



HELBY GOLF CLUB LIMITED
Towers Lane
Helsby
Cheshire
WA6 0JB

ARTICLES OF ASSOCIATION

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

OF
HELSEBY GOLF CLUB LIMITED
(Company number 08460974)

Adopted by Special Resolution of the Club passed at Special General Meeting

Date*****

Name

1. The Company's name is Helsby Golf Club Limited (and in this document it is called the "Club")

Interpretation

2. In these articles:

"the Act"	means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force
"the Articles"	means the Club's articles of association
"Byelaws"	means the byelaws of the Club in force from time to time
"The Club"	means Helsby Golf Club Limited
"Director"	means a director and member of the Management Committee of the Club elected to this position
"Officer"	means the Directors, the Captain, President, Lady Captain, Secretary and Honorary Treasurer
"Management Committee"	means those Directors elected in accordance with the Rules and Byelaws at the Members Annual Meeting and the Secretary and the Honorary Treasurer
"Member"	means any member of the Club as defined by the Rules and Byelaws of the Club
"Full Member"	means any Full member of the Club as defined by the Rules and Byelaws of the Club
"the Rules"	means the rules of the Club in force from time to time
"Secretary"	means the secretary of the Club or any other person appointed to perform the duties of the Secretary of the Club, including a joint, assistant or deputy secretary

- (a) Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification not yet in force when these Articles become binding on the Company.

- (b) The masculine includes the feminine and, where appropriate, the singular includes the plural.
- (c) The headings in these Articles do not form a part of them or in any manner affect their interpretation or construction.

Liability of Members

- 3. The liability of Members is limited by guarantee
- 4. Every Member of the Club undertakes that if the Club is dissolved while he or she is a Member or within twelve months after he or she ceases to be a Member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Club incurred before he or she ceases to be a Member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Application of Income and Property and Objects

- 5. All income and property of the Company howsoever derived shall be applied solely towards the promotion of the objects of the Company as stated below ("the Objects") and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any Member of the Company and no Director of the Company shall be paid by salary or fees or receive any remuneration. This does not prevent a Member receiving reasonable and proper remuneration for any goods or services supplied to the Club.
- 6. The Club's Objects are specifically restricted to promoting the game of golf and other athletic sports and pastimes and to encourage social intercourse among the Members of the Club and in particular to lay out, prepare and maintain a golf course at Helsby or elsewhere, for golf and other purposes of the Club, and to provide clubhouses, pavilions, lavatories, kitchens, refreshment rooms, dormy houses, workshops, sheds and other conveniences in connection therewith, and to furnish and maintain the same and permit the same to be used by the Members of any club established by the Club or their friends either gratuitously or upon other terms, and if thought fit to manage the affairs of any such club;
- 7. In furtherance of the Objects but not otherwise the Club may exercise the following powers:
 - (a) To acquire and take over all or any part of the undertaking, assets and liabilities of the previously unincorporated association known as Helsby Golf Club;
 - (b) To establish, maintain and conduct a golf club for the accommodation of the Members of the Club and their friends and generally to afford them all the usual privileges, advantages and accommodation of a golf club;
 - (c) To promote and hold either alone or jointly with any other association, club or persons, golf meetings, competitions and matches and to offer, give or contribute towards prizes, medals and awards and to promote, give or support dinners, balls, concerts and other entertainments;
 - (d) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Club may think necessary or convenient for the promotion of the objects, and to construct and maintain and alter any buildings or erections necessary or convenient for the work of the Club;
 - (e) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Club as may be thought expedient with a view to the promotion of its Objects;
 - (f) To purchase, hire, make or provide and maintain, and to sell or otherwise dispose of all kinds of equipment and other things required which may be conveniently used in

connection with the grounds, clubhouse or other premises owed by the Club and used by persons frequenting them, whether Members of the Club or not;

