as there are 10 Elected Directors permitted to be appointed under Article 22 1 4, reducing to three eligible Elected Directors where there are fewer than 10 Elected Directors permitted to be appointed under Article 22 1 4, and

12 2 2 at least one male Elected Director and one female Elected Director

12 3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to call a general meeting so as to enable the Voting Members to appoint further Directors

12 4 Subject to Article 12 5, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive

12 5 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

#### **13. Chairing of Directors' Meetings**

13 1 The Chairman shall chair meetings of the Board. If the Chairman is either ineligible to take part in all or part of a Directors' meeting or is not participating in a Directors' meeting within ten minutes

of the time at which it was to start, the participating Directors must appoint one of themselves to chair it (or the relevant part of it)

#### **14. Voting at Directors' Meetings**

- 14 1 Each Director who is eligible to participate shall have one vote Any decisions shall be decided on a show of hands
- 14 2 If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the meeting shall not have a casting vote

#### **15. Conflicts of interest**

- 15 1 If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company 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 save where Article 15 2 applies
- 15 2 A Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes when
  - 15 2 1 the Company by ordinary resolution disapplies the provision of Article 15 1 which would otherwise prevent a Director from being counted as participating in the decision-making process,
  - 15 2 2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or
  - 15 2 3 the Director's conflict of interest arises from a permitted cause
- 15 3 For the purposes of Article 15 2, the following are permitted causes
  - 15 3 1 a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries,
  - 15 3 2 subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities, and
  - 15 3 3 arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries which do not provide special benefits for Directors or former Directors
- 15 4 For the purposes of Articles 15 1 and 15 2, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting
- 15 5 The Directors may, in accordance with the requirements set out below, authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ("**Conflict**")

- 15 6 Any authorisation under Article 15 5 will be effective only if
- 15 6 1 the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of the Articles or in such other manner as the Directors may determine,
  - 15 6 2 any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question, and
  - 15 6 3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted
- 15 7 Any authorisation of a Conflict under Article 15 5 may (whether at the time of giving the authorisation or subsequently)
- 15 7 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised,
  - 15 7 2 be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine,
  - 15 7 3 be terminated or varied by the Directors at any time,
- provided always that this will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation
- 15 8 In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his involvement in the Conflict otherwise than as a Director of the Company and in respect of which he owes a duty of confidentiality to another person the Director is under no obligation to
- 15 8 1 disclose such information to the Directors or to any Director or other officer or employee of the Company;
  - 15 8 2 use or apply any such information in performing his duties as a Director,
- where to do so would amount to a breach of that confidence
- 15 9 Where the Directors authorise a Conflict they shall provide (without limitation to any other provisos they may make) that the Director
- 15 9 1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict,
  - 15 9 2 is not given any documents or other information relating to the Conflict,
  - 15 9 3 may not vote (nor may he be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict

**15 10 Where the Directors authorise a Conflict**

15 10 1 the Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict,

15 10 2 the Director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation

15 11 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

**16. Records of decisions to be kept**

16 1 The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors

**17. Directors' discretion to make further rules**

17 1 Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors

*Appointment of Non-Director Offices*

**18. President**

18 1 In each year the nomination for the office of President shall be made by the Board following recommendation to the Board by the Presidents Nomination Committee in advance of the annual general meeting for ratification at the annual general meeting A person so appointed shall hold office for a one year term until the next annual general meeting Save as set out in Article 18 6, no person may serve more than one term as President

18 2 The Presidents Nomination Committee shall comprise six persons being

18 2 1 three male Past Presidents who are Past Presidents by virtue of having been a President of the Company or the unincorporated association known as The English Golf Union,

18 2 2 two female Past Presidents who are Past Presidents by virtue of having been a President of the Company, or a president of either the EWGA or the unincorporated association known as The English Ladies Golf Association, and

18 2 3 the Chairman

The Past Presidents shall select annually which of their number shall be appointed to the Presidents Nomination Committee The members of the Presidents Nomination Committee shall select which of their number shall chair the Presidents Nomination Committee The Chairman of the Presidents Nomination Committee shall not have a casting vote

