

THE COMPANIES ACTS 1963 - 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**NEW MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
WATERFORD GOLF CLUB LIMITED**

(AS AMENDED BY SPECIAL RESOLUTION DATED26TH JULY 2013)

**DRAFT
16/11/2016**

INDEX

MEMORANDUM OF ASSOCIATION		PAGE
Clause 1	Name of the Club.....	3
Clause 2	Objects.....	3
Clause 3	Limited Liability.....	7
Clause 4	Contribution on winding up.....	7

ARTICLES OF ASSOCIATION

Articles 1-2	Preliminary.....	8
Articles 3-17	Membership.....	10
Article 18	Regulations.....	14
Articles 19-20	Evidence of Membership.....	15
Articles 21-22	Cessation of Membership.....	15
Articles 23-28	General Meetings.....	16
Articles 29-35	Proceedings at General Meetings.....	17
Articles 36-38	Polls.....	18
Articles 39-41	Votes of Members.....	19
Articles 42-46	Board of Directors.....	19
Articles 47-54	Borrowing Powers and Related Matters.....	20
Article 55	Disqualification of Directors and Officers.....	23
Articles 56-60	Voting on Contracts.....	24
Articles 61-70	Proceedings of Meetings of the Board of Directors.....	25
Article 71	Secretary.....	27
Articles 72-75	General Manager.....	27
Article 76	The Seal.....	27
Articles 77-81	Accounts.....	27
Articles 82-83	Auditors.....	28
Articles 84-86	Notices.....	29
Article 87	Indemnity.....	29
Articles 88-96	Dividends.....	30
Article 97	Winding up.....	31

COMPANIES ACTS 1963 - 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION
OF
WATERFORD GOLF CLUB LIMITED**

1. The name of the company is Waterford Golf Club Limited, hereinafter called “the Club”.
2. The objects for which the Club is established are:
 - (a) To promote the game of golf and to establish, maintain and conduct a club for the accommodation of Participating Members and Non-Voting Members of the Club for the playing of golf and to lay out, prepare and maintain any lands for the playing thereon of golf and any other sports that the Board of Directors of the Club may consider to be suitable and any ancillary facilities that the Board of Directors may consider to be necessary.
 - (b) To promote and hold, either alone or jointly with any other club, association, or persons, golf meetings, competitions and matches, and to offer, give, or contribute towards prizes, cups, medals and awards, and to promote, give, organise, subscribe to, assist or support dinners, balls, concerts, tours, excursions and other entertainments and fundraising events for Participating Members and Non-Voting Members of the Club and their guests.
 - (c) To purchase, prepare, make, distribute, supply, hire or let on hire, lease, repair or exchange, sell and deal in, make or provide and maintain all kinds of golf clubs and balls, golf equipment, clothing, and all apparatus used in connection with golf, whether directly or indirectly including by means of partnership, joint venture, out-sourcing, sub-contract, delegation, licence, appointment or other similar arrangement.
 - (d) To provide a licensed bar, café, restaurant or dining facility for use by Participating Members and Non-Voting Members of the Club and their guests.
 - (e) To establish, promote, or assist in establishing or promoting, and subscribe to or become a member of any other club or association whose objects are similar, or in part similar, to the objects to the Club, or the establishment or promotion of which may be beneficial to the Club.
 - (f) To insure the property of the Club against damage or loss by fire or otherwise and to insure against liability for accident or injury happening to or sustained by Participating Members and Non-Voting Members of the Club, guests, spectators, visitors and players or by any person employed by or providing services to the Club, and to effect such other insurances as shall from time to time be considered conducive to the preservation of the Club and the protection of the Participating Members and Non-Voting Members of the Club, and to pay the premiums and other moneys required to maintain such insurances out of the moneys of the Club.
 - (g) To subscribe to any philanthropic or public objects, or to any institution or organisation calculated to benefit persons employed by the Club.

- (h) To make Rules, Regulations and Bye-laws for the management, good government, administration and regulation of the Club, its property, Participating Members and Non-Voting Members of the Club, employees, visitors, spectators and other persons and from time to time to vary, amend or repeal the same.
- (i) To carry on any other business, which the Board of Directors of the Club may consider to be capable or being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Club.
- (j) To purchase, take on lease or in exchange, hire or otherwise acquire any real and/or personal property, and any rights or privileges which the Board of Directors of the Club may consider to be necessary or convenient for the purpose of its business, or may enhance the value of any other property of the Club, and in particular any land, buildings, easements, plant, stock-in-trade, options, rights and other entitlements.
- (k) To build, construct, alter, maintain, restore, enlarge, demolish, remove or replace, and to work, manage and control any buildings, offices, roads, ways, bridges, water-courses, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Club, and to join, in partnership, joint venture, outsourcing, sub-contract, delegation, licence, appointment or other similar arrangement, with any other person or company in the attainment of any such undertakings.
- (l) To improve, manage, develop, enhance, grant rights or privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Club.
- (m) To vest any real or personal property, rights or interest acquired by or belonging to the Club in any person or company on behalf of or for the benefit of the Club and with or without any express declared trust in favour of the Club.
- (n) To subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of any other company if in doing so the Board of Directors of the Club considers that the acquisition would benefit the Club.
- (o) Subject to obtaining any and all required legal and regulatory authorisations and licences, to receive money on deposit or loan and to lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and to guarantee the performance of any contract or obligation and the payment of money of or by any persons or companies, and to give guarantees and indemnities if, in the opinion of the Board of Directors of the Club, such would benefit the Club.
- (p) To borrow or raise money in such manner as the Board of Directors of the Club shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Club (both present and future) and also by similar mortgage, charge or lien to secure and guarantee the performance by the Club or any other person or company of any obligation undertaken by the Club or any other person or company as the cause may be.

- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable, financial or transferable instruments.
- (r) To invest and deal with the moneys of the Club not immediately required upon such investments and securities (whether trustee investments and securities or not) and in such manner as may be from time to time determined by the Board of Directors of the Club.
- (s) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise or with any person or company, that may seem conducive to the objects of the Club, or any of them, and to obtain from such government, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Board of Directors of the Club may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (t) To pay for any rights or property acquired by the Club, and to remunerate any person or company whether by cash payment or by the allotment of debentures or other securities of the Club credited as paid in full or in part or otherwise.
- (u) To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension, insurance, or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances to any persons who are or were at any time in the employment of the Club or the wives, widows, families, and dependants of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the best interests of the Club, either alone or in conjunction with any other person.
- (v) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Club or for any other purpose which may in the opinion of the Board of Directors of the Club directly or indirectly benefit the Club, and to place or guarantee the placing of, underwrite, subscribe, for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
- (w) To sell, lease, mortgage, grant rights or options over or otherwise dispose of the property, assets or undertaking of the Club or any part thereof for such consideration as the Board of Directors of the Club may think fit, and in particular for shares, stock, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Club.
- (x) To distribute among the Participating Members of the Club in specie or otherwise any property of the Club, or any proceeds of sale, disposal or realisation of any property of the Club.
- (y) To cultivate, develop and turn to account any land owned by the Club or in which it is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences, and by

planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with developers, builders, tenants and others.

- (z) To provide for and furnish or secure to any Participating Member of the Club any conveniences, advantages, benefits or special privileges which in the opinion of the Board of Directors of the Club may be expedient, and either gratuitously or otherwise.
- (aa) To do all such other things as may in the opinion of the Board of Directors of the Club be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that the objects specified in each of the paragraphs of this Clause shall be construed and regarded as independent objects, and accordingly shall not be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

The terms “Participating Member”, “Non-Voting Member” and “Board of Directors” shall have the respective meanings ascribed thereto in the Articles of Association of the Club.

The provisions of this Clause shall be subject to the Club obtaining, where necessary, for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

- 3. The liability of the members is limited.
- 4. Every Participating Member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while he or she is a member, or within one year afterwards, for the payment of the debts and liabilities of the Club, contracted before he or she ceases to be a Participating Member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding €63.50.

COMPANIES ACTS 1963 - 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

NEW ARTICLES OF ASSOCIATION
OF
WATERFORD GOLF CLUB LIMITED

(AS AMENDED BY SPECIAL RESOLUTION DATED26TH JULY 2013)

PRELIMINARY AND INTERPRETATION

1. The Regulations contained in Table C of the First Schedule of the Act, shall not apply to the Club.

2.1 In these Articles, the following terms shall have the following meanings:

WORDS	MEANINGS
“Act”	the Companies Act 1963;
“Acts”	the Companies Acts 1963 to 2006 and any legislation in whatever form to be construed as one with those Acts;
“Articles”	these Articles, as originally framed, or as varied from time to time by special resolution;
“Board of Directors”	the Board of Directors for the time being of the Club referred to and constituted in accordance with Article [42];
“Clear days”	in relation to a period of notice, a continuous number of calendar days, excluding the day on which the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect;
“Club”	the company limited by guarantee and not having a share capital regulated by these Articles, namely Waterford Golf Club Limited;
“Directors”	the Directors and Officers for the time being and from time to time of the Club present at a duly convened and quorate meeting of the Board of Directors;
“General Manager”	the person appointed to perform the duties of General Manager of the Club pursuant to Article [72];
“Non-Voting Member”	a Female Associate Member, an Associate Female Family Member, a Country Member, a Pavilion Member, a Junior Member, a Student Member within the meaning of Article [9] and such other persons who may be admitted as Non-Voting Members under Article [9];
“Office”	the registered office for the time being and from time to time of the Club;

“Officers”	the officers referred to in Article [43];
“Participating Member”	an Ordinary Member, a Honorary Life Member or Life Member within the meaning of Article [8] and such other persons who may be admitted as Participating Members under Article [8];
“Register”	the register of members to be kept as required by section 116 of the Act;
“Seal”	the common seal of the Club;
“Secretary”	any person appointed to perform the duties of the secretary of the Club including an honorary secretary, assistant secretary or an acting secretary for the time being;
"The Men's Club"	shall mean an unincorporated association of those male members of the Club (both amateur and professional) from time to time who are operating under a constitution to be adopted pursuant to Article 18 hereof, as approved from time to time by the Board of Directors and the Golfing Union of Ireland, to which the Men's Club is affiliated.
"The Ladies Club"	shall mean an unincorporated association of those female members of the Club from time to time who are amateur golfers operating under a constitution to be adopted pursuant to Article 19 hereof as approved from time to time by the Board of Directors and the Irish Ladies' Golf Union, to which the Ladies Club is affiliated.

MEN’S CLUB

- (a) The Men’s Club shall:
- (i) Promote the game of golf among its members;
 - (ii) Accept and abide by the Constitution and Bye-Laws of the Golfing Union of Ireland to which the Men's Club is affiliated and the Bye-Laws of the Leinster Branch of such Union, in whose province the Club is situate;
 - (iii) Accept and apply the Standard Scratch Score and Handicapping System as prescribed by the Council of National Golf Unions and such rules thereunder as may require to be implemented from time to time by the Golfing Union of Ireland;
 - (iv) Accept and recognise the Royal and Ancient Club of St. Andrews as the sole authority for prescribing and implementing the Rules of Golf and the Rules of Amateur Status.
- (b) The Men's Club shall be established by the adoption by those male members of the

club who are amateur/professional golfers of a constitution in a form approved by the Board of Directors and acceptable to the Golfing Union of Ireland. The said constitution shall be adopted by a simple majority of the votes cast at a meeting of the said male members. The procedures relating to the convening and conduct of the said meeting and the voting thereat shall be determined by the Board of Directors.

LADIES CLUB

- (a) The Ladies Club shall:
- 1) Promote the amateur game of golf among its members;
 - 2) Accept and abide by the Constitution and Bye-Laws of the Irish Ladies' Golf Union to which the Ladies' Club is affiliated and the Bye-Laws of the Midland District, in which the Club is situate;
 - 3) Accept and recognise the Royal and Ancient Golf Club of St. Andrews as the sole authority for prescribing and implementing the Rules of Golf and the Rules of Amateur Status.
- (b) The Ladies' Club shall be established by the adoption by those female members of the Company who are amateur Golfers of a constitution in a form approved by the Board of Directors and acceptable to the Irish Ladies' Golfing Union. The said constitution shall be adopted by a simple majority of the votes cast at a meeting of the said female members. The procedures relating to the convening and conduct of the said meeting and the voting thereat shall be determined by the Board of Directors

The Officers of the Club shall consist of the Men's Captain, Men's Vice-Captain, Lady Captain, Lady Vice Captain, Men's Club President, Men's Club Vice-President, Lady's Club President, all of whom shall be Participating Members of the Club.

