

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE GARFORTH GOLF CLUB LIMITED

(Amended as at 4th March 2022)

GENERAL

- 1 In these Articles the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the Second Column if not inconsistent with the subject or context: -

Words	Meanings
The Act	The Companies Act 1985
The Club	The above-named Company
These presents	These Articles of Association and the regulations of the Club from time to time in force.
The Board	The Executive Board for the time being of the Club
The office	The registered office of the Club
The seal	The common seal of the Club
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written printed or lithographed or partly one mode and partly another and other modes of representing or reproducing words in a visible form.
Subscription Year	A 12-month period as defined by the Board

And the words importing the singular number shall include the plural number and vice versa.

Words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.

Any words or expressions defined in the Act shall if not inconsistent with the subject or context bear the same meaning in these Articles.

- 2 The number of members with which the Club proposes to be registered is 500 but the Executive Board may from time to time register an increase of members.
- 3 The provision of Section 22 of the Act shall be observed by the Club and every member of the Club shall either sign a written consent to become a member or sign the register of members on becoming a member.
- 4 The Club is established for the purposes expressed in the Memorandum of Association.
- 5 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with the provisions hereinafter contained shall be members of the Club.

Membership

- 6 Every candidate for membership shall be proposed by one voting member of the Club and seconded by one other voting member of the Club both being able to vouch for the fitness of the candidate from their personal knowledge. In the event the applicant is not known by any existing member they can be proposed and seconded at the discretion of the Board. Every application for membership shall be made using a form prescribed by the Board and signed by the candidate. The Board may require further evidence to establish the suitability of the candidate.
- 7 The election of persons to be Members of the Club shall be the responsibility of the Board. The candidate and/or, at the discretion of the Board, the proposer and seconder shall be interviewed by at least two members of the Board who shall formulate a recommendation for consideration by the Board. The Board shall not proceed with an election to membership until the name and address of the candidate along with the names of the proposer and seconder have been posted for at least 21 days in the Club premises. The election shall be by ballot at an ordinary Board meeting and no person shall be elected unless at least five members of the Board are present and unless at least four fifths of the Board Members present vote for the election of the candidate. The Board may decline to elect any candidate without giving any reason.
- 8 Following election the candidate shall be notified in writing by the Managing Secretary and issued with a copy of the Memorandum and Articles of Association of the Club and a request for payment of any entrance and subscription fees. On payment of the required entrance and subscription fees the candidate becomes a member of the Club and is entitled to any relevant benefits and privileges of membership and agrees to be bound by the Articles of Association, By-laws, and any other Rules of the Club. No candidate for membership shall enjoy benefits and privileges of the Club until payment of appropriate fees has been made. If payment of fees is not made within one month of notification the election of the candidate shall be made void.

- 9 The Board is empowered to accept a letter of recommendation from an affiliated Club, signed and authorised by an Officer of that Club, in substitution for a formal proposal in respect of an applicant for membership unknown to existing members but having held membership of that affiliated Club.
- 10 A member may resign membership by giving a minimum three months' notice in writing to the Board at the registered office of the Club, the notice to expire on or before the last date of the subscription period. Otherwise, the member shall be liable for the appropriate subscription for the ensuing year. Any former member may apply to re-join the Club subject to being elected in the manner prescribed by the Articles but shall not be required to pay an entrance fee unless the entrance fee has increased since resignation, in which case the former member shall pay the difference.
- 11 The rights and privileges of every member shall be personal, not transferable and cease on resignation or death of the member.
- 12 A member whose subscription is in arrear shall not be entitled, until payment of the subscription, to make use of any of the Club facilities and the Board may post the name of the member in the Clubhouse. If the subscription continues to be unpaid the Board may at its discretion erase his/her name from the Register of Members.
- 13 Any person who by any means ceases to be a member shall remain liable for and pay to the Club all subscription and other monies which at the time of ceasing to be a member may be due to the Club and the Board shall have the power to sue the member for the monies in the name of the Club.
- 14 The Board may, in the manner prescribed by Article 7, elect Full, Restricted, 5 Day, Country, Intermediate, Junior, Social, Honorary, and 50-year members of the Club. Members shall be entitled to the privileges of the respective category of membership and at entrance fees, subscriptions and any other fees as the Board may from time to time determine with the sanction of a General Meeting. Junior and Social members shall not be entitled to vote at any meeting of the Club or hold any office of the Club. All members, as specified in this Article, shall on election to membership have their names entered on the Register of Members accordingly.
- 15 Members may transfer from one category to another upon written request and at the discretion of the Board and subject to any