- (g) To buy, prepare, make, sell and deal in all kinds of apparatus and equipment used in connection with golf and in all kinds of liquors, provisions and refreshments required or used by Members of the Club or other persons using the grounds, clubhouse or premises of the Club;
- (h) To hire and employ all classes of persons considered necessary for the purposes of the Club and to pay them and other persons in return for services rendered to the Club salaries, wages, charges and pensions;
- (i) To support and subscribe to any charitable or public body and any institution, society or club that may be for the benefit of the Club or its employees, or may be connected with golf; to give pensions, gratuities, Christmas boxes or charitable aid to any person who may have served the Club, or to the wife, widow, children or other needy relatives of any such person; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Club;
- (j) To borrow or raise money for the purposes of the Club on such terms and on the giving of such security as may from time to time be determined;
- (k) To invest and deal with the monies of the Club and the Club not immediately required upon such investments, securities or property and in such manner as may from time to time be determined;
- (l) To do all such other lawful things as are incidental or conducive to the attainment of any of the above Objects; and
- (m) To do all such things as the Directors consider to be in the best interests of the Club

Membership

- 8. A Member of the Club may only be an individual and not a body corporate or a partnership. A person becomes a Member of the Club by making application in the form and manner from time to time determined by the Rules and Byelaws.

Notice of resignation

- 9. Any Member wishing to resign his membership of the Club must give notice in writing of his intention to do so, addressed to the Secretary, and deposited at the registered office of the Club.

Expulsion of Members

- 10. Any Member of the Club shall be expelled in accordance with the Rules and Byelaws. Any Member of the Club who ceases to be a Member for whatever reason forfeits all rights to or claim upon the Club's assets, its property or funds, or any return of fees or subscriptions paid and remains liable for any fees or charges due from him as at the date of the end of the subscription year including, for the avoidance of doubt, the undertaking to contribute the sum (not exceeding £1) set out at Article 4 above.

Rights of Member's personal

- 11. The rights of a Member as such are personal and not transferable and cease upon his death.

Annual General Meeting

12. The Club shall hold a general meeting in each year as its Annual General Meeting in addition to any other meetings in that year, and must specify the meeting as the Annual General Meeting in the notices convening it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Club and that of the next. The Annual General Meeting shall be held at such time and place as stated in the Rules and Byelaws to approve the Accounts, accountants and their remuneration.

Special General Meeting

13. All general meetings other than Annual General Meetings shall be called Special General Meetings, including the Members Annual Meeting which shall take place each February to appoint Directors, Captains, President Captain's Elect and Honorary Treasurer.
14. Members of the Club may require the Directors to convene a general meeting by following the Rules and Byelaws.
15. A requisition made by Members shall be in accordance with the Rules and Byelaws.

Notice of general meetings

16. The AGM or A general meeting shall be called by at least 21 days' notice in accordance with the Rules and Byelaws. Notice shall be given to every Member and every Director and shall be in accordance with the Rules and Byelaws.

Special Business

17. All business shall be deemed special that is transacted at a General Meeting and also all that which is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and independent accountants, and the appointing, and the fixing of the remuneration of the independent accountants.

Quorum

18. No business may be conducted at any AGM or Members Annual Meeting unless a quorum of Members is present. Such quorum is currently 50 members or as varied in accordance with the Rules and Byelaws.

Chairman

19. The Chairman of the AGM of the Club will be the elected Chairman of the Board of Directors or his deputy or his nominated representative. The President or his deputy or nominated representative will chair the Members Annual Meeting.

Passing of resolutions and Voting rights

- 20 a . At any general meeting a resolution put to the vote of the meeting shall be decided on votes cast in accordance with the Rules. A declaration by the Chairman that a resolution has or has not been passed, or passes with a particular majority, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in recorded minutes of the meeting shall also be conclusive evidence of that fact without such proof
20. b Every Full Member shall be entitled such vote as defined in the Rules and Byelaws of the Club

Directors

Number

21. The maximum number of Directors is 8 and the minimum number of Directors is 4. This maximum and minimum may be changed by a resolution of the Club in general meeting. A Director must be a Full Member as defined by the rules of the Club.

