

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
of

THE BRUNTSFIELD LINKS GOLFING SOCIETY LIMITED

(Adopted by Special Resolution passed on 26th March 2004 as amended by special resolutions passed at the AGM held on 26 March 2010)

1. The Society for the purpose of registration is declared not to exceed 700 Town Members. Honorary and Voting Country Members are also classed as full Members of the Society. A Town Member shall be a gentleman over the age of 18 years who has his permanent address or who ordinarily resides or has his principal place of business within a distance of 60 miles from the Clubhouse by road. An Honorary Member shall be such person as shall be elected by the Directors who in their opinion merits the honour of becoming an Honorary Member of the Society. An Honorary Member shall not be required to pay an annual subscription. A Voting Country Member shall be a gentleman over the age of 18 years who has his permanent address or who ordinarily resides outside a distance of 60 miles from the Clubhouse by road, and who does not have a place of business within a distance of 60 miles from the Clubhouse by road and was a Country member prior to 26th March 2004. In the event that the number of Town Members paying the full subscription falls below 525, those paying the full subscription may be increased to that number.
2. The Society may, at any of their Ordinary Meetings, or at any Extraordinary Meeting called for the purpose, increase the membership of the Society.
3. The Company shall be styled "The Bruntsfield Links Golfing Society Limited", and is herein referred to as "the Society".
4. The Directors shall have power to carry into effect either with or without modification, as may be agreed on, the Provisional Agreement between Miss Mary Ramsay Gibson Maitland and others, dated 11th and 19th February 1898, referred to in the Memorandum of Association.

Every person who at the date of the registration of the Society was a Member of the unincorporated Association known as The Bruntsfield Links Golfing Society, and who within fourteen days after the registration of the Society agreed to become a Member of the Society, shall be a Member of the Society.

The following were the first Directors of the Society, viz:- James Hamilton Inches, 11 Merchiston Avenue (Captain); David Nicolson Cotton, CA. North St. David Street (Treasurer); George Sinclair Ross Moncrieff, 6 Rutland Square (Secretary); Hugh Gilmour, 18 St. Andrew Square; Charles Samuel Halkett, 5 Douglas Crescent (the Society's Gold Medal Holder); James Gibson, S.S.C., 31 St. Andrew Square; Charles Dickson Rutherford, 4 West Castle Road; Donald Alexander Gow, 20 York Place; James Pringle, Bellevue, 5 Tipperlinn Road; Thomas Stoddart Aitchison, Monkwood, 10 Kilgraston Road; and Edward Bruce, 20 West Mayfield, all in Edinburgh.

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APPLICATION FOR MEMBERSHIP AND ELECTION

5. Application for Membership and the election of an applicant to Membership of the Society shall be in accordance with the Rules of the Society for the time being.
6. On election to Membership and payment of the Entry Money and Annual Subscription the name of an applicant shall be entered in the Register of Members and he shall thereupon be deemed to have become a Member of the Society.
7. No person under the age of 18 years shall be elected to any class of Membership other than Junior Membership.

ENTRY MONEY AND SUBSCRIPTIONS

8. Entry Money and subscriptions shall be fixed and shall be payable in accordance with the Rules of the Society for the time being. Annual subscriptions shall be payable on 1st January in each year for the year ending 31st December following.

GENERAL MEETING OF THE SOCIETY

9. The Annual General Meeting of the Society shall be held at such place and hour, and on such day in the month of February, March or April in each year as the Directors may fix. All other General Meetings shall be called Extraordinary, and shall be held at such time and place as the Directors may fix.
10. The Directors may, whenever they think fit, and they shall upon a requisition made in writing by not less than twenty Members entitled to attend and vote at a General Meeting of the Society, convene an Extraordinary General Meeting at such time and place as the Directors may fix.
11. Any requisition made by the Members shall express the object of the Meeting proposed to be called, and shall be left at the Registered Office of the Society.
12. Upon receipt of such requisitions the Directors shall forthwith proceed to convene a General Meeting. If they do not proceed to convene the same within twenty one days from the date of the requisition being left at the office, the requisitionists, or any other twelve Members, may themselves convene a meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any meeting unless a quorum of Members is present when the Meeting proceeds to business. A quorum shall be twenty Members personally present.
14. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty one days' notice in writing given to those entitled to vote at general meetings of the Society in accordance with these articles. Any other meeting of the Society shall be called by at least fourteen days' notice in writing. The notice shall specify the place, the date, and the hour of the meeting, and in the case of special business the general nature of such business, and shall be given to the Members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Society in General Meeting; but the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting. In counting the number of days' notice to be

given of any meeting the day on which the notice is served shall be excluded, also the day on which the Meeting is to be held.

