

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF THE
GOSFORTH GOLF CLUB LIMITED**

REVISED FEBRUARY 2016

THE COMPANIES ACTS 1862-2006
Company Limited by Guarantee and not having a
Capital dividend into Shares

**Memorandum of Association of the Gosforth
Golf Club Limited**

1. The name of the Club is "THE GOSFORTH GOLF CLUB LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Club is established are:-
 - (a) The cultivation and practice of the game of Golf and such other athletic amusements as may be determined on the lands of The Gosforth Golf Club Limited or at such other place or places as may at any time be secured by the Club for the purpose.
 - (b) The acceptance of money given or subscribed and the expenditure and distribution thereof for any of the purposes connected with the carrying on of the Club, including the granting of sums of money to establish prizes in connection with the game of Golf or other athletic amusements or exercises.
 - (c) The acquisition by purchase, taking on lease, or otherwise of land and buildings and all other property of whatever nature or kind, which may at any time be required for the purposes of the Club, and the sale surrender and disposition of such property.
 - (d) The maintaining of premises which may at any time be acquired, and the supplying the same with all such fittings and apparatus as may be deemed requisite, and the supplying of all such refreshments as may be required.
 - (e) The adoption and discharge of obligations undertaken before the date of this incorporation by the Gosforth Golf Club.
 - (f) The acquisition of all the property estate rights and interests of the Gosforth Golf Club in and to the premises now occupied by such Club, and of and in all the furniture fittings, fixtures, apparatus, chattels and effects therein thereon and thereto belonging and also the acquisition by purchase taking on lease or otherwise of land and buildings and all other property of whatever nature or kind which may at

any time be required for the purposes of the Club and the sale surrender and disposition of such property.

(g) The investing and dealing with the moneys of the Club not immediately required in such securities and in such manner as may from time to time be determined.

(h) The borrowing or raising of money by the issue of or upon debentures, bills of exchange, promissory notes or other obligations or securities, or by mortgage or charge of or upon all or any part of the property of the Club.

(i) The doing of all such other things as are incidental or conducive to the attainment of the above objects.

(j) The Club is non-profit making and the income and property of the Club shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of distribution of profit except:-

(1) This does not prevent donations by the Club to charities or to other clubs that are registered as community amateur sports clubs.

(2) Upon a winding up to the bodies as specified in clause (k) below; and

(k) If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same small, as determined by the members of the Club at or before the time of dissolution, be paid to or distributed among:

(1) to another Club with similar sports purposes which is a registered charity and/or

(2) to another Club with similar sports purposes which is a registered CASC and/or

(3) to the Club's governing body for use by them for related community sports.

4. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up during the time he is a member or within one year afterwards, for payment

of the debts and liabilities of the Club contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the same and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding two guineas.

We the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Dated this 29th day of September 1908.

Names, Addresses and Description of Subscribers.

T.R. Hewitt, 79 Rothwell Road, Gosforth. Clerk.
Ernest L. Bates, 40 Ivy Road, Gosforth. Solicitor.
S.A. Warburton, 8 Ashburton Crescent, Gosforth. Solicitor.
G. Arthur Morton, 86 Holly Avenue, Newcastle-on-Tyne. Insurance Manager.
R.I. Helm, 16 The Poplars, Gosforth. Clerk.
Charles E. Harbron, 24 Regent Road, Gosforth. Clerk.
Albert C. Harbron, Beechwood, Gosforth. Stockbroker.

Witness to all the Signatures,
Cecil C. Harrison, 6 Prudhoe Street, Newcastle-on-Tyne. Cashier.

AMENDED this 16th day of December 1999
N.S. PEARSON, Chairman

AMENDED this 24th day of September, 2004
P.C. BURGON, Chairman

AMENDED this 30th September 2005
T.J. FAY, Chairman

THE COMPANIES ACTS 1862-1989
Company Limited by Guarantee and not having a share capital

Articles of Association of the Gosforth Golf Club Limited

Company Limited by Guarantee and not having a Share Capital.

1. The Club is established for the purposes of promoting the amateur sport of golf in the Gosforth area, and community participation in the same.
2. These Articles shall be construed with reference to the provisions of the Companies Acts 1862-1989 so far as they are consistent therewith and the terms used in these Articles shall be taken as having the

same respective meanings as they have where used in these Acts.