At a meeting of Directors:

- (a) 4 Directors are a quorum and the Directors shall meet as necessary. A Director shall not vote nor be counted as a Member of the quorum at any Directors' meeting held in respect of any contract in which he is interested and if he shall purport to vote his vote shall not be counted and if the meeting is thereby inquorate any resolution concerning that contract is and shall be void.
- (b) The Directors will elect a Chairman at a meeting of Directors who shall be Chairman unless and until another Director is elected in his place or he shall cease to be a Director.
- (c) If there are fewer than the stated minimum number of Directors, those Directors or a sole Director in office shall not have the power to transact business PROVIDED THAT they shall be entitled to- and shall forthwith- call a general meeting for the purpose of appointing further Directors.

Remuneration

22. No Director shall be appointed to any salaried office and no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Director except a Director is entitled to be reimbursed from the property of the Club for payment of out-of-pocket expenses properly and reasonably incurred by him or her solely in connection with the Director's duties as Director when acting on behalf of the Club, PROVIDED THAT nothing in these Articles shall prohibit payment by the Club of any sum or salary to the Secretary for clerical or other assistance.

Appointment of Directors

23. A person may not be appointed Director of the Company unless they are a Full Member of the Club (and have been for the previous 3 years) and in accordance with the Rules and Byelaws of the Club.

Retirement of Directors

24. At every Members Annual Meeting of the Club at least one third (rounding down to the nearest whole number with a minimum of one) of the Directors for the time being must retire from office so that no Director shall remain in office as a Director after the third

Members Annual Meeting from his election without retiring and putting himself forward for re-election. The Directors to retire in each Members Annual Meeting shall be those who have been longest in office since their last election (including, where applicable, their last election as Directors of The Company Limited) but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Retiring Directors are eligible for re-election. The Club may from time to time by ordinary resolution determine in what rotation the Directors are to retire from office.

25. The Club at the Members Annual Meeting at which a Director retires in the manner set out at Article 25 may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election in accordance with Article 28 below, be deemed to have been re-elected, unless at such a meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

Appointment and removal of Directors

26. Save where the number of Directors falls below 5, the Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next Members Annual Meeting of the Club, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.
27. The Club may by ordinary resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles.
28. The office of a Director is further vacated automatically if:
- (a) he holds any office of profit under the Club;
 - (b) he is directly or indirectly interested in any contract with the Club and fails to declare the nature and/or existence of his interest in the manner required by s.182 of the Act;
 - (c) he is disqualified from acting as a Director by operation of law or order of the court; or
 - (d) he gives the Directors one calendar month's notice in writing that he resigns his office.

Appointment of Secretary

29. The Secretary must be appointed by the Management Committee in accordance with the Rules and Byelaws for such term and at such remuneration and upon such conditions as they think fit. The Management Committee may terminate the Secretary's appointment to the Club (subject to and in accordance with the terms of the Secretary's employment contract) and fill a vacancy.

Powers and duties of Directors

30. The general duties of the Directors are as specified in section 170 to section 177 of the Act.
31. The business of the Club shall be managed by the Management Committee, who may pay inter alia all expenses incurred in promoting and registering the Company provided that no regulation made by the Club in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. The Directors may, subject to Article 21, act notwithstanding vacancies.
32. The Directors shall exercise all the powers of the Club, including:

- (a) to borrow money, and to mortgage or charge its assets or undertakings, or any part thereof, and to issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Club;
 - (b) to raise money by a levy upon the Members but the payment of such levy shall not be enforceable unless the imposition of the levy has been approved by a normal resolution passed in any general meeting including the Annual General Meeting of the Company;
33. The Management Committee may meet and adjourn as laid down in the Rules and Byelaws.
34. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Club shall be signed, drawn, accepted, endorsed or otherwise executed as the Directors shall from time to time by resolution determine.
35. The Directors shall cause minutes to be made for the purpose of:
- (a) Every business transacted at a directors meeting to be known as Management Committee Meetings;
 - (b) the names of all Directors and Members if any present at each meeting of the Directors and of any committee; and
 - (c) all resolutions of the Directors passed otherwise than at general meetings, all proceedings of general meetings of the Club and of the Directors and committees.
36. The records referred to at (c) above must be kept for at least ten years from the date of the resolution, meeting or decision, as appropriate.
37. The Directors shall be entitled to request observers to attend meetings of the board of Directors who shall be Members of the Club and or third parties and who shall, subject to any contrary resolution of the Directors, have the right to speak but not vote at those meetings.
38. Subject to Article 19, the 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. In the case of an equality of votes the Chairman shall have a casting vote. A Director may, and the Secretary on requisition of the Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.
39. All acts done by any Director, acting either alone or as part of a committee or meeting, shall be valid notwithstanding that it is afterwards discovered that: there was a defect in his appointment, he was disqualified from holding office, he had ceased to hold office, or he was not entitled to vote on the matter in question.
40. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