15. All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the Accounts, Balance Sheets, and Annual Report of the Directors, the election of Directors and Office Bearers, the re-appointment of the retiring Auditor, and any resolution to alter Entry Monies or Annual Subscriptions payable by those entitled to vote at General Meetings of the Society in accordance of these Articles.
16. If within half an hour from the time appointed for the Meeting a quorum of Members is not present, the Meeting, if convened upon the requisition of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the following week, at the same time and place and if at such adjourned Meeting a quorum is not present, the Members present shall form a quorum.
17. The Captain, whom failing, the Vice-Captain, shall preside as Chairman, at every General Meeting of the Society, and at every Directors' Meeting.
18. If there is no such Chairman, or if at any Meeting he is not present at the time of holding the same, the Members present shall choose someone of their number to be Chairman of such Meeting.
19. The Chairman may, with the consent of the Meeting, adjourn any Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
20. At any Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless before or on the declaration of the result on the show of hands a poll is demanded by the Chairman or by at least five Members present in person or by proxy.
21. A declaration by the Chairman that a Resolution has been carried on a show of hands and an entry to that effect in the Minute Book of the Society, signed by the Chairman of the Meeting, or by the Chairman of any subsequent Meeting at which such Minute comes up for approval, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
22. If a poll is demanded in manner foresaid, the same shall be taken in such manner as the Chairman may direct, and the result of such poll shall be deemed to be the resolution of the Society in General Meeting. In the case of equality of votes, either at a Meeting or a poll, the Chairman shall be entitled to a second or casting vote.

VOTES

23. Each Member must vote in person or by proxy satisfying the requirements of Article 23A.
- 23A.(1) Proxies may only be validly appointed by a notice in writing (a "**Proxy Notice**") which
 - (a) States the name and address of the Member appointing the proxy;
 - (b) Identifies the person appointed to be that Member's proxy and the General Meeting in relation to which such person is appointed;

- (c) Is signed by the appointing Member or is otherwise authenticated in such manner as the Directors may determine: and
 - (d) Is delivered to the Society at least 48 hours prior to the scheduled time of the relevant Meeting and in accordance with any instructions contained in the notice calling such Meeting.
- (2) The Society may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.
 - (3) If a General Meeting is adjourned then all proxies validly appointed in terms of this Article 23(A) for that Meeting shall be deemed to apply to any adjournments thereof.
 - (4) In order to revoke the appointment of a proxy in terms of these Articles, the appointing Member must sign and deliver to the Society at least 24 hours before the start of the relevant Meeting an appropriate written revocation notice.
 - (5) The Society shall have no responsibility to check that proxies vote in accordance with the instructions given them.
 - (6) In calculating the periods mentioned in this Article 23A, no account shall be taken of any part that is not a working day as defined in the Companies Acts.
24. Subject to what is provided in Article 22, every Member shall have one vote and no more. Those entitled to attend a General Meeting of the Society and vote shall be Town Members, Honorary Members and Voting Country Members.
25. No Member shall be entitled to vote at any meeting unless all monies due from him to the Society have been paid.

DIRECTORS

26. Until otherwise determined the Directors of the Society shall be not more than sixteen nor fewer than twelve in number and shall consist of the Captain, Vice-Captain, Honorary Treasurer, Honorary Secretary and not more than twelve nor fewer than eight Ordinary Directors. All Directors must be Members of the Society and five of them shall form a quorum. The Directors shall be appointed by the Society at its Annual General Meeting. The Captain, Vice-Captain, Honorary Treasurer and Honorary Secretary shall hold office until the next Annual General but shall be eligible for re-election. Of the Ordinary Directors twenty five percent shall retire annually at the date of the Annual General Meeting. A retiring Director shall be eligible for immediate re-election for one year but shall not be eligible for further re-election until one year has elapsed from the date of his retiral except to the office of Captain, Vice-Captain, Honorary Treasurer or Honorary Secretary. The order of retiral shall as far as possible be according to seniority of election.
27. The whole procedure for and in connection with the nomination for and election of future Directors shall be fixed and determined by the Directors from time to time.
28. A resolution signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted, and may consist of several documents in the same terms each signed by one or more of the Directors.

