

THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION

THE ROSSENDALE GOLF CLUB LIMITED

(Adopted by Special Resolution passed 13<sup>th</sup> June 2019)

INTERPRETATION

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 re-enactment for the time being in force.

"The Club" means Rossendale Golf Club Limited

"The Executive Board" means Members or employees elected to fulfil business management roles.

"Operational Committees" means Members elected to become officers of the club to fulfil roles concerned with Golf Activities, Greens' Management and House Operations

"The Overview and Scrutiny Committee" means an independent Committee elected at the Club's Annual Meeting to review the Executive Board

"Chairman" means any person appointed to direct a Meeting

"Chair" means the appointment of a position to the Executive Board

"A Golf Club Member" means a Member aged 18 years of age with playing rights and responsibilities including the right to attend and vote at General Meeting and stand for election to The Executive Board

"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.

"Annual subscription" means those fees payable by all Members dependent on their Membership category.

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

## 2. MEMBERSHIP

- (a) The Executive Board 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 Executive Board may from time to time register an increase of Members.
- (b) Every application for Membership shall be made in writing, signed by the candidate, Membership secretary and forwarded to the Secretary on the relevant form.
- (c) Subject to any restrictions that may from time to time be imposed by The Executive Board, 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

- 3. A prospective new Member will be requested to pay the relevant annual subscription. The agreement to pay appropriate annual subscription shall be acknowledgement and acquiescence of the Articles of Association and to the Rules of the Club for the time being. A prospective new Member shall not be deemed a Member until the relevant annual subscription (as identified at the time) has been paid.
- 4. 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.
- 5. 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.
- 6. On the recommendation of The Executive Board, 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 (but will be required to contribute to any levies). Any Member who attains 50 years' continuous full Membership shall automatically be elected an Honorary Life Member.

7. 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 The Executive Board on payment of all arrears and any surcharge for late payment.
8. Only Golf Club Members can be elected as Directors or Officers of the Club and attend and vote at General Meetings of The Club. Designated employees of the Club may be appointed and serve on The Executive Board or Operational Committees. If Club business is dissolved, fully paid up Members at the time may have an interest in any remaining assets of the Club.

## DISCIPLINE AND EXPULSION OF MEMBERS

9. If any Member shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles of Association or any policies under the governance procedures 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 The Executive Board. A Member expelled under this Article shall forfeit all right in and claim upon the Club and its property.
10. A disciplinary committee of not less than 12 Past Captains, equally comprised of both genders, will be appointed by The Executive Board and their role will be to conduct investigations, disciplinary hearings and appeal hearings. No Member of this committee will undertake more than one role in this process during any individual case. After an investigation, if there is a case to answer, The Executive Board will appoint from the disciplinary committee a panel which will consist of the Chair of The Executive Board and not less than 2 other Members from the disciplinary committee.
11. A Member subject to investigation and found guilty of a disciplinary transgression may appeal in writing to The Executive Board against that decision. This must be done within 14 days of the Member being informed of the decision of the relevant disciplinary committee.
12. The Executive Board will, as soon as practicable, appoint an Appeals' Panel consisting of a President and 2 other Past Captains from the disciplinary committee for the purpose of dealing with the appeal. The decision of the Appeals' Panel shall be final and there shall be no right of appeal by the Member or any other person or body against it.
13. If any Member shall be convicted of an indictable offence whilst a Member, such Member shall, if The Executive Board so decide, cease to be a Member. 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 The Executive Board at their discretion.

## MISCONDUCT

14. All Members are required, whether playing golf, or socialising on Club premises or representing The Club, to conduct themselves at all times in accordance with the accepted standards of playing etiquette and generally accepted standards of behaviour expected by the Club.

All Members may be liable to disciplinary action by The Club if a complaint is made that he or she:

- 14.1 Fails to uphold the traditions and etiquette of golf;
- 14.2 Displays conduct which is likely to injure or discredit the reputation of The Club or any of its Members or violates or disregards the Rules and Articles of Association or Policies under Governance Procedures;
- 14.3 Commits a serious breach of the Rules of Golf as laid down by R&A or a serious or persistent breach of the Club Competition Local Rules;
- 14.4 Conducts himself in a violent, abusive, bullying, harassing or intimidating manner or acts in an inappropriate manner in or around the Club to its Members or employees or at any Club event or activity;
- 14.5 Has deliberately and with intent to deceive falsified any handicap, Membership application or entry forms;
- 14.6 Has failed to comply with a reasonable request from a Club official representative or employee;
- 14.7 Makes a statement which may injure or discredit the reputation of The Club through the media, including Social Media sites, or has information published or broadcast without checking with the Club that it is factually correct.

## SUBSCRIPTIONS AND ENTRANCE FEES

15. Every Member shall pay an annual subscription plus any other fees as determined from time to time by The Executive Board. Life Members shall be excluded from the payment of annual subscriptions plus any other fees as determined from time to time by The Executive Board.
16. Annual subscriptions and other fees are determined by The Executive Board and may be increased up to to a maximum of 5% or inflation, whichever is the higher. Any increase proposed over the 5% must be approved by an Extraordinary Meeting. (Inflation is to be measured by the Retail Price Index or such other index which takes its place). The fees 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 Executive Board.

