

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
THE ROSSENDALE GOLF CLUB LIMITED
(Adopted by Special Resolution passed on 1st February 2012)

PRELIMINARY

1. In these Articles, unless there be something in the subject or context inconsistent therewith:

"The Act" means the Companies Act 1985 including any statutory modification or reenactment for the time being in force.

"The Club" means The Rossendale Golf Club Limited.

"A Golf Club Member" will be aged 18 years of age with playing rights and responsibilities in the Club including the right to attend and vote at General Meetings and stand for election to Council.

"Member" means where the context allows, any Member of the Club.

"Annual Meeting" and "Extraordinary Meeting" mean respectively an Annual General Meeting or an Extraordinary General Meeting of the Club.

"General Meeting" means a General Meeting of the Club, whether annual or extraordinary.

"Special Resolution" means a Special Resolution of the Club in accordance with Section 378 of the Companies Act 1985.

"Extraordinary Resolution" means an Extraordinary Resolution of the Club in accordance with Section 378 of the Companies Act 1985.

"The Secretary" means the Secretary or Secretaries for the time being of the Club.

"In Writing" means written or printed, partly written and partly printed.

Words importing only the singular number include the plural number and vice-versa.

All Council Members for the time being shall be Directors of the Club.

The "annual subscription" is those fees payable by all members dependent on their membership category.

2. The Company is established for the purposes expressed in the Memorandum of Association. The Club shall not make any distribution of any surpluses save to another non-profit making body.

MEMBERSHIP

3. The Council is empowered to elect Members on such terms and subject to such regulations as they from time to time deem advisable. The number of members with which the Club is registered is eight hundred but the Council may from time to time register an increase of members. Each candidate must be proposed by a Member to whom they are personally known and shall be seconded by another Member. No person shall be elected unless three quarters of the Members of Council are present at a meeting held to approve an election.

(a) Every application for membership shall be made in writing, signed by the candidate, their proposer and seconder and forwarded to the Secretary on the relevant form. The proposer and seconder must be Golf Club Members who have been members of the Club for a minimum of two years.

(b) Every application for membership shall be posted in the Club and shall be submitted to the meeting of the Council next following the expiration of 7 days from such posting.

(c) Subject to any restrictions that may from time to time be imposed by the Council, the following persons shall be entitled to admission to the Club premises as guests of the Club and to purchase intoxicating liquor for consumption on the premises:

- (i) golfers on payment of a green fee;
- (ii) persons taking table meals at the Club; and
- (iii) persons attending any function organised by the Club

4. The election of a candidate shall forthwith be notified to him or her by the Secretary with a request to pay the relevant entrance fee and annual subscription. The agreement to pay the entrance fee and appropriate annual subscription shall be acknowledgement and acquiescence to the Articles of Association and to the Rules of the Club for the time being. Candidates shall not be deemed a Member until the relevant annual subscription has been paid and an arrangement to pay any entrance fee has been agreed.
5. The rights and privileges of every Member shall be personal and they shall not be transferable by individual act or by operation of law. These rights and privileges shall cease upon death or cessation of membership.
6. Any Member may withdraw from the Club (or change their category of membership) by giving the Secretary notice in writing before the end of the current membership year of their intention to do so. Failure to do so will make the Member liable for the ensuing year's subscription.
7. On the recommendation of Council, any Member may at a General Meeting of the Club be elected an Honorary Life Member. A two-thirds majority of those voting shall be necessary for such election. Every Honorary Life Member shall be entitled to all the privileges and be subject to all the duties of a Member during their lifetime without having to pay any further subscriptions or levies. Any member who attains 50 years' continuous full membership (gentlemen and ladies) shall automatically be elected an Honorary Life Member.