MEMBERS

3. For the purposes of registration the number of members of the Club is declared to exceed 25.

MEMBERSHIP

4a). Membership of the Club shall be open to anyone interested in the sport on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However limitations of membership according to available facilities will be on a non-discriminatory basis.

4b). The club may have different classes of membership and subscription on a non-discriminating and fair basis. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating.

4c). The following classes of members shall comprise the membership of the Club:-

- (a) full members
- (b) honorary members
- (c) life members
- (d) five day members
- (e) junior members
- (f) country members
- (g) associate members
- (h) non-playing members

The committee may from time to time determine the maximum number in each class of membership.

Junior, country and non-playing members are not entitled to any voice in the management of the Club or voting rights at any meeting.

Honorary Members

5. On the recommendation of the committee any person may at any general meeting of the Club be elected an honorary member over and above the complement of full members. Honorary members may be elected for life or for such other period as may be deemed expedient and they shall be entitled to all the privileges of membership (without paying the annual subscription, or any special payment for membership) except that they shall not be entitled to vote at meetings or serve as officers or on the committee without the written consent of the committee. A two thirds majority of those present shall be necessary for such election.

Life Members

6. The committee may elect any member to be a life member who shall thereafter be entitled to all the privileges of membership without paying the annual subscription or any special payment for life membership.

Five Day Members

7. Any full member is eligible, at the discretion of the committee, to be made a five day member subject to the numbers limitation in that category not being exceeded.

Country Members

8. The primary residence of a Country member must be outside a 60 mile radius of Gosforth. Current junior members may transfer to Country Membership whilst completing their full time education outside a 60 mile radius of Gosforth.

Associate Members

8a. The committee may determine at their discretion, criteria for associate membership which will include restrictions on membership rights.

New Members

9. All applications must be in writing in the form approved of by the committee.

The entrance fee payable by new members of any category shall be such as may be fixed from time to time by the committee.

No new member may participate in any of the privileges of the Club until they have paid the amount of the entrance fee and subscription or entered into a binding agreement by Direct Debit.

Resignations

10. Any member wishing to withdraw from the Club must give notice in writing to the secretary on or before the last day of the subscription period otherwise they shall pay the subscription for the ensuing year.

Suspension/Expulsion of Members

11. If the conduct of any member either in or out of the clubhouse or on or off the golfing course be such as appears to the committee to endanger the character, interests or good order of the Club or be objectionable in any respect it shall be in the absolute discretion of the committee to suspend/expel such member from the Club provided that no member shall be suspended/expelled without being summoned before the committee to explain their conduct and an opportunity given to advance a defence. At such meeting of the committee at which such conduct shall be considered the votes shall be taken by ballot and in the event of two thirds of the votes being for the removal of the name of such members from the list of members of the Club, they shall cease thenceforth to belong to the Club or to have any claim upon its property without prejudice to the rights of the Club to recover from them any monies that may then be owing from them otherwise against such member. A simple majority of votes will be sufficient to authorise a suspension, which shall be for a period not exceeding three months.

GENERAL MEETINGS

12. An Annual General Meeting of the Club shall be held on a date not later than the 28 February in each year on such date and at such time and place as shall be fixed by the committee.

13. The committee may convene an Extraordinary General Meeting whenever they think fit and they shall convene one upon a requisition in writing by not less than one tenth of the members with voting rights. Every such requisition shall express the object of the meeting. Upon receipt of such requisition the committee shall forthwith convene an Extraordinary General Meeting. If they fail to do so within twenty one days from the date of receipt of such requisition the requisitionists or any of them representing more than one half of the total voting rights of all of them may themselves convene such Meeting.

NOTICE OF GENERAL MEETINGS

14. Due notice of all General Meetings must be given by the Secretary in writing to all members, and such notice shall specify the nature of the business to be transacted thereat, and, in the case of an Extraordinary General Meeting, no business shall be entertained at such Meeting other than is specified in the notice.

PROCEEDINGS AT GENERAL MEETINGS

15. In the absence of the president or if he declines the chair shall be taken by one of the vice-presidents to be chosen by the meeting or if no vice-president be present or he declines the chair shall be taken by the chairman of the committee or in the absence of such chairman by such member as the meeting shall choose.