- 2.2 Expressions in these Articles referring to writing shall be construed, unless the contrary intention appears, as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.
- 2.3 Expressions in these Articles referring to execution of any document shall include any mode of execution whether under seal or under hand.
- 2.4 Unless specifically defined herein or the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Acts but excluding any statutory modification thereof not in force when these Articles become binding on the Club.
- 2.5 The headings and captions included in these Articles are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of these Articles.
- 2.6 References in these Articles to any enactment or any section or provision thereof shall mean such enactment, section or provision as the same may be amended and may be

from time to time and for the time being in force.

- 2.7 In these Articles, unless the context otherwise requires, words importing any gender shall include all genders, and the singular number shall include the plural, and vice versa, and words importing persons shall include firms, bodies corporate, corporations and companies.
- 2.8 In these Articles, unless the context otherwise requires, references to a Director shall be deemed to include an Officer.

Membership:

3. The number of Participating Members and Non-Voting Members and of any additional categories of members of the Club provided for under Article [18] shall be determined from time to time by the Board of Directors.
4. Any golfer shall be eligible to be elected and admitted as a Participating Member or a Non-Voting Member in accordance with these Articles.
5. Every candidate for membership of the Club, shall be proposed by one and seconded by another Participating Member, each of whom shall have been Participating Members for more than two years prior to the date of the proposal, and to each of whom the candidate shall be personally known. The application for membership of every such candidate shall be made in writing, signed by the candidate, and by his or her proposer and seconder, and shall be in the form prescribed by the Board of Directors.
6. (a) The entrance fees and annual subscriptions payable by Participating Members and Non-Voting Members shall be such as the Board of Directors shall from time to time prescribe.
- (b) All annual subscriptions shall become due and payable in advance on the 1st day of January in every year.
- (c) The Board of Directors may at any time suspend the payment of entrance fees in respect of all or any categories of membership.
- (d) The Board of Directors may, in exceptional circumstances from time to time, impose a levy on Participating Members and Non-Voting Members of such amount as shall be approved by the Club in general meeting.
- (e) The election of persons to be admitted to membership shall take place at such times as shall be determined by the Board of Directors. Participating Members and Non-Voting Members elected during the period between 1st January and 31st August shall be required to discharge the entrance fee and the annual subscription applicable to their category of membership in respect the entirety of the year of their admission. Participating Members and Non-Voting Members elected during the period between 1st September and 31st December shall be required to discharge the entrance fee and the annual subscription applicable to their category of membership in respect the entirety of the year of their admission, which shall be deemed to be inclusive and in lieu of the annual subscription applicable in the next year following the year in which the relevant Participating Member or Non-Voting Member is admitted.
7. Subject to any regulations made by the Board of Directors under Article [18], there shall be two classes of members of the Club:-

- (a) Participating Members, being the categories of member referred to in Article [8]; and
- (b) Non-Voting Members, being the categories of member referred to in Article [9].

Participating Members shall be entitled to receive notice of and to attend and vote at all general meetings of the Club. Non-Voting Members shall not be entitled to receive notice of or to attend and vote at general meetings of the Club.

Participating Members

- 8. (a) An Ordinary Member is any person duly nominated under Article 5 who has been elected by the Board of Directors and admitted to membership in accordance with these Articles and who has paid his or her full entrance fee and annual subscription.
- (b) A Life Member is (i) any person who has completed 40 years as an ordinary member before 1st January 2009 and has been admitted by the Board of Directors as a life member or (ii) a person who has been admitted by the Board of Directors as a life member having paid a lump sum subscription applicable to the category of life member, such lump sum to be determined by the Board of Directors.. A Life Member shall not be liable for an annual subscription but shall be liable for golfing union levies and any levy, which may be imposed by the Club under Article 6(d).
- (c) An Honorary Life Member is a person who is recommended by the Board of Directors as being a person who has rendered exceptional distinguished service to the Club or to the game of golf or whose distinction or influential position or public service would render his or her membership of special value to the Club. An Honorary Life Member may only be admitted to membership by the members in general meeting at an Annual General Meeting of the Club.
- (d) The Board of Directors may, by regulations made under Article 18, make provision for additional categories of Participating Member.

Non-Voting Members

- 9. (1)
 - (a) A Female Associate Member is any lady who (i) was a member of the Club before 1st January 2004, who prior to that date did not elect to convert to become an Ordinary Member and (ii) who is a Female Associate Member at the date of the adoption of these Articles. A Female Associate Member shall be entitled at any time after the adoption of these Articles, by notice in writing to the Board of Directors to elect to convert to become an Ordinary Member subject to the payment of such fee as shall be determined by the Board of Directors. Once a Female Associate Member has converted to become an Ordinary Member she may not convert back to becoming a Female Associate Member.
 - (b) An Associate Female Family Member is the wife or lady partner of an Ordinary Member who (i) elected to remain as an Associate Female Family Member on or before 1st January 2004 and (ii) who is an Associate Female Family Member at the date of the adoption of these Articles.
 - (c) A Country Member is a person who is full member of another registered golf club and who resides more than 50 kilometres from the Club.
 - (d) A Pavilion Member is a person who is granted permission to use the Clubhouse and other amenities of the Club in the same manner as an Ordinary Member may use them

but who shall not be entitled to use the golf course and grounds and other premises of the Club for the playing of golf.