8. Any Member whose annual subscription is unpaid two calendar months after the start of the subscription year, or any direct debit instalment is still unpaid one month after the due date, shall cease ipso facto to be a Member. The Member shall forfeit all right in and claim upon the Club and its' property. The Member may be re-instated at the discretion of Council on payment of all arrears and any surcharge for late payment.
9. Only Golf Club Members can be elected Officers of the Club, serve on Council, attend and vote at general meetings of the Club, or be entitled to claim any share of the assets of the Club on its dissolution.

EXPULSION OF MEMBERS

10. If any Member shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles of Association or bye-laws of the Club or shall be guilty of any conduct objectionable in any respect or likely to be injurious to the Club, as the case may be, such Member shall be liable to suspension or expulsion from the Club by resolution of Council. A Member expelled under this Article shall forfeit all right in and claim upon the Club and its property.
11. To deal with any particular disciplinary inquiry, Council will appoint a disciplinary committee to consist of not less than three impartial Past Captains from within the current membership of the Club, whether or not holding any office. Council will direct which of the three Past Captains will be chairman.

An inquirer may appeal in writing to Council against the decision of the relevant disciplinary committee within 14 days of the date of announcement or the service on the inquirer of the decision of the relevant disciplinary committee.

Council will as soon as possible appoint an Appeal Committee of three Golf Club Members for the purpose of dealing with the appeal. The decision of an Appeal Committee shall be final and there shall be no right of appeal by the inquirer or any other person or body against it.

12. If any Member shall be convicted of an indictable offence, or shall be adjudged a bankrupt, or shall make any composition or arrangement with creditors under the provisions of any statute or, being engaged in any profession shall on account of misconduct be prohibited by the governing body of such profession from continuing to practise under their regulations, such Member shall, if Council so decide, cease to be a Member. As a result, such Member shall forfeit all right in and claim upon the Club and its property. Such Member on application, may be re-admitted and restored to their former rights by Council at their discretion.

SUBSCRIPTIONS AND ENTRANCE FEES

13. Every Member shall pay an annual subscription plus any other fees as determined from time to time by Council. Life members shall be excluded from the payment of annual subscriptions plus any other fees as determined from time to time by Council.
14. Annual subscriptions and other fees can be determined by Council other than increases of more than 5% or inflation, whichever is the higher, which must be approved in general meeting. Inflation is to be measured by the Retail Price Index or such other index which takes its place. These become due and payable in advance on the first day of the subscription year. Members elected during the course of the subscription year shall pay the prescribed annual subscription on a monthly pro rata

basis. The subscription year may be changed at the discretion of the Council.

GENERAL MEETINGS

15. The Club shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Club and that of the next. The Annual General Meeting shall receive the Report of Council, the Balance Sheet and Accounts for the year ending in the previous twelve months and the Report of the Auditors thereon. The Auditors shall be approved for the following year. Members of Council will be elected and any ordinary business of the Club will be transacted. At least twenty-one days before the date of the Annual General Meeting, the notice calling the meeting, the Report of Council and the Balance Sheet and Accounts will be sent to each Golf Club Member.
16. All general meetings other than annual general meetings shall be called extraordinary general meetings.
17. Council may whenever it thinks fit, convene an extraordinary general meeting. An extraordinary general meeting can also be convened upon a requisition made in writing by not less than thirty Golf Club Members who at the date of the requisition have the right to attend and vote at general meetings. Any requisition so made shall state the object of the meeting proposed to be called and be addressed to the Secretary of the Club.
18. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days clear notice in writing. All other general meetings shall be called by at least fourteen days clear notice. The notice shall specify the date and time of the meeting, the nature of the business to be transacted thereat and shall be given to Golf Club Members in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by general meeting. The non-receipt of such notice by any Golf Club Member shall not invalidate the proceedings at any general meeting. A copy of such notices shall be posted in the Clubhouse at least fourteen days before the day of the Meeting and remain until the meeting has been held.