16. Twenty five members present in person shall form a quorum at all general meetings of the Club and the chairman of the meeting shall have a deliberative as well as a casting vote. 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 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 is not present it shall be adjourned sine die. The chairman of the meeting may, with the consent of the meeting, adjourn any meeting from time to time 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.

17. No General Meeting shall become incompetent to transact from the want of a quorum after the chair has been taken.

18. At each Annual General Meeting the report of the committee as to the general position of the affairs of the Club and a statement of the annual

audited accounts for the previous twelve months will be laid. There may be transacted at such meeting such other general business as may be submitted by the committee or by any member who shall have first given notice in writing of the motion they propose to make to the secretary before the 30 November.

19. All discussions shall be conducted in such manner as the chairman shall direct and all questions which shall be brought before the meeting shall be decided by a majority on a show of hands unless a poll is demanded. Unless a poll is demanded the declaration by the chairman that a resolution has been carried shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in its favour. If a poll is demanded the same shall be taken at such time and in such manner as the chairman directs and the result of such poll shall be deemed to be the resolution of the meeting.

President and Vice-Presidents

20. At each Annual General Meeting the Club shall elect a president and such number of vice-presidents as the committee shall determine and they shall become life members.

Vice-Captains

21. Prior to each Annual General Meeting the men's past captains of the Club shall elect a vice-captain and the Ladies Committee shall elect a vice-captain. Those electing the vice-captains shall have voting rights in accordance with Article 4c. The vice-captains shall then be presented to the members at such meeting.

Treasurer

22. This clause has been deleted.

MANAGEMENT

23. The whole management and control of the Club and of the Club funds shall be vested in the committee.

24. The committee shall consist of not less than five nor more than eleven members, namely the men's and ladies' captains (who shall be ex officio), plus the appropriate number of ordinary (elected) members.

25. At every Annual General Meeting of the Club the officers (other than the men's and ladies' captains and the secretary) together with such three ordinary committee members as are hereinafter specified shall retire from office. The ordinary committee members to retire shall be those who have been longest in office since their last election and as between ordinary committee members of equal seniority those to retire shall in the absence of agreement be selected from amongst them by lot. Retiring committee members shall be eligible for re-election and shall continue in office throughout the

meeting at which they retire. The names of members proposed as officers and as committee members together with those of their proposers and seconders shall be forwarded to the secretary on the appropriate form at least ten clear days before the Annual General Meeting and shall be posted by him in the clubhouse at least eight clear days before the Annual General Meeting. In the case of proposals for committee members the proposal must also include the names of at least nine seconders. In the event that the number of members nominated for election exceeds the number of vacancies the members will elect the requisite number by ballot.

26. If any vacancy occurs during the year the committee shall have power to appoint any member to fill such vacancy and the member so appointed shall serve until the next Annual General Meeting and shall then retire together with the ordinary committee members retiring.

27. The committee shall have full power to act notwithstanding that any vacancy referred to in Article 26 shall not have been filled.

28. At all meetings of the committee four members thereof shall constitute a quorum. The members of the committee present at the first meeting after the Annual General Meeting shall choose one of their number to be chairman of the committee for the ensuing year. In the absence of the chairman from any meeting of the committee the members will choose a chairman from those present for that meeting. The chairman shall have a deliberative as well as a casting vote.

29. If at any General Meeting at which an election of the committee ought to take place no election takes place the retiring committee shall continue in office until their places are filled.

30. Subject as provided in Articles 32 and 33 hereof the annual subscription shall be such sum as may be fixed at a general meeting payable in advance on the annual subscription renewal date as determined by the committee. Any person joining after the annual subscription renewal date shall be liable for the full entrance fee and such subscription as shall be determined by the committee. No member shall be entitled to any of the rights and privileges of the Club or to play in any club competition unless their subscription is paid up, see Article 9. If the subscription of any member be in arrear for one month from the date on which it becomes due the committee shall have power to remove their name from the list of members and they shall henceforth cease to belong to the Club or to have any claim upon its property, without prejudice however to the rights of the Club to recover from them all monies remaining owing to the Club. Upon a satisfactory explanation being made for late payment the committee may nevertheless restore their name to the list upon such terms as they think fit.