- 18 3 The President shall have the right to attend and speak at general meetings and meetings of the Board but shall not in either case be entitled to vote
- 18 4 The President shall have such rights and privileges as the Company shall from time to time prescribe
- 18 5 The President will be supported by the President Elect and the Immediate Past President in meeting the duties assigned to the President One of these three office holders shall be a man and one shall be a woman Where required, additional support may be provided by other Past Presidents
- 18 6 A casual vacancy arising in the position of President shall be filled by a Member nominated by the Board following recommendation to the Board by the Presidents Nomination Committee provided that the person appointed to fill the vacancy shall hold office only until such time as the person he replaced was due to retire, but shall be eligible for re-appointment for one further term
- 18 7 For the avoidance of doubt, the President-Elect will normally (but not necessarily) be nominated as President having served his term as President-Elect

**19. President-Elect**

- 19 1 Nominations for the office of President-Elect shall be made by the Board following recommendation to the Board by the Presidents Nomination Committee in advance of the annual general meeting for ratification at the annual general meeting A person so appointed shall hold office for a one year term until the next annual general meeting Save as set out in Article 19 4, no person may serve more than one term as President-Elect
- 19 2 The President-Elect shall have the right to attend and speak at general meetings but shall not be entitled to vote
- 19 3 The President-Elect shall have such rights and privileges as the Company shall from time to time prescribe
- 19 4 A casual vacancy arising in the position of President-Elect shall be filled by a member nominated by the Board following recommendation to the Board by the Presidents Nomination Committee provided that the person appointed to fill the vacancy shall hold office only until such time as the person he replaced was due to retire, but shall be eligible for re-appointment for one further term

**20. Past Presidents**

- 20 1 A person who has served as President of the Company shall be or, upon cessation of office become, a Past President Persons who have served as President of the unincorporated association known as the English Golf Union and persons who have served as President of the EWGA or President of the unincorporated association known as The English Ladies Golf Association shall also be Past Presidents
- 20 2 All Past Presidents shall have
- 20 2 1 the right to attend and speak at annual general meetings but shall not be entitled to vote, and
- 20 2 2 such other rights and privileges as the Company shall from time to time prescribe

## **21. Company Secretary**

- 21 1 Subject to the provisions of the Act, the Company Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit and any Company Secretary so appointed may be removed by the Board

### *Appointment of Directors*

## **22. The Directors**

- 22 1 The Directors shall be

22 1 1 the Chairman,

22 1 2 the Chief Executive,

22 1 3 the Finance Director,

22 1 4 up to ten Elected Directors of whom one shall be the Chairman,

22 1 5 up to two other persons (if any) as the Board may from time to time nominate Any such nominee may only be selected following a formal and transparent selection process which will be competence based Any such nomination shall be put to the Company at the next following annual general meeting for approval

- 22 2 An employee of a Member County may not be appointed as a Director

- 22 3 No person may serve as a Director (other than as Chief Executive, Finance Director or in another executive capacity) for more than ten years (plus any period of time between being appointed to fill a casual vacancy or otherwise and being approved at an annual general meeting) in aggregate (whether consecutively or otherwise) pursuant to Articles 22 1 1, 22 1 4 and 22 1 5 The provisions of this Article 22 3 override any anticipated periods of appointment detailed within these Articles which shall, where necessary, be reduced to comply with the provisions of this Article 22 3

## **23. Chairman**

- 23 1 The Chairman shall be appointed by the Board, following recommendation to the Board by the Board Nominations Committee and a formal and transparent selection process which will be competence based subject to ratification at the next general meeting Ratification shall be by way of a vote or postal ballot of the Voting Members and the Board Nominations Committee shall determine, in advance of nominations closing, the voting method to be used When voting on such appointments, whether on a show of hands or a postal ballot or on a poll, A Voting Members and B Voting Members shall each have one vote and C Voting Members shall each have two votes in respect of each appointment,

- 23 2 A person appointed as Chairman shall hold office for an initial term expiring at the third annual general meeting after his or her appointment At such annual general meeting he or she shall be eligible, subject to ratification by the Voting Members, to be appointed by the Board for a further three-year term following which he or she shall retire as both Chairman and a Director A person who has served as Chairman (whether for three or six years) may not subsequently be appointed as Chairman save where he or she is re-appointed at the end of his or her initial three year term,