PROCEEDINGS AT GENERAL MEETINGS

19. No resolution passed at any extraordinary general meeting shall be valid unless a quorum of Golf Club Members is present when the vote is taken. If, within half-an-hour from the time appointed for the meeting, a quorum of Golf Club Members is not present, the meeting if convened upon the requisition of Golf Club 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. If at such adjourned meeting a quorum of Golf Club Members is still not present, the Golf Club Members present shall be a quorum and may transact the business for which the meeting was called. At all general meetings of the Club, one tenth of Golf Club Members who, at the date of the meeting have the right to attend and vote, shall form a quorum.
20. The Men's President or the Ladies President shall preside as Chairman at every general meeting of the Club. If neither of these persons be present within five minutes after the time appointed for the meeting, the members of Council present may choose one of their number to be Chairman of the meeting.

21. The Chairman may, with the consent of any general meeting, adjourn the same 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.
22. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least three Golf Club Members present in person. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
23. For all resolutions proposed at general meetings every Golf Club Member shall have one vote. Members shall be permitted to appoint a Proxy to exercise their vote on the behalf of Members. The Proxy shall be either the Chairman of the meeting or another Golf Club Member.
24. No Golf Club Member shall be entitled to vote at any general meeting unless all monies due to the Club have been paid.

OFFICERS AND MEMBERS OF COUNCIL

25. The Directors of the Club (herein referred to as Council) shall be the officers and not more than nine other Golf Club Members.
26. The Officers of the Club shall consist of the Men's President, the Ladies' President, the Men's Captain, the Ladies' Captain, the Men's Vice Captain, the Ladies' Vice Captain, the Treasurer and the Secretary. The Treasurer and the Secretary shall be appointed by Council. Where a Secretary or Treasurer receives remuneration for their services, they shall not be entitled to vote at Council meetings or general meetings of the Club.
27. At every Annual General Meeting of the Club the Officers and one-third of the Members of Council shall retire from office, but shall be eligible for re-election at the same or any other General Meeting. The members of Council shall retire in order of seniority of election.
28. Officers and Members of Council shall be elected as follows:
Each candidate must be a Golf Club Member who has been a member of the Club for a minimum period of two years and must be proposed and seconded in writing by Golf Club Members who have been members of the club for a minimum period of two years. The names shall be written on a nomination sheet which shall be posted in the Clubhouse twenty-one days at least immediately before the day of election. At 5.00 p.m. two days prior to the day of the election, the nomination sheet will be withdrawn. The elections shall take place at a General Meeting and may be by show of hands or in the case of Council Members by ballot which shall be conducted in the manner from time to time prescribed by Council in the presence and under the direction of scrutineers who shall be Golf Club Members and elected for the purpose at the meeting. In the case of a tie the Chairman at the meeting shall have a casting vote. In case no more or less than the required number shall be nominated, those so nominated shall be declared elected without a ballot.

29. In case there should not be sufficient number of candidates nominated, the Council may fill up the remaining vacancy or vacancies. Such appointment(s) to be presented for ratification at a subsequent annual general meeting.
30. Council may from time to time co-opt Golf Club Members to Council for special purposes and for such period as the Council may determine. Co-opted Golf Club Members shall not be entitled to vote at Council meetings.
31. Council may from time to time delegate any of their powers to such committee(s) consisting of one or more Golf Club Members whom they shall think fit to appoint, and may recall or revoke any such delegation or appointment. Any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be prescribed by Council.

DISQUALIFICATION OF COUNCIL MEMBERS

32. A Member of Council shall be deemed to have vacated his office:
 - (a) If no longer a Golf Club Member or ceases to be an Officer of the Club.
 - (b) Is absent from Council Meetings for a period of six months without special leave of absence being agreed by other Members of the Council.
 - (c) Resigns in writing as a Golf Club Member.
 - (d) Becomes bankrupt or insolvent or compounds with creditors.
 - (e) Becomes of unsound mind or found a lunatic.
 - (f) If removed by resolution at an Extraordinary General Meeting.
 - (g) Convicted of any offence which in the opinion of the Council is of such a nature or seriousness which warrants vacating office.
 - (h) Is directly or indirectly interested in any contract with the Club and fails to declare the nature of such interest in manner required by section 317 of the Act.