## GENERAL MEETINGS

17. 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 notice 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 The Executive Board, 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 The Executive Board 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 The Executive Board and the Balance Sheet and Accounts will be sent to each Golf Club Member.

18. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
19. The Executive Board 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.
20. 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

21. 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 is not present, that Meeting 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, those 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.
22. Either President (Ladies or Men's) 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 The Executive Board present may choose one of their number to be Chairman of the Meeting.
23. The Chair 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.
24. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a ballot (before or on the declaration of the result of the show of hands) is called for by the Chairman or by at least three Golf Club Members present in person. Unless a ballot 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 ballot may be withdrawn.

25. For all resolutions proposed at General Meetings every Golf Club Member having paid their Annual Subscription 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 Chair of the Meeting or another Golf Club Member.

## OFFICERS OF THE EXECUTIVE BOARD

26. The Executive Board shall comprise of 7 Officers who shall be Directors of the Club and shall be the Officers of the business of the Club.
27. The Officers of the Club shall be the Chair, Treasurer, Secretary, Marketing Officer, Director of Golf, Director of House and Member representative and shall be appointed through elections and shall have full voting rights.
28. The Executive Board shall appoint 3 Operational Committees and an Overview and Scrutiny Committee to support the management of The Club. The 3 Operational Committees shall be Golf, Greens and House Committees; these will be chaired by Director of Golf, Director of House and Chair of Greens. *These shall have voting rights within their own governance structure.*
29. After 3 years of serving on The Executive Board or Operational Committees, Members may be re-elected to their position. This process may be conducted mid-year or through the Annual Meeting and called by The Chair of The Executive Board. Members who are elected to The Executive Board shall be elected as follows:
  - a) Each candidate must be a Golf Club Member who has been a Member of the Club for a minimum period of two years. They must meet and fulfil the requirements of the role description for the proposed position on The Executive Board. The names shall be written on a nomination sheet which shall be posted in the Clubhouse twenty-one days immediately before the day/s of election at 5.00 p.m. on the 21<sup>st</sup> day, the nomination sheet will be withdrawn. Following this there shall be a series of hustings (meet the candidates) during the immediate 3 weeks following the date of nomination.
  - b) The elections shall then take place following the hustings or at an Annual Meeting. The election of Executive Board Members shall be by a postal vote ballot which shall be conducted in the manner from time to time prescribed by The Executive Board in the presence and under the direction of the Overview and Scrutiny Committee who shall be Golf Club Members and selected for that purpose.
  - c) In the case of a tie, the Chairman at the Annual Meeting shall have a casting vote.
30. In case there should not be a sufficient number of candidates nominated, the Executive Board may co-opt such members to the Board to fill up the remaining vacancy or vacancies. Such appointment(s) to be presented for ratification by postal vote to members as soon as practicable and will not be entitled to vote at the Executive Board meetings until that process has been completed. Such appointment(s) to be presented for ratification at a subsequent Annual General Meeting.

31. The Executive Board may from time to time co-opt Golf Club Members for special purposes and for such period as The Executive Board may determine. Co-opted Golf Club Members shall not be entitled to vote at The Executive Board Meetings.
32. The Executive Board 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 The Executive Board.

## DISQUALIFICATION OF BOARD MEMBERS

33. A Member of The Executive Board shall be deemed to have vacated office:
  - a) If no longer a Golf Club Member or ceases to be an Officer of the Club.
  - b) Is absent from The Executive Board Meetings for a period of 3 months without special leave of absence being agreed by other Members of The Executive Board.
  - c) Resigns in writing from The Executive Board.
  - d) Becomes bankrupt or insolvent or compounds with creditors or defined as lacking in mental capacity (National Mental Capacity Act 2005)
  - f) If removed by resolution at an Extraordinary General Meeting.
  - g) Convicted of any offence which in the opinion of The Executive Board 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

34. The Executive Board 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 THE EXECUTIVE BOARD

35. The Executive Board 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 The Executive Board 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.
36. The Executive Board 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.
37. 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.

38. The Executive Board may appoint and at their discretion remove or suspend Officers and employees of the Club, agents and servants for permanent/temporary or special services. The Executive Board shall determine their powers and duties, fix salaries or emoluments or require security in such instances and to such amounts as they think fit.
39. The Executive Board 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. The Executive Board 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 byelaw, 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.
40. The Executive Board shall maintain minutes to record:
  - a) the appointment of Officers.
  - b) the names of Members present at each Meeting of The Executive Board.
  - c) all resolutions and proceedings of all General Meetings of the Club and scheduled meetings of The Executive Board and shall arrange for an extract of such minutes to be available for members in the Clubhouse Lounge.
41. The Executive Board 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

42. The Executive Board 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.
43. The accounting year-end shall be the last day in November each year unless The Executive Board 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.
44. 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.
45. Auditors shall be elected annually and their duties regulated in accordance with the Act.
46. 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

47. The Executive Board 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 The Executive Board and in the presence of two Members of The Executive Board who shall attest the execution of every deed or document to which the Seal shall be so affixed.