- 23 3 A casual vacancy arising in the position of Chairman shall be filled by the Board provided that the person appointed to fill the vacancy shall hold office only until the next annual general meeting (at which time the provisions of Article 23 1 shall apply) or earlier appointment pursuant to Article 23 1 Should such person be elected as Chairman at such general meeting then, subject to Article 22 3, he or she shall be eligible to serve as Chairman for both the initial three year term and a further three year term referred to above,
- 23 4 This Article is subject to Article 22 3
- 24. Elected Directors**
- 24 1 There shall be up to six male and four female Elected Directors
- 24 2 Each Elected Director shall serve for an initial three year term from the annual general meeting at which he or she is elected to the third annual general meeting after his or her election and (subject to the following) shall then be eligible for re-election for one further two year term No person may serve as an Elected Director for more than two terms (be those terms consecutive or otherwise) nor may a person who has already served two terms subsequently fill a casual vacancy At each annual general meeting elections shall be held to elect Elected Directors in place of those retiring
- 24 3 Any Member County may nominate a person to be an Elected Director and must do so on the form prescribed by the Board Nominations should give due consideration to any advice or recommendations from the Board Nominations Committee regarding skills gaps or skills requirements on the current Board Any nomination must be seconded by another Member County and signed by both the nominee and the seconder Each Member County may nominate or second only one candidate per annual general meeting and the form must be completed and returned to the Company not later than such date as the Board shall prescribe each year Any nominee who is nominated by an A Voting Member shall be an A nominee and any nominee nominated by a B Voting Member shall be a B nominee Any nominee nominated by a C Voting Member shall be designated as an A nominee or a B nominee by the C Voting Member at the time of nomination All A nominees must be and may only be male and all B nominees must be and may only be female
- 24 4 If there are fewer or the same number of candidates (having regard to matters such as the gender requirement detailed in this Article 24) nominated as there are vacancies, the candidates shall be declared elected unopposed at the annual general meeting In the event of there being more candidates nominated than vacancies (whether as a whole or in respect of one gender or the other), there shall be an election at the annual general meeting or a postal ballot and the Board Nominations Committee shall determine, in advance of nominations closing, the election method to be used At such election A Voting Members shall not be entitled to vote in respect of the election of a B nominee and B Voting Members shall not be entitled to vote in respect of the election of an A nominee For the purposes of such vote a C Voting Member shall have three votes in respect of the election of an A nominee and/or two votes in respect of the election of a B nominee
- 24 5 A casual vacancy arising among the Elected Directors shall be filled by the Board having regard to matters such as the gender requirement detailed in this Article 24 The person appointed to fill such vacancy shall hold office only until the next annual general meeting at which time he shall retire but shall be eligible for election as if he had not previously served as an Elected Director

24 6 A person who has served as an Elected Director may subsequently be appointed as a Director pursuant to Article 22 1 5

24 7 On the adoption of these Articles the Elected Directors shall be the following persons

Ivor Bellas (2012)

David Croxton (2013)

Nigel Evans (2013)

Margaret Berriman (2014)

Terry Leece (2014)

David Basham (2014)

Judith Walker (2014)

Graham Yates (2015)

Judith Hanratty CVO OBE (2015)

Julie Wright (2015)

and such Elected Directors shall each serve until the annual general meeting in the year specified above against their respective names

## **25. Co-opted Directors**

25 1 A Director elected pursuant to Article 22 1 5

25 1 1 shall serve for a two year term from (subject to Article 25 2) the annual general meeting at which he is elected to the second annual general meeting after his election,

25 1 2 shall thereafter be eligible for re-election for one further two year term No person may serve as a Director pursuant to Article 22 1 5 for more than two terms (be those terms consecutive or otherwise) nor may a person who has already served two terms subsequently fill a casual vacancy,

25 1 3 shall be eligible for re-election as a Director other than pursuant to Article 22 1 5 whether he has served one or two terms as a Director pursuant to Article 22 1 5,

25 1 4 shall not be eligible for election as Chairman

25 2 The Board may appoint a person pursuant to Article 22 1 5 at any time but such person shall hold office only until the next annual general meeting at which time he shall retire but shall be eligible for nomination as if he had not previously served as a Director appointed pursuant to Article 22 1 5

## **26. Board Nominations Committee**

26 1 The membership of the Board Nominations Committee shall comprise five persons