BORROWING POWERS

33. Council may exercise all the powers of the Club to borrow money and to mortgage or charge its undertaking and property or any part thereof. It is also empowered to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Club or of any third party.

POWER AND DUTIES OF COUNCIL

34. Council shall have the control and management of the business and property of the Club. In all cases, not provided for in these Articles, it shall be lawful for Council to act in such manner as shall appear to be its best calculated to promote the purposes intended to be promoted by the Club. In addition to the powers and authorities expressly conferred upon it by these Articles, it can exercise all such powers and do all such acts, deeds and things as may be exercised or done by the Club and are not hereby or by statute expressly directed or required to be exercised by the Club in General Meeting.
35. Council shall not enter into any agreement involving the sale, barter, purchase or leasing of any land without the approval of the Golf Club Members in General Meeting.
36. When any application for planning permission is made to the Local Authority under the Town and Country Planning Acts concerning the Club's assets, such application will be brought to the Members' attention by a notice prominently displayed in the

Clubhouse. Copies of the application will be made available to Members on request.

37. Council may appoint and at their discretion remove or suspend Officers and employees of the Club, agents and servants for permanent/temporary or special services. Council shall determine their powers and duties, fix salaries or emoluments or require security in such instances and to such amounts as they think fit.
38. Council shall have power from time to time to make, alter and repeal all such bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club. Council shall adopt such means as they deem sufficient to bring to the notice of Members all such bye-laws, amendments and repeals. All such bye-laws, as long as these are in force, shall be binding upon all Members. No bye-law, however, shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Club. Any bye-law may be set aside by a Special Resolution of a General Meeting of the Club.
39. Council shall maintain minute books to record;
 - (a) the appointment of Officers.
 - (b) the names of Members present at each meeting of Council.
 - (c) all resolutions and proceedings of all General Meetings of the Club and of meetings of Council and shall arrange for an extract of such minutes to be displayed on the Clubhouse Notice Board.
40. Council and Officers of the Club and their respective heirs, executors and administrators shall be indemnified and saved harmless out of the funds of the Club against all charges, costs/loans, damages and expenses which they may incur resulting from the execution of their respective offices or trusts. Such indemnity will apply to contracts or agreements made by them on behalf of the Club. The indemnity will not apply if charges are incurred as a result of their own wilful default, and none of them shall be answerable for the others of them.

ACCOUNTS

41. Council shall cause proper books of account to be kept and accurate records maintained of all monies received and expended on behalf of the Club and of its assets and liabilities at any point in time.
42. The accounting year-end shall be the last day in November each year unless Council decide otherwise. At that date a Balance Sheet and an Income and Expenditure Account shall be prepared together with any other financial statement required under the legislation for the time being.
43. At least twenty-one days before each Annual General Meeting a copy of an extract of the statutory Accounts for the financial year ending in the previous twelve months, shall be circulated to Golf Club Members.
44. Auditors shall be elected annually and their duties regulated in accordance with the Act.

NOTICES

45. Notice shall be given in hard copy form, electronic form, or by means of the Company website; or partly by one such means or partly by another. If notice is by means of the Company website, the Company shall notify persons so entitled of the presence of the notice on the website. Such notification shall state that it concerns a notice of a Company meeting and specify the place, date and time of the meeting. The notice shall be available on the Company website from the date of notification until the conclusion of the meeting. Any notice sent by post shall be deemed to have been served at the time when the envelope containing the notice would be delivered in the ordinary course of the post. In proving such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

SEAL

46. Council shall provide a Common Seal with the name of the Club inscribed thereon and may change the same from time to time as it may think fit. Such Common Seal shall be kept at the Registered Office of the Club and shall not be used except under and by virtue of a minute of Council and in the presence of two Members of Council who shall attest the execution of every deed or document to which the Seal shall be so affixed.