- (e) A Junior Member is a person who is 18 years or under on 1st January in the year in which he or she was admitted to membership. A Junior Member having been a Junior Member for a continuous period of 3 years before the age of 18 shall be entitled to a discount of 50% on the entrance fee applicable at the time if and when he or she is elected and admitted as an Ordinary Member under Article [8(a)].
 - (f) A Student Member is a person who has been a Junior Member for at least three years and who is over 18 years of age and under 25 years of age and engaged in full time education when elected and admitted to membership. A Student Member shall be entitled to a discount of 50% on the entrance fee applicable at the time if and when he or she is elected and admitted as an Ordinary Member under Article [8(a)].
 - (g) A person may be admitted to the Club for the purpose of using the golf course, grounds and other premises of the Club for the playing of golf subject to the payment of such daily green fees as shall be determined by the Board of Directors.
 - (h) The Board of Directors may, by regulations made under Article 18, make provision for additional categories of Non-Voting Member.
- (2) The spouse or a bona fide life partner of a Participating Member of the Club, unless a Participating Member or a Female Associate Member in his or her own right, shall in such circumstances be deemed for all purposes to be a Pavilion Member.
10. Save in relation to a person referred to in Article 9(1)(g), no person may be elected and admitted to membership unless his or her application and candidature has been approved by not less than three-fourths of the votes cast by the directors present at a duly held meeting of the Board of Directors. The name and address of every such candidate and the names of his or her proposer and seconder, shall be sent to the Secretary fourteen days at least prior to the next meeting of the Board of Directors, and shall also be posted in a conspicuous place in the clubhouse of the Club for seven days at least prior to the next meeting of the Board of Directors, provided nevertheless, that on the unanimous resolution of the Board of Directors passed at a meeting duly convened, at which three fourths in number of them were present, the meeting to consider an application for membership may take place before the expiration of such seven days.
11. When a candidate has been elected to membership, the General Manager shall forthwith send him or her, at the address given upon his or her application, a request for payment of his or her entrance fee (if any) and first annual subscription. Upon payment of his or her entrance fee (if any) and first annual subscription, an elected candidate shall thereupon become admitted to membership of the Club provided nevertheless that if such payment be not made within one calendar month after date of election, the Board of Directors may in its discretion rescind such election.
12. Subject to the express provisions of these Articles, to the Memorandum of Association and to any bye-laws for the time being in force made by the Board of Directors as hereinafter provided, all Participating Members and Non-Voting Members shall be entitled to use in common all the premises and property of the Club applicable to their category of membership and to be supplied, at such charges as the Board of Directors shall from time to time determine, with such meals, refreshments and things as are provided by the Club for the use of its membership.
- 13 (a) Every Participating Member shall be entitled (subject to any bye-laws for the time being in force made by the Board of Directors as hereinafter provided) to all the rights

applicable to his or her category of membership and shall be subject to all the duties of a member of the Club, including (subject as hereinafter provided) the right to be elected as an officer or member of the Board of Directors, and to receive notice of and to attend and vote at all general, extraordinary and annual general meetings of the Club, and to claim and participate in any share of the assets of the Club upon its dissolution, winding-up or pursuant to a lawful distribution.

- (b) Every Non-Voting Member shall be entitled (subject to any bye-laws for the time being in force made by the Board of Directors as hereinafter provided) to all the rights applicable to their category of membership and shall be subject to all the duties of a member of the Club. A Non-Voting Member shall not (a) be eligible to be elected as an officer or member of the Board of Directors (b) be entitled to receive notice of and to attend and vote at any general, extraordinary or annual general meeting of the Club and (c) be entitled to claim or participate in any share of the assets of the Club upon its dissolution, winding-up or pursuant to a lawful distribution.
14. The Board of Directors shall have power to permit any person or persons to use gratuitously in common with the members of the Club all the premises and property of the Club on such conditions as the Board of Directors may from time to time determine for any period not exceeding seven days in any one year.
15. Any Participating Member or Non-Voting Member wishing to cease to be a member of the Club shall give notice in writing of his or her intention so to do, addressed to the General Manager and deposited at the registered office of the Club before 31 December in any year, failing which such member shall be liable to pay the subscription for the next year.
16. Any Participating Member or Non-Voting Member whose annual subscription, or any part thereof, is unpaid on 1st June in any year shall cease *ipso facto* to be a member of the Club and shall forfeit all rights in and claim upon the Club and its property relevant to their category of membership, but may be reinstated at the discretion of the Board of Directors on payment of all arrears.
17. If any Participating Member or Non-Voting Member shall wilfully refuse or neglect to comply with the provisions of the Memorandum of Association, these Articles or the bye-laws of the Club, or shall be guilty of any conduct unworthy of a gentleman or lady, as the case may be, or detrimental to or unlikely to endanger the welfare or good name or order of the Club, such member may be expelled by a resolution of the Board of Directors, provided that at least one week before the meeting at which such resolution is to be passed, he or she shall have had notice thereof, and of the intended resolution for his or her expulsion, and that he or she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation, representation or defence as he or she may think fit. A Participating Member or Non-Voting Member expelled under this Article shall forfeit all right in and claim upon the Club and, to the extent that any entitlement exists, its property. A Participating Member or Non-Voting Member so expelled shall have the right to appeal within 21 days of his or her expulsion to an Extraordinary General Meeting of the Club to be convened by the Board of Directors for such purpose and the expulsion shall have effect only if ratified by a resolution passed by not less than two-thirds of those Participating Members present and entitled to vote upon the resolution. If the expulsion is not ratified by the Participating Members in the above manner the expulsion shall cease to have effect and the member shall be reinstated forthwith. Notice of any such appeal shall be in writing and shall be delivered or sent to the General Manager.

REGULATIONS

18. The Board of Directors may from time to time and at any time by resolution in its absolute discretion make such regulations as it sees fit relating to membership of the Club, and may from time to time and at any time by like resolutions at its like discretion alter such regulations to such extent and in such manner as it sees fit. Without prejudice to the generality of the foregoing, such regulations may provide for additional categories of Participating Member, Non-Voting Member and other classes of membership of the Club, the membership subscriptions payable by a member or a particular class of members (which may vary from member to member or, if there is more than one class, any class of members, by reference to such criteria as the Board of Directors so provides in such regulations), the duration of membership of any members or of any particular class of members provided that no regulation shall be made under the powers conferred by this Article which would amount to an amendment of or an addition to these Articles as could lawfully be made only by special resolution or any other resolution required under the Acts.