26 1 1 three being Directors, at least one of whom shall be male and at least one of whom shall be female, and

26 1 2 two, one of whom shall be male and one of whom shall be female, being elected by the Voting Members When electing such persons, whether on a show of hands or on a postal ballot or on a poll A Voting Members, B Voting Members and C Voting Members shall each have one vote in respect of each vacancy on the committee

26 2 Elected members of the Nominations Committee shall serve for a term of three years from the date of their election and shall be eligible to be re-elected for a second term of three years

26 3 No person may serve on the Nominations Committee for more than six years in aggregate (whether continuously or otherwise) in whatever capacity, whether elected or as a Director

## **27. Chief Executive**

27 1 The Board may, subject to Article 31 below, appoint a person to be the Chief Executive on such terms and for such period as they think fit and may delegate to the Chief Executive such of their powers as they think desirable to be executed by him The Chief Executive shall be a Director by virtue of his office

## **28. Finance Director**

28 1 The Board may, subject to Article 31 below, appoint a person to be the Finance Director on such terms and for such period as they think fit and may delegate to the Finance Director such of their powers as they think desirable to be executed by him The Finance Director shall be a Director by virtue of his office

## **29. Miscellaneous**

29 1 In any case where, as a result of death, insolvency or dissolution, the Company has no Voting Members and no Directors, the liquidators or administrators of the last Voting Member to have gone into liquidation or administration shall have the right, by notice in writing, to appoint a person to be a Director

## **30. Termination of Director's appointment**

30 1 A person ceases to be a Director as soon as

30 1 1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law,

30 1 2 a bankruptcy order is made against that person,

30 1 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,

30 1 4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months,

- 30 1 5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- 30 1 6 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms,
- 30 1 7 the Board so resolves should a Director absent himself from three consecutive meetings of the Board without sufficient reason (in the reasonable opinion of the Board) Any such resolution must be made either prior to such Director attending a subsequent meeting or at the first meeting that he does so attend having been previously absent,
- 30 1 8 he attains the age of 75, or
- 30 1 9 he is removed from office by a resolution passed pursuant to s 168 of the Companies Act 2006

### **31. Directors' Remuneration and Interests**

- 31 1 Directors may undertake any services for the Company that the Directors decide
- 31 2 Directors (other than the Chairman, the Elected Directors and the Directors appointed pursuant to Article 22 1 5 who shall not be entitled to and may not receive any remuneration from the Company or any subsidiary of the Company or any body corporate in which the Company is interested) are entitled to such remuneration as the Directors determine
  - 31 2 1 for their services to the Company as Directors, and
  - 31 2 2 for any other service which they undertake for the Company
- 31 3 Subject to the Articles, an Executive Director's remuneration may
  - 31 3 1 take any form, and
  - 31 3 2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director,subject always to any remuneration being fixed having regard to the current remuneration of directors in comparable posts
- 31 4 Unless the Directors decide otherwise, Executive Directors' remuneration accrues from day to day
- 31 5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested
- 31 6 Subject to such benefits being provided in accordance with the principles set out in Article 31 3, the Board may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any person who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him,

and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit

31 7 Subject to the provisions of the Companies Acts, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a Director notwithstanding his office

31 7 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,

31 7 2 may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and

31 7 3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

31 8 For the purposes of the Articles

31 8 1 a general notice given to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified, and

31 8 2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

31 9 No Director shall take any loan from the Company

## **32. Directors' expenses**

32 1 The Company may pay any reasonable expenses which the Directors (including, for the avoidance of doubt, the Chairman and the Elected Directors) properly incur in connection with their attendance at

32 1 1 meetings of Directors or committees of Directors,

32 1 2 general meetings, or

32 1 3 separate meetings of the holders of debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

### **Part 3**

#### **Members and Meetings**

##### ***Becoming and Ceasing to be a Member***

##### **33. Applications for Membership**

33 1 Save as detailed in Article 33 2, no person shall become a Voting Member of the Company unless

33 1 1 that person has completed an application for Membership in a form approved by the Directors,

33 1 2 that person has acknowledged their obligations under Article 3 1, and

33 1 3 the Directors have approved the application

The Rules shall specify such different categories of membership that there may be from time to time and the Directors shall categorise each new and existing Member by such categorisations