Accounts

41. The Directors shall ensure that adequate accounting records are kept, in accordance with section 386 of the Act and in particular in accordance with the Rules and Byelaws.
- (a) These shall contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place; and

- (b) a record of the assets and liabilities of the Club.
42. The accounting records shall be kept at the Club's registered office or such other place as the Directors think fit, and shall be open to inspection by the Members on reasonable notice and subject to the Club obligations of privacy and applicable data protection regulations.
43. For each financial year, the Directors shall prepare accounts of the Club for that financial year comprising: a balance sheet as at the last day of the financial year and a profit and loss account, giving a true and fair view of the Club's financial position and in accordance with section 398 of the Act. The Club's annual accounts shall be approved by the board of Directors and signed on behalf of the board by a Director of the Club. The balance sheet shall contain the signature, the name of the person who signed it, and a statement in a prominent position above the signature to the effect that the accounts have been prepared in accordance with the provisions applicable to a Company subject to the small companies regime as defined in section 381 of the Act.
44. The Directors shall also prepare a Directors' report for each financial year of the Club, stating:
- (a) the names of the persons who, at any time during the financial year, were Directors of the Club; and
 - (b) the principal activities of the Club in the course of the year.
45. Should the Club be audited, the Directors' report shall also contain a statement to the effect that, in the case of each of the persons who are Directors at the time the report is approved:
- (a) so far as the Director is aware, there is no relevant audit information of which the Club's independent accountant is unaware; and
 - (b) he has taken all steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Club's independent accountant is aware of that information.
46. The Directors' report shall be approved by the board of Directors and signed on behalf of the board by a Director or the secretary of the Club. It shall state the name of the person who signed it and contain a statement in a prominent position above the signature to the effect that the report has been prepared in accordance with the small companies regime.
47. The Directors shall deliver to the registrar for each financial year a copy of the balance sheet drawn up as at the last day of that year, and – if the Club has been audited for that year – a copy of the independent accountant's report on those accounts. The Directors may also deliver:
- (a) a copy of the Club's profit and loss account for that year; and
 - (b) a copy of the Directors' report for that year.
48. Such accounts and reports shall be filed no more than 9 months after the end of the relevant accounting reference period. Calculation of the period for filing shall be in accordance with section 443 of the Act.
49. On demand by a Member, the Club shall provide within seven days of receipt of the request and free of charge a single copy of: the Club's last annual accounts, the last Directors' reports, and – if the Club was audited for that financial year – the independent accountant's report on those accounts (including the statement on that report).

Indemnity

50. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other Officer or committee Member of the Club shall be indemnified out of the assets in accordance with the Rules and Byelaws of the Club against any liability incurred by him to a person other than the Club in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the courts for liability for negligence, default, breach of statutory or other duty or breach of trust in relation to the affairs of the Club SUBJECT ALWAYS that the person so indemnified must have acted honestly, reasonably and in the best interests of the Club and is entitled to be indemnified.

Dissolution

51. The Club may be wound up in a manner provided by the Companies Acts for the time being in force and applicable to the Club. If in a winding up the assets of the Club shall be more than sufficient to meet the liabilities of the Club and the costs and expenses of and incidental to the winding up the excess shall be distributed amongst the Full Members, as defined in Article 2, who are a Member at the date of winding up and have been Full Members for at least ten (10) years in the preceding twenty (20) years.

Communication (including Notices) by the Club

52. Unless otherwise provided for in these Articles or by the Act, the Company may send a document or information to a Member in accordance with the Rules and Byelaws.

THE COMPANIES ACT 2006

**COMPANY LIMITED BY
GUARANTEE AND NOT HAVING
SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

Helsby Golf Club Limited