EVIDENCE OF MEMBERSHIP

19. The entry of a Participating Member or a Non-Voting Member's name in the Register shall constitute prima facie evidence of membership. A Participating Member whose name is entered in the Register shall be entitled to a certificate of membership. Every certificate of membership shall be issued by the Club on its official notepaper or in such other manner as may be determined by the Board of Directors.
20. The rights and privileges of membership shall be personal and accordingly shall not be transferable.

CESSATION OF MEMBERSHIP

21. (1) A Participating Member or a Non-Voting Member shall cease to be a member:
- (a) if he or she ceases to be eligible to be admitted to membership by reason of non compliance with the requirements of Article [4];
 - (b) if he or she resigns as a member by notice (not being less than 90 days prior to its effective date or such other date as may be determined by the Directors) in writing sent to the Secretary at the Office;
 - (c) if he or she shall be in default in the payment of any subscription or other contribution payable to the Club as provided for in Article [6];
 - (d) on death;
 - (e) if he or she should be expelled from membership in accordance with the provisions of Article [17];
- (2) A Participating Member may, at the discretion of the Board of Directors, suspend his or her rights of membership for a period of up to 3 years during which time he or she shall (a) pay a nominal fee as determined by the Directors in lieu of annual subscriptions; (b) not be entitled to receive notice of or to attend any general meetings of the Club; and (c) continue to be subject to these Articles including, for the avoidance of doubt, the liability to discharge any levy imposed under Article [6(d)].

22. Every Participating Member and Non-Voting Member shall be bound to further to the best of his or her ability the objects and interests of the Club and shall observe these Articles and all regulations, rules and bye-laws of the Club that may be made pursuant to Articles [18] and [53].

General Meetings

Place of holding General Meetings

23. All general meetings of the Club shall be held in the Club premises or within 10 kilometres of the Clock Tower in the City of Waterford.

Annual General Meetings

24. (1) Subject to paragraph (2), 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 15 months shall elapse between the date of one Annual General Meeting of the Club and that of the next.
- (2) Subject to Article [23] the Annual General Meeting shall be held at such time and at such place as the Board of Directors shall appoint.

Other General Meetings

25. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.

Extraordinary General Meetings

26. The Board of Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the State sufficient members of the Board of Directors capable of acting to form a quorum, any member of the Board of Directors or any 15 Participating Members of the Club may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Directors.

Notice of General Meetings

27. Subject to sections 133 and 141 of the Act, an Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice by electronic notification (email) or in writing if requested by the member and any other meeting of the Club (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice by electronic notification (email) or in writing if requested by the member. The notice shall be exclusive of the day for which it is served or deemed to be served and of the day on which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of the business and shall be given, in the manner hereinafter mentioned, to such persons as are, under these Articles, entitled to receive such notices from the Club.

Omission to give notice

28. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

Special Business

29. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Board of Directors and auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors.

Quorum

30. No business shall be transacted at any general meeting unless a quorum of Participating Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, 20 Participating Members present in person shall be a quorum.

When, if quorum not present meeting is to be dissolved and when to be adjourned

31. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Participating Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Participating Members present shall be a quorum.

Chairperson of the meeting

32. The Chairperson, and failing him the President, and failing him the Captain, shall preside as Chairperson at every general meeting of the Club. If the Chairperson, Captain or Vice-Captain is absent or being present decline to preside, the Directors present shall elect one of their number to be Chairperson of the meeting.

Election of Chairperson if President etc. not present or willing to act.

33. If at any meeting none of the persons mentioned in Article [32] is present within 15 minutes after the time appointed for holding the meeting, the Participating Members present shall choose one of their number to be Chairperson of the meeting.

Adjournments

34. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the 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. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary

to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

How questions are to be decided

35. 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:-
- (a) by the Chairperson; or
 - (b) by at least three Participating Members present in person; or
 - (c) by any Participating Member or Participating Members present in person and representing not less than one tenth of the total voting rights of all Participating Members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairperson 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 the 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

Poll when taken

36. Except as provided in Article [38], if a poll is duly demanded it shall be taken in such a manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Casting Vote

37. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

When poll taken

38. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

Right to vote

39. Every Participating Member present in person shall have one vote at general meetings of the Club. No other person including, for the avoidance of doubt, a Non-Voting Member shall be entitled to attend or vote at general meetings of the Club.

Restriction on right to vote

40. No Participating Member shall be entitled to vote or to attend at any general meeting unless all entrance fees, annual subscriptions and levies then due and payable by him or her to the Club have been paid prior to the meeting.

Objection to Vote

41. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

BOARD OF DIRECTORS

42. The Board of Directors shall consist of the Officers referred to in Article (43), and 2 other Participating Members of the Club elected in the manner provided for in Article (45).
43. The Officers of the Club shall consist of the President, Lady President, Chairperson, Men's Captain, Men's Vice-Captain, Lady Captain, Lady Vice-Captain, Director of Finance and Hon. Secretary, all of whom shall be Participating Members of the Club.

44

The Chairperson, Director of Finance and Honorary Secretary shall retire from office, and from the Board of Directors, having held office for three consecutive years or maybe removed by a ballot at an AGM. They shall not be eligible for election to that office, or to the Board of Directors for a further three years.

They shall not be eligible for election to that office, or to the Board of Directors, for a further three years. Service as an officer or as a member of the Board of Directors prior to 31 December 2014 will not be relevant for this purpose. The President, Lady President, Men's Captain, Men's Vice- Captain, Lady Captain and Lady Vice-Captain shall retire from office at every Annual General Meeting of the Club but shall be eligible for re-election at the same or any other general meeting of the Club.

45. The election of Directors and Officers shall take place in the following manner:
- (a) Any two Participating Members of the Club shall be at liberty to nominate any other Participating Member who has been a Participating Member of the Club for the two years preceding the year of election, to serve as a Director or Officer of the Club.
 - (b) The names of the candidates for election to the Board of Directors and as the Officers of the Club shall be submitted to the Secretary in writing seven days before the Annual General Meeting showing the name of the candidate, the proposer, seconder and the consent of the candidate.