33 2 The Voting Members shall be

33 2 1 the existing Voting Members on the adoption of these Articles,

and, subject to the provisions of Article 33 1

33 2 2 the voting members of the EWGA as at the date of acquisition by the Company of the EWGA and/or the business, assets and liabilities of the EWGA and

33 2 3 such other persons or bodies as are admitted from time to time as Voting Members by the Board or the Company in accordance with the Articles and the Rules

33 3 Each Voting Member who is a Member County shall be designated by the Board as one of an A Voting Member, a B Voting Member or a C Voting Member in accordance with the categorisations detailed in the Rules and, in the event of reconstitution of a Voting Member, the Board may amend the designation in accordance with such categorisations

33 4 The Non-Voting Members shall be

33 4 1 the existing Non-Voting Members on the adoption of these Articles,

33 4 2 the non-voting members of the EWGA as at the date of acquisition by the Company of the EWGA and/or the business, assets and liabilities of the EWGA and

33 4 3 such other persons or bodies as are admitted from time to time as Non-Voting Members by the Board or the Company in accordance with the Articles and the Rules

33 5 The Honorary Life Members shall be

33 5 1 the existing Honorary Life Members on the adoption of these Articles,

33 5 2 the honorary life presidents of the EWGA as at the date of acquisition by the Company of the EWGA and/or the business, assets and liabilities of the EWGA; and

33 5 3 such other persons as are admitted from time to time as Honorary Life Members by the Company in general meeting in accordance with the Articles and the Rules

33 6 Neither a Non-Voting Member nor an Honorary Life Member shall have any right to receive notice of, attend, speak or vote at a general meeting of the Company

33 7 For the purposes of registration, the number of each category of Member is declared to be unlimited

#### **34. Termination of Membership**

34 1 A Member may withdraw from Membership of the Company by giving notice in accordance with the Rules Membership shall not be transferable in any event and shall cease immediately on death, dissolution or any other circumstance prescribed in the Rules or on the failure of the Member to comply or to continue to comply with any condition of Membership set out in the Articles or the Rules

34 2 A Member may be expelled as a Member through the following process

34 2 1 the Board resolves by a simple majority of all of the Directors (not just a majority of those attending and voting but excluding any Directors conflicted from voting) that such expulsion is in the interests of the Company,

34 2 2 notice of such resolution shall be served on the affected Member Such notice shall stipulate a date (which shall be not less than seven days after the deemed date of receipt of such notice) by which notice of appeal must be received by the Company failing which the affected Member shall be expelled on such date,

34 2 3 if a notice of appeal is received then a meeting of the Board shall be convened (on not less than 14 days' notice to each Director and the affected Member) at which meeting the affected Member shall be entitled to present a statement in its defence (verbally and/or in writing),

34 2 4 at such meeting and following consideration of such statement (if any) the Board shall vote (by a simple majority of those attending and voting) on whether to uphold its earlier decision to expel Such decision shall be notified to the affected Member at such meeting (assuming it is represented at the meeting) or by notice in writing (if it is not represented at the meeting) Should the Board uphold its decision then the affected Member shall (subject to Article 34 2 5) be expelled with immediate effect,

34 2 5 the affected Member may appeal to a general meeting of the Company by serving notice of its appeal on the Company (such notice must be received within seven days of the date of expulsion) Such appeal shall be heard at the next general meeting of the Company (subject to there being sufficient time to include the same in the notice of the general meeting) The affected Member shall be entitled to present a statement in its defence (verbally and/or in writing) to the general meeting,

34 2 6 at such general meeting the expulsion shall be confirmed or overturned by a simple majority vote of those Voting Members attending and voting Should the expulsion be overturned then the affected Member shall be reinstated with immediate effect Should the expulsion be confirmed then the affected Member shall pay the additional cost to the Company of such hearing on demand

- 34 3 Any Member whose annual affiliation fee is more than six months in arrears shall be deemed to have resigned as a Member unless the Board otherwise decides

#### *Organisation of General Meetings*

#### **35. Attendance and speaking at general meetings**

- 35 1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- 35 2 A person is able to exercise the right to vote at a general meeting when
- 35 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 35 2 2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- 35 3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- 35 4 In determining attendance at a general meeting, it is immaterial whether any two or more Voting Members attending it are in the same place as each other
- 35 5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