29. The Directors shall have power to co-opt any Member of the Society whether to fill a casual vacancy occurring in the number of the Directors or otherwise. A Member co-opted to fill a casual vacancy shall have his appointment confirmed at the next Annual Meeting and, if confirmed, shall serve as a Director for the remainder of the term of the Director whose vacancy he is filling.
30. The continuing Directors for the time being may act notwithstanding any vacancy in their body; but if the number falls below six they shall, before transacting any business of the Society (emergencies alone excepted), fill up their numbers to not fewer than six.
31. The Directors shall, but subject to the provisions of the Articles of Association, regulate their mode of procedure, and shall meet at such times and places as they may consider necessary and convenient for the transaction of the business.
32. All matters (except the election and expulsion of members) not unanimously agreed upon by the Directors shall be decided by a vote of the majority of those personally present, but in case the votes shall be equally divided the Chairman shall have a second or casting vote.
33. All acts done by any meeting of the Directors, or of a Committee of Directors, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they, or any of them, were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
34. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Society for the time being vested in or excisable by the Directors generally.

POWERS OF DIRECTORS

35. Subject to the provisions of Article 48 no Director shall be disqualified by his office from contracting with the Society either as vendor, purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Society, in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Society for any profit realized by any such contract or arrangement, by reason of such Director holding that office or of the fiduciary relation thereby established; but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest, and that no Director shall, as a Director, vote in respect of any contract or arrangement in which he is so interested as aforesaid; and if he does so vote, his vote shall not be counted. But this prohibition shall not apply to the Provisional Agreement mentioned in Article 4 hereof, or to any matters arising thereout, or to any contract by or on behalf of the Society to give to the Directors or any of them, any security by way of indemnity, and this prohibition may at any time or on any occasion be suspended or relaxed to any extent by a General Meeting of the Society.
36. The business of the Society shall be managed by the Directors, who may exercise all such powers of the Society as are not hereby required to be exercised by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any

prior act of the Directors which would have been valid if such regulation had not been made.

37. Without prejudice to the general powers conferred by the last preceding Article and the other powers conferred by these presents, it is hereby expressly declared that the Directors shall have the following powers, that is to say power
- (1) To pay the whole legal and other costs, charges and expenses in vesting the interest of the Society in any heritable property.
 - (2) To purchase or otherwise acquire for the Society any heritable or moveable property, rights or privileges which the Society is authorised to acquire, at such price and generally on such terms and conditions as the Directors think fit, and to sell or otherwise dispose of the same by public roup or private bargain, or to lease, mortgage or burden the same.
 - (3) To borrow money, either on the security of the whole or any part of the heritable or moveable property or rights of the Society or in any manner whatsoever, and to secure the repayment of moneys so borrowed by the issue of debenture stock, debentures, bonds, standard securities or other deeds charged upon all or any part of the property of the Society, both present and future.
 - (4) To appoint, and at their discretion remove or suspend such officers (other than the Captain, Vice-Captain, Honorary Treasurer, Honorary Secretary, and Auditors of the Society), clerks, agents, servants, and other employees, and employ such professional men, tradesmen, or other persons as the Directors may consider necessary or expedient, in pursuance of or in relation to any of the objects of the Society, and to determine the powers and duties and fix the remuneration of such officers and others, including the Office-Bearers and Auditors of the Society, and to require security in such instances and to such amount as the Directors may think fit.
 - (5) To institute, conduct, defend, compound, or abandon any legal proceedings by and against the Society or its officers, or otherwise concerning the affairs of the Society, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Society.
 - (6) To refer any claims or demands by or against the Society to arbitration, and observe and perform the awards.
 - (7) To make and give receipts, releases, and other discharges for money payable to the Society, and for the claims and demands of the Society, and to remit in special circumstances the subscription in whole or in part due by any Member.
 - (8) To grant, draw, endorse, accept, and negotiate bills of exchange, promissory-notes, drafts, cheques, and other negotiable instruments, and grant and execute deeds, contracts, and other documents on behalf of the Society, and use where necessary or proper the seal of the Society.
 - (9) From time to time make, vary and repeal such rules prescribing the qualifications, conditions and privileges of various classes or types of Membership, other than of those Members entitled to vote at General Meetings of the Society in accordance