- (c) Balloting lists shall be prepared containing the names of the candidates in alphabetical order and each Participating Member present, having an entitlement to vote, shall be entitled to vote for any number of candidates, provided that this number does not exceed the number of vacancies to be filled.
 - a. If two or more candidates obtain an equal number of votes another ballot shall be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes the Chairperson shall elect by lot from such candidates the candidate or candidates who is or are thereby elected.
 - b. The Chairperson of the meeting shall appoint an Officer and two Participating Members present as scrutineers in respect of the voting.
 - c. The General Manager of the Club shall be appointed by the Board of Directors, subject to and in accordance with Articles [72 to 75].
46. All casual vacancies arising among the Board of Directors or the Officers and any shortfall arising under Article 45 shall be filled by the Board of Directors. Any Director or Officer so appointed shall retire at the following Annual General Meeting, but shall be eligible as a candidate for election as a Director or Officer at such Annual General Meeting. Any Director or Officer appointed to fill a casual vacancy or in respect of any shortfall under Article 45 as aforesaid shall retain his or her office so long only as the vacating Director or Officer would have retained the same if no vacancy or shortfall had occurred.

BORROWING POWERS

47. The Board of Directors may exercise all the powers of the Club to borrow money and to mortgage or charge its undertakings and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Club; provided that the amount for the time being remaining undischarged of money borrowed or secured by the Board of Directors as aforesaid shall not exceed at any time, without the previous sanction of the Club in general meeting, the sum of 50% of the previous year's gross income of the Club.
48. (a) The business of the Club shall be managed by the Board of Directors who may pay all expenses incurred in promoting and registering the Club and may exercise all such powers of the Club as are not, by the Acts or by Article 48(b) or otherwise by these Articles, required to be exercised by the Club in general meeting, subject nevertheless, to the provisions of the Acts and to these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Club in general meeting; but no direction given by the Club in general meeting shall invalidate any prior act of the Board of Directors which would have been valid if that direction had not been given.
- (b) Any capital expenditure of the Club in respect of any one item or object in any financial year of the Club (including in particular but without prejudice to the generality of this provision expenditure on alterations or improvements) in excess of 10% of the gross income of the Club in the previous financial year, shall not be incurred by the Board of Directors unless the contract or arrangement pursuant to which the expenditure is to be incurred is first approved by an ordinary resolution of the Club in general meeting.
49. The Board of Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board of Directors, to be the attorney or attorneys of the Club for such

purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Directors under these Articles) and for such period and subject to such conditions as they may think fit and any such power of attorney may contain such provisions for the protection of persons dealing with any such attorney as the Board of Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in such attorney.

50. All cheques, promissory notes, drafts, bills of exchange and other negotiable and financial instruments and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such a manner (whether by means of manual signature or by means of printing, lithography or any other mode or modes, mechanical, electronic or otherwise, or representing or reproducing names in a visible form) as the Board of Directors shall from time to time by resolution determine.
51. The Board of Directors shall cause minutes to be made in books provided for the purpose –
- (a) of all appointments of all Officers and Directors made by the Board of Directors;
 - (b) of the names of the Officers and Directors present at each meeting of the Board of Directors; and
 - (c) of all resolutions and proceedings at all the meetings of the Club and of the Board of Directors and of committees of the Board of Directors.

Disposals of Club Property

52. (a) Except in any one of the circumstances referred to in Article 52(b), the Board of Directors shall not, demise, underlet, exchange, sell or otherwise dispose of all or any part of the lands, buildings, tenements, or hereditaments of the Club unless the contract pursuant to which such demise, underletting, exchange, sale or other disposal is to be effected is first approved by an ordinary resolution of the Club in general meeting.
- (b) The demise, underletting, exchange, sale or other disposal of lands, buildings, tenements or hereditaments of the Club having a market value not greater than [10%] of the gross income of the Club in the previous financial year shall not require an approval under Article [52(a)].

Making of Bye-laws

53. The Board of Directors shall have power from time to time to make, alter and repeal all such bye-laws as they may consider to be necessary or expedient or convenient for the proper conduct, administration and management of the Club, and in particular, but without prejudice to the generality of the foregoing, they may by such bye-laws regulate:
- - (a) the admission of temporary, restricted and non-playing members of the Club, and the rights and privileges of such persons;
 - (b) the terms and conditions upon which honorary guests, children of Participating Members and Non-Voting Members and visitors may be permitted to use the premises and property of the Club;

- (c) The times of opening and closing the course and grounds, club house and premises of the Club, or any part thereof;
 - (d) The rules to be observed and prizes or stakes to be played for by Participating Members and Non-Voting Members playing any games on the premises of the Club;
 - (e) The prohibition of particular games on the premises of the Club entirely or at any particular time or times;
 - (f) The conduct of Participating Members and Non-Voting Members of the Club in relation to one another, and to the Club's employees, visitors and other persons having access to the Club's premises and property;
 - d. The setting aside of the whole or any part or parts of the Club's premises for the gentlemen or lady Participating Members and Non-Voting Members, or any other class or classes of members, at any particular time or times or for any particular purpose or purposes;
 - e. The imposition of fines for breach of any bye-law or these Articles;
 - f. The procedure at general meetings and meetings of the Board of Directors; and
 - g. generally, all such matters as are commonly the subject matter of club rules.
54. The Board of Directors shall adopt such means as they consider to be sufficient to bring to the notice of Participating Members and Non-Voting Members of the Club all such bye-laws, alterations and repeals, and all such bye-laws, so long as they shall be in force, shall be binding upon all Participating Members, Non-Voting Members of the Club and such other persons to whom they are addressed. Provided nevertheless that no bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum of Association and these Articles, and that any bye-law may be set aside by a special resolution of the Club in general meeting.

DISQUALIFICATION OF DIRECTORS AND OFFICERS

55. The office of a Director or Officer shall be vacated automatically if the Director or Officer: -
- (a) is adjudged bankrupt in the State or an event analogous thereto occurs in any other jurisdiction or makes any arrangement or composition with his or her creditors generally; or
 - (b) becomes prohibited from being a director or officer by reason of any order made under the Acts; or
 - (c) becomes of unsound mind; or
 - (d) resigns his or her office by notice in writing to the Club; or
 - (e) is convicted of an indictable offence unless the Board of Directors otherwise determine; or
 - (f) is for more than 6 months absent without permission of the Board of Directors from meetings of the Board of Directors held during that period;

- (g) is directly or indirectly interested in any contract or arrangement with the Club within the meaning of Article [56] and fails to declare the nature of his or her interest in the manner required by Article [56]; or
- (h) if the Court makes a declaration in respect of the Director or Officer under Section 150 of the Companies Act 1990.