#### **36. Quorum for general meetings**

- 36 1 A quorum for any general meeting shall be 20 A Voting Members and 20 B Voting Members A C Voting Member shall count as both one A Voting Member and one B Voting Member when determining whether a quorum is present
- 36 2 No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

#### **37. Chairing general meetings**

- 37 1 If the Directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so
- 37 2 If the Directors have not appointed a Chairman, or if the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start
- 37 2 1 the Directors present, or
- 37 2 2 (if no Directors are present), the meeting,
- must appoint a Director or Member to chair the meeting, and the appointment of the Chairman of the meeting must be the first business of the meeting



37 3 The person chairing a meeting in accordance with this Article is referred to as “the Chairman of the meeting”

**38. Attendance and speaking by Directors and Others**

38 1 Directors may attend and speak (but not vote) at general meetings

38 2 The Chairman of the meeting may permit other persons who are not Voting Members (or representatives or proxies of Voting Members) to attend and speak (but not vote) at a general meeting

**39. Adjournment**

39 1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the meeting must adjourn it

39 2 The Chairman of the meeting may adjourn a general meeting at which a quorum is present if

39 2 1 the meeting consents to an adjournment, or

39 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

39 3 The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

39 4 When adjourning a general meeting, the Chairman of the meeting must

39 4 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and

39 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting

39 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)

39 5 1 to the same persons to whom notice of the Company’s general meetings is required to be given, and

39 5 2 containing the same information which such notice is required to contain

39 6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

## *General Meetings*

### **40. Annual General Meetings**

- 40 1 The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notice calling it
- 40 2 The annual general meeting shall be held for the following purposes
- 40 2 1 to receive from the Board financial statements pursuant to Article 58,
  - 40 2 2 to receive from the Board a report of the activities of the Company since the previous annual general meeting,
  - 40 2 3 to appoint the Company's auditors,
  - 40 2 4 to receive a report from the President,
  - 40 2 5 to ratify the appointment of the President, the President-Elect, any Honorary Life Members that have been proposed and (in the year of an appointment) the Chairman,
  - 40 2 6 to elect the Elected Directors in place of those retiring, and
  - 40 2 7 to transact such other business as may be brought before it

### **41. Other General Meetings**

- 41 1 The Company shall hold at least three general meetings in addition to the annual general meeting in each calendar year (the date of one general meeting may coincide with the date of the annual general meeting) The business of such general meetings shall be decided by the Board subject to due notice having been given A Voting Member may propose a resolution (or resolutions) to be considered at a general meeting Such proposed resolutions must be seconded by another Voting Member and made in writing addressed to the Company Secretary and be received not less than 35 days before the general meeting at which it is to be proposed

### **42. Calling General Meetings**

- 42 1 The Board may call general meetings and, on the requisition of one-tenth of the Voting Members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition Such requisition must state the object of the meeting If there are not within England sufficient Directors to call a general meeting, any Director or the Company Secretary may call a general meeting
- 42 2 There shall be given at least 21 clear days' notice in writing of every general meeting to such persons as are under the Articles or under the Act entitled to receive such notices from the Company
- 42 3 The notice shall specify the place, the day and the hour of the meeting, and in the case of special business the general nature of that business All business transacted at a general meeting, and all that is transacted at an annual general meeting, with the exception of the business set out in Article 40 2, shall be deemed special business

- 42 4 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting

*Voting at General Meetings*

**43. Voting: general**

- 43 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles
- 43 2 In the case of an equality of votes, whether on a show of hands, a postal ballot or on a poll, the Chairman shall not be entitled to a casting vote
- 43 3 Unless a poll is duly demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry 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
- 43 4 A resolution may be put to the vote of the Voting Members by way of written resolution in accordance with the provisions of the Companies Acts
- 43 5 The Directors may decide, in advance of a general meeting, to call a postal ballot in respect of a resolution which would otherwise be put to the vote at the general meeting. If there is to be a postal ballot, the details of the resolution and voting papers shall be sent to the Voting Members at such time as the Directors shall prescribe. Voting papers must be returned to the Company in a sealed envelope by such time as the Directors shall prescribe and shall be opened and counted by such person or persons as the Directors shall decide. The result of the postal ballot will be declared at the general meeting at which it would otherwise have been put to the vote
- 43 6 An employee of a Member County is eligible to be nominated by the same as the representative of such Member County in general meeting