with these articles, and such bye-laws in connection with playing the game of golf on the Course of the Society or with the use of the Clubhouse and other property of the Society, or generally for the regulation of the affairs of Society, as the Directors shall think proper: and such rules and bye-laws on being published in the Clubhouse of the Society for the time being shall forty-two days after publication become binding upon the Members until varied, altered, or set aside by the Directors, or by a General Meeting of the Society.

- (10) To enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Society as Directors may consider expedient, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Society.
- (11) To delegate to a committee of one or more of their number to investigate and report upon, or execute and carry out any special matter falling within the powers of the Directors, with or without power to employ and pay for the services of others in dealing with the matters so committed.
- (12) To appoint from their number an Executive Standing Committee or Committees to deal with such business of the Society as the Directors may from time to time remit to it.

DIRECTORS VACATING OFFICE

- 38. A Director shall vacate office - (a) if and when he is requested by the Society in General Meeting to resign; (b) if by notice in writing to the Secretary he resigns his office; and (c) if and when he ceases to be a Member of the Society.

NOTICES

- 39. A notice may be served by the Society upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered place of abode
- 40. Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post-office.
- 41. As regards those Members who have no registered address in the United Kingdom, a notice posted up in the Clubhouse shall be deemed to be served on them on the day on which it is so posted up.

SELLING AND OTHER POWERS

- 42. The Society may at any time, and from time to time, by resolution in General Meeting, resolve to sell or feu by public roup or private bargain, lease or surrender, or otherwise dispose of the heritable or moveable property or rights of the Society, or any part thereof;

and may sell, feu, lease, surrender, or otherwise dispose of such property and rights; and borrow money for any of these purposes.

43. Every such resolution, as aforesaid, for exercising any of the powers in the immediately preceding article, shall be carried into effect by the Directors in such a way as they shall deem most expedient, and subject also to any specific instructions which may be given in reference thereto by the Meeting at which such resolution shall be passed.

ACCOUNTS AND AUDIT

44. The Honorary Treasurer of the Society shall, subject to the instructions of the Directors, receive and disburse all moneys due to or by the Society and keep regular books showing the accounts and transactions of the Society. The accounts of the Society shall be made up by the Treasurer to 31st December in each year. A revenue account containing an account of the receipts and expenditure during the preceding year, and a balance-sheet containing a statement of the financial position of the Society shall be submitted for approval to the Annual General Meeting, after having been audited by the Society's Auditor. The said revenue account and balance-sheet, with the Auditor's docquet or report thereon, shall be printed, and a copy posted to every Member of the Society resident in the United Kingdom, not less than twenty one days before the Meeting.
45. The Auditor shall be appointed annually by the Society at the Annual General Meeting, and shall not be a Director or retiring Director.

NON-PLAYING, SUPERNUMERARY, AND TEMPORARY MEMBERS

46. No person shall be allowed to become a Non-playing, Supernumerary, or Temporary Member of the Society or be relieved of the payment of the regular Entry-Money or Subscription, except those possessing the qualification defined in the Articles of Association or Rules of Membership, and subject to the Conditions and Regulations prescribed therein.
47. Persons admitted to the privileges of the Clubhouse and Course under Rules of Membership made by the Directors in implement of their powers under Article 37(9) hereof shall have no right or interest in the property of the Society. They shall have no voice in the management of the Society's affairs. They shall not be entitled to notice of, or to attend any meetings of the Society, and they shall not be deemed to be Members within the meaning of Article 1 of the Articles of Association.

MISCELLANEOUS

48. No Director, Manager or Servant employed in the premises of the Society shall have any personal interest in the sale of exciseable liquors therein, or in the profits arising from such sale.
49. No exciseable liquors shall be sold or supplied for consumption outside the premises of the Society.