VOTING ON CONTRACTS

56. A Director or Officer who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Club shall declare the nature of his or her interest at the meeting of the Board of Directors at which the question of entering into the contract or arrangement is first taken into consideration, if his or her interest then exists, or in any other case at the first meeting of the Board of Directors after he or she becomes so interested. A general notice given by a Director or Officer to the effect that:

- (a) he or she is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm; or
- (b) he or she is to be regarded as interested in any transaction which may be made after the date of the notice with a specified person who is connected with him or her (within the meaning of section 26 of the Companies Act, 1990);

shall be sufficient declaration of interest under this Article, and after such general notice is given it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Board of Directors or the Director or Officer giving the notice takes reasonable steps to secure that it is brought up and read at the next meeting of the Board of Directors after it is given. The provisions of Article [55(g)] shall apply to any failure to comply with this Article.

- 57. A Director or Officer may not vote in respect of any contract, appointment or arrangement in which he or she is interested and he or she shall not be counted in the quorum present at the meeting.
- 58. The Club may from time to time by ordinary resolution increase or reduce the number of Directors.
- 59. The Club may by ordinary resolution of which extended notice has been given in accordance with section 142 of the Act remove any Director or Officer before the expiration of his or her period of office, notwithstanding anything elsewhere contained in these Articles.
- 60. The Club may by ordinary resolution appoint another person in place of a Director or Officer removed from office under Article [59]. Without prejudice to the power of the Board of Directors under Article [46] the Club may by ordinary resolution appoint any qualifying Participating Member to be a Director or Officer, either to fill a casual vacancy or as an additional Director or Officer.

PROCEEDINGS OF MEETINGS OF THE BOARD OF DIRECTORS

61. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairperson shall have a second or casting vote. A Director or Officer may, and the Secretary on the requisition of a Director or Officer shall, at any time summon a meeting of the Board of Directors. If the Board of Directors so resolves it shall not be necessary to give notice of a meeting of the Board of Directors to any Director or Officer who being resident in the State is for the time being absent from the State.
62. The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board of Directors and unless fixed so shall be five.
63. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed pursuant to these Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors or of summoning a general meeting of the Club but for no other purpose.
64. The Captain shall be the Chairperson of the meetings of the Board of Directors but, if at any meeting the Captain is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the meeting.
65. The Board of Directors may appoint committees of which the Chairperson (who shall have sole authority to requisition a committee meeting) shall be an elected member of the Board of Directors. Any committee so formed shall report to the Board of Directors and shall have no power to exercise any of the powers vested in the Board of Directors or any other executive authority unless such powers have been expressly delegated to the committee by the Board of Directors and recorded in the Minutes of the meeting of the Board of Directors at which it was resolved to establish the committee, in which case the committee shall conform to the requirements imposed on the committee in relation to the exercise of such powers.
66. If at any committee meeting the Chairperson is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting, such person to be an elected member of the Board of Directors
67. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote.
68. All acts done by any meeting of the Board of Directors or of a committee of the Board of Directors or by any Director, Officer or member of a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director, Officer, member of committee or person 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, Officer or a member of a committee.
69. A resolution in writing signed by all the Directors and Officers shall be as effective as a resolution passed at a meeting of the Board of Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of

the Directors and Officers. Such a resolution may (unless the Board of Directors shall otherwise determine either generally or in any specific case) be transmitted by facsimile provided that in the case of each such facsimile the secretary or a Director or an Officer shall have endorsed the same with a certificate stating that he or she is satisfied as to the authenticity thereof.

70. (a) For the purposes of these Articles, the contemporaneous linking together by telephone or other means of electronic communication of a number of Directors and Officers not less than the quorum shall be deemed to constitute a meeting of the Board of Directors, and all the provisions in these Articles as to meetings of the Board of Directors shall apply to such meetings, provided that:
- (i) each of the Directors and Officers taking part in such a meeting must be able hear, and speak to, each of the other Directors and Officers taking part;
 - (ii) at the commencement of such a meeting each Director and Officer must acknowledge his or her presence and that he or she accepts that the proceedings will be deemed to be a meeting of the Board of Directors; and
 - (iii) minutes of the meeting are approved by the participants at the meeting.
- (b) A Director or Officer may not cease to take part in the meeting by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting, and a Director or Officer shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting.
- (c) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.
- (d) The provisions of this Article shall apply, *mutatis mutandis*, to meetings of committees of the Board of Directors established under and in accordance with Article [65].

SECRETARY

71. (a) The Secretary shall be appointed from time to time by the Club in general meeting for such term and at such remuneration (if any) and upon such conditions as it may think fit. Any Secretary so appointed may be removed by the Club in general meeting. The Board of Directors may appoint a replacement Secretary to fill a casual vacancy provided that such Secretary shall hold office only until the next following Annual General Meeting of the Club and shall then be eligible for re-appointment.
- (b) Anything by the Acts or these Articles required or authorised to be done by or to the Secretary may be done by or to any honorary, assistant or acting secretary, or if there is no honorary, assistant or acting secretary capable of acting, by or to any Director or Officer of the Club authorised generally or specially in that behalf by the Directors provided that any provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Director or Officer and the Secretary shall not be satisfied

by its being done by or to the same person acting both as Director or Officer and as, or in the place of, the Secretary.

GENERAL MANAGER

72. The General Manager shall be appointed by the Board of Directors for such term and at such remuneration and upon such conditions as they may think fit; and any General Manager so appointed may be removed by them.
73. The General Manager may be a Participating Member or Non-Voting Member but shall not be a Director or Officer of the Club.
74. The General Manager shall, at the invitation of the Board of Directors, attend meetings of the Board of Directors but shall not be entitled to vote at such meetings. He or she shall also vacate each meeting if requested by the Board of Directors.
75. The General Manager may not, at an Annual General Meeting or Extraordinary General Meeting, vote on any item in which the General Manager has an interest.

THE SEAL

76. The seal shall be used only by the authority of the Board of Directors and every instrument to which the Seal shall be affixed shall be signed by a Director or Officer and shall be countersigned by the Secretary or by a second Director or Officer or by some other person appointed by the Board of Directors for that purpose.

ACCOUNTS

77. The Board of Directors shall cause such books of account as are necessary to comply with the Acts to be kept relating to, amongst other matters,;-
 - (a) all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Club; and
 - (c) the assets and liabilities of the Club.

Such books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Club's affairs and to explain its transactions.

78. The books of account shall be kept at the Office or, subject to the Acts and, in particular, Section 202 of the Companies Act 1990, at such other places as the Board of Directors thinks fit, and shall at all reasonable times be open to the inspection of the Directors and Officers.
79. The Board of Directors shall from time to time determine whether and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of Participating Members and Non-Voting Members not being Directors or Officers, and no Participating Member or Non-Voting Member (not being a Director or an Officer) shall have any right of inspecting any account or book or document of the Club except as conferred by the Acts or authorised by the Board of Directors or by the Club in general meeting.

80. The Board of Directors shall from time to time in accordance with the Acts cause to be prepared and to be laid before the annual general meeting of the Club such profit and loss accounts, balance sheets, and reports as are required by those Acts to be prepared and laid before the annual general meeting of the Club.
81. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Club together with a copy of the Directors' report and auditor's report shall, not less than 21 days before the date of the annual general meeting, be sent to every person by electronic notification (email) or in writing if requested by the member and any other meeting of the Club entitled under the provisions of the Acts to receive them.

AUDITORS

82. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts and in particular sections 160 to 163 of the Act, as amended and extended by sections 182 to 200 of the Companies Act 1990 (as amended).
83. Subject to the provisions of the Acts, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Club, be valid, notwithstanding that there was some defect in his or her appointment or that he or she was at the time of his or her appointment not qualified for appointment.

NOTICES

84. A notice may be given by the Club to any Participating Member or Non-Voting Member either personally or by sending it by post to him or her at his or her registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same and is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
85. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every Participating Member except those members who (having no registered address within the state) have not supplied to the Club an address within the State for the giving of notices to them;
 - (b) the auditor for the time being of the Club; and
 - (c) every Director.

No other person shall be entitled to receive notice of general meetings.

86. Without prejudice to the provisions of sub-paragraphs (a) and (b) of Article [85], if at any time by reason of the suspension or curtailment of postal services within the State, the Club is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily and one local newspaper published in the State and such notice shall be deemed to have been duly served on all persons entitled thereto at noon on the day on which the said advertisement or advertisements shall appear. In any such case the Club shall send confirmatory copies of the notice through the post to those persons entitled thereto whose registered addresses are outside the State (if or to the extent that in the opinion of

the Board of Directors it is practical so to do) or are in areas of the State unaffected by such suspension or curtailment of postal services and if at least ninety-six hours prior to the time appointed for the holding of the meeting the posting of notices to members in the State, or any part thereof which was previously affected, has become practical in the opinion of the Board of Directors, the Board of Directors shall send forthwith confirmatory copies of the notice by post to such persons as are entitled to receive notice. The accidental omission to give any such confirmatory copy of a notice of a meeting to, or the non-receipt of any such confirmatory copy by, any person entitled to receive the same shall not invalidate the proceedings at the meeting.

INDEMNITY

87. Subject to the provisions of and so far as may be permitted by the Acts, every Director, Secretary, General Manager or other Officer of the Club shall be entitled to be indemnified by the Club against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto including (without prejudice to the generality of the foregoing) any liability incurred by him or her in defending any proceedings, civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted by him or her as an officer or employee of the Club and in which judgment is given in his or her favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part) or in which he or she is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him or her by the Court.

DIVIDENDS

88. The Club in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board of Directors.
89. The only members who may participate in a dividend shall be the Participating Members.
90. No dividend shall be paid otherwise than in accordance with the provisions of Part IV of the Companies (Amendment) Act 1983.
91. The Board of Directors may, before recommending any dividend, set aside out of the profits of the Club such sums as they think proper as a reserve or reserves which shall at the discretion of the Board of Directors be applicable for any purpose to which the distributable profits of the Club may be properly applied, and pending such application may, at the like discretion either be employed for the purposes of the Club or be invested in such investments as the Board of Directors may lawfully determine. The Board of Directors may also, without placing the same to reserve, carry forward any profits which they may think it prudent not to divide or distribute.
92. The Board of Directors may deduct from any dividend payable to any Participating Member all sums of money (if any) immediately payable by such Participating Member to the Club.
93. No dividend shall bear interest as against the Club.
94. All unclaimed dividends may be invested or otherwise made use of by the Board of Directors for the benefit of the Club until claimed.
95. Any dividend, interest or other monies payable in cash may be paid by cheque or warrant sent through the post directed to the registered address of the Participating Member, or to such person and to such address as the Participating Member or joint Participating

Members may direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the Participating Member may direct, and payment of the cheque or warrant shall be a good discharge for the Club. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

96. Any general meeting of the Club declaring a dividend may direct payment of such dividend wholly or partly by the distribution of specific assets, and in particular of paid up shares, debentures or debenture stock of any other company, or in any one or more of such ways, and the Board of Directors shall give effect to such resolution. Where a difficulty arises in regard to such distribution, the Board of Directors may settle the same as they think expedient, and in particular may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any Participating Members upon the footing of the value so fixed, in order to adjust the rights of all the parties, and may vest any specific assets in trustees upon trust for the persons entitled to the dividend as the Board of Directors think expedient, and generally may make such arrangements for the allotment, acceptance and sale of such specific assets or any part thereof, and otherwise as they think fit.

WINDING UP

97. If the Club is wound up, the liquidator may, with the sanction of an ordinary resolution of the Club and any other sanction required by the Acts, divide among the Participating Members in specie or kind the whole or any part of the assets of the Club (whether or not they shall consist of property of the same kind) and may, for such purpose, set such value as he or she deems fair upon any property to be divided as aforesaid, and may determine how such division shall be carried out as between the Participating Members. The liquidator may, with a like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Participating Members as the liquidator, with a like sanction, shall think fit, but so that no Participating Member shall be compelled to accept any shares or other securities whereon there is any liability.