**44. Voting: specific**

- 44 1 Every Voting Member shall be entitled to receive notice of, attend, speak and vote at general meetings. On a show of hands or on a postal ballot each A Voting Member shall have three votes, each B Voting Member shall have two votes, each C Voting Member shall have five votes and each Voting Member that is not a Member County shall have one vote
- 44 2 If a poll is demanded then each Voting Member that is
- 44 2 1 not a Member County shall have one vote, and
- 44 2 2 a Member County shall have the following number of votes:

Voting Member	Number of Votes
A Voting Member	Three times the number of Affiliated Clubs that were affiliated to it on the previous 1 January

B Voting Member                      Two times the number of Affiliated Clubs that  
were affiliated to it on the previous 1 January

C Voting Member                      Five times the number of Affiliated Clubs that  
were affiliated to it on the previous 1 January

44 3    The provisions of this Article 44 are subject to the provisions of Article 24 4

**45.    Errors and disputes**

45 1    No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the Chairman of the meeting whose decision is final.

45 2    If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case unless the Chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.

**46.    Poll votes**

46 1    A poll on a resolution may be demanded

46 1 1    in advance of the general meeting where it is to be put to the vote, or

46 1 2    at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared, and

46 1 3    in respect of a postal ballot, either before or immediately after the result is declared at the general meeting

46 2    A poll may be demanded by

46 2 1    the Chairman of the meeting,

46 2 2    the Board, or

46 2 3    two or more Voting Members having the right to vote on the resolution

46 3    A demand for a poll may be withdrawn if

46 3 1    the poll has not yet been taken, and

46 3 2    the Chairman of the meeting consents to the withdrawal

A demand so withdrawn shall not invalidate the result on a show of hands or postal vote (as the case may be)

46 4    Polls must be taken immediately and in such manner as the Chairman of the meeting directs

#### **47. Content of proxy notices**

- 47 1 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which
  - 47 1 1 states the name and address of the Member appointing the proxy,
  - 47 1 2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed,
  - 47 1 3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine, and
  - 47 1 4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 47 2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 47 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 47 4 Unless a proxy notice indicates otherwise, it must be treated as
  - 47 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - 47 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

#### **48. Delivery of proxy notices**

- 48 1 Subject to the restrictions within the Companies Acts, the Board shall stipulate from time to time when, how and where proxy notices should be delivered in respect of any general meeting
- 48 2 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person
- 48 3 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 48 4 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 48 5 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf

#### **49. Amendments to resolutions**

- 49 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
- 49 1 1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the meeting may determine), and
  - 49 1 2 the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution
- 49 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
- 49 2 1 the Chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - 49 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 49 3 If the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman's error does not invalidate the vote on that resolution

### ***Part 4***

#### ***Administrative Arrangements***

#### **50. Means of communication to be used**

- 50 1 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being
- 50 2 A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours
- 50 3 The Company can deliver a notice or other document to a Member
- 50 3 1 by delivering it by hand to the address recorded for the Member on the register,
  - 50 3 2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the Member on the register,
  - 50 3 3 by fax to a fax number notified by the Member in writing,
  - 50 3 4 by electronic mail to an address notified by the Member in writing, or
  - 50 3 5 by a website, the address of which shall be notified to the Member in writing

This Article does not affect any provision in any relevant legislation or the Articles requiring notices

or documents to be delivered in a particular way

- 50 4 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member
- 50 5 If a notice or document is sent by post or other delivery service not referred to below, it is treated as being delivered
- 50 5 1 24 hours after it was posted, if first class post was used, or
- 50 5 2 72 hours after it was posted or given to delivery agents, if first class post was not used, provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was
- 50 5 3 properly addressed, and
- 50 5 4 put into the post system or given to delivery agents with postage or delivery paid
- 50 6 If a notice or document is sent by fax, it is treated as being delivered at the time it was sent
- 50 7 If a notice or document is sent by electronic mail, it is treated as being delivered at the time it was sent
- 50 8 If a notice or document is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website