31. The committee may appoint such sub-committees as may be necessary and may delegate any of their powers to such sub-committees who shall in the exercise of such powers conform to any regulations that may be imposed on them by the committee, and the committee shall have power to associate with those sub-committees any members of the Club or as experts other persons of knowledge and practical experience in the matters submitted to the sub-committee with full privilege to act and vote on such sub-committees. At all meetings of such sub-committees three shall form a quorum.

32. The committee shall exercise all such powers and do all such things as may be exercised or done by the Club, save such as are by these articles or by any statute for the time being in force required to be exercised or done by the Club in general meeting, and may act notwithstanding vacancies.

33. Without prejudice to the general powers conferred by the last proceeding Article it is hereby expressly declared that the Committee shall have the powers to:-

- provide and acquire either by purchase or otherwise land, buildings, offices or other accommodation for the use of the Club
- appoint a secretary or secretaries of the Club with or without salary.
- appoint a treasurer or treasurers of the Club with or without salary.
- regulate their own proceedings and manage the affairs of the Club, without reference to the Club in general meetings.
- increase once only per annum the annual subscription existing at any one time by not more than 10% per annum with effect from the commencement of the ensuing financial year.
- raise such sums of money upon such terms and conditions as they may think fit, and either upon mortgage or mortgage debentures, with power of sale, or other securities of the Club and such monies and interest may be charged upon all or any part of the property of the Club, or not so charged.
- invest and deal with any monies of the Club not immediately required for the purposes thereof upon such securities as have trustee status and in such manner as they may think fit, and from time to time to vary or realise such investments.
- order the seal of the club to be affixed to any document and subject to the regulations contained in the Memorandum of Association to dispose of the funds of the Club.

BYE-LAWS

34. The committee shall have power from time to time to adopt, make, alter and repeal all such bye-laws as they shall deem necessary or expedient - or convenient for the regulations of the game of golf and for the proper conduct and management of the Club provided they are not inconsistent with the Memorandum or Articles of Association or the Rules of Golf. All such bye-laws for the time being in force shall be binding upon all members and visitors and in particular but not exclusively the committee may by such bye-law regulate:-

- the terms and conditions upon which members of the Club and visitors shall be permitted to use the premises, property and facilities of the Club.
- the times of opening and closing of the clubhouse and the premises, property and facilities of the Club, and the hours and conditions for the supply of intoxicating liquor.
- the use of the whole or any part of the premises, property and facilities of the Club for any class of member at any particular time or times or for any particular purpose or purposes.
- such matters as are usually the subject matter of club regulations.

Provided that the committee shall adopt such means as they shall deem sufficient to bring to the notice of the members of the Club and where appropriate to visitors any such bye-laws, alterations and repeals.

RECORDS

35. The minutes of the proceedings of all general meetings and committee meetings will be available for inspection by any member upon application to the secretary. These minutes must not be removed from the Secretary's office.

ACCOUNTS

36. Subject to any directions which may from time to time be given by the committee it shall be the duty of the treasurer to receive and pay all monies due on account of the Club and to submit to the annual general meeting a statement of such receipts and disbursements of the property credits and liabilities of the Club.

AUDIT

37. An Auditor or Auditors shall be appointed and their duties regulated in accordance with the current Companies Act.

ALTERATION TO ARTICLES

38. These Articles may be altered only by special resolution of the Club passed in accordance with the provisions of the Companies Acts.

AMENDED this 20th day of October, 1978.
A. SUTHERLAND, Chairman

AMENDED THIS 29TH OF November, 1985.
D. PEARSON, Chairman

AMENDED THIS 25TH DAY OF September, 1990.
A.J. RENNIE, Chairman

AMENDED this 6th day of August, 1993.
A.J. RENNIE, Chairman

AMENDED this 16th day of December, 1999.
N.S. PEARSON, Chairman

AMENDED this 29th day of September, 2000.
N.S. PEARSON, Chairman

AMENDED this 24th day of September, 2004.
P.C. BURGON, Chairman

AMENDED this 29th day of September 2006.
A.P. JACK, Chairman

AMENDED this 28th day of September 2007.
A.P. JACK, Chairman

AMENDED this 30th day of January 2009.
S.C. MUDIE, Chairman

AMENDED this 28th day of January 2011.
T.J. FAY, Chairman

AMENDED this 25th day of January 2013.
T.J. FAY, Chairman

AMENDED this 22th day of January 2016.
T.J. FAY, Chairman

AMENDED this 13th day of February 2016.
T.J. FAY, Chairman