## **51. Company seals**

- 51 1 Any common seal may only be used by the authority of the Directors
- 51 2 The Directors may decide by what means and in what form any common seal is to be used
- 51 3 Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- 51 4 For the purposes of this Article, an authorised person is
- 51 4 1 any Director of the Company,
- 51 4 2 the Company Secretary (if any), or
- 51 4 3 any person authorised by the Directors for the purpose of signing documents to which the common seal is applied

## **52. No right to inspect accounts and other records**

- 52 1 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member

### **53. Provision for employees on cessation of business**

- 53 1 The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary

#### *Directors' Indemnity and Insurance*

### **54. Indemnity**

- 54 1 Subject to Article 54 2, a relevant Director of the Company or an associated company shall be indemnified out of the Company's assets against
- 54 1 1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
  - 54 1 2 any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
  - 54 1 3 any other liability incurred by that Director as an officer of the Company or an associated company
- 54 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law
- 54 3 In this Article
- 54 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
  - 54 3 2 a "relevant Director" means any Director or former Director of the Company or an associated company

### **55. Insurance**

- 55 1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss
- 55 2 In this Article
- 55 2 1 a "relevant Director" means any Director or former Director of the Company or an associated company,
  - 55 2 2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and
  - 55 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate



## *Rules and Regulations*

### **56. Rules**

56 1 The Company in general meeting may from time to time make, vary and revoke Rules, which shall be binding on the Members, relating to aspects of the Company including (without limitation) the following

56 1 1 establishing different categories of Membership of the Company,

56 1 2 determining and setting out the rights, privileges and obligations of the different categories of Member,

56 1 3 setting the levels of annual affiliation fees (or other forms of fee) to be paid by the different categories of Member, and

56 1 4 the creation of committees and regional groups to assist the Board in the better administration of the Company and the procedures to be adopted in appointing personnel to the same

### **57. Regulations**

57 1 The Board (or any individual or committee to whom it delegates power) shall have make, vary and revoke regulations, mechanisms and standing orders, which shall be binding on the Members, for the better administration of the Company including (without limitation)

57 1 1 regulations for the selection of competitors to represent England in international matches and competitions and the management of any team of competitors so selected,

57 1 2 regulations for the promotion and organisation of championships,

57 1 3 mechanisms for co-ordinating the arrangement of and the date of fixtures of Amateur Golf competitions,

57 1 4 mechanisms for co-ordinating the commercial activities of the sport of Amateur Golf and any televising or broadcasting of Amateur Golf competitions,

57 1 5 mandatory regulations (other than rules relating to their Membership) for Affiliated Clubs and Affiliated Facilities,

57 1 6 regulations as to the function, role and operation of committees and regional groups to assist the Board in the better administration of the Company,

57 1 7 regulations setting out disciplinary procedures for Members,

57 1 8 regulations in respect of anti-doping for Amateur Golf and to ensure compliance with national and international rules relating to doping control,

57 1 9 safeguarding,

57 1 10 equity policies, and

57 1 11 such other regulations or policies as the Board thinks fit

## *Accounts and Audit*

### **58. Accounts**

- 58 1 The Board shall cause accounting records of the Company to be kept in accordance with Companies Acts and any regulations made pursuant thereto (or as the same may be hereafter amended or altered)
- 58 2 Accounting records shall be kept at the registered office of the Company or, subject to the Companies Acts, at such other place or places as the Board shall think fit and shall always be open to the inspection of any Director
- 58 3 At the annual general meeting in every year the Board shall lay before the Voting Members financial statements for the period since the last preceding financial statements (or in the case of the first financial statements since the incorporation of the Company made up to a date not more than seven months before such meeting) All financial statements shall be accompanied by reports of the Board and the auditors of the Company, and copies of such financial statements and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of the Companies Acts, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served

### **59. Audit**

- 59 1 Once at least in every year the financial statements shall be examined by one or more appropriately qualified auditor or auditors, who shall report to the Voting Members in accordance with the Companies Acts
- 59 2 Auditors shall be appointed and their duties regulated in accordance with the Companies Acts

## *Dissolution*

### **60. Dissolution**

- 60 1 If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed among the Voting Members in proportion to the number of votes each Voting Member has on a poll as compared to the total number of votes capable of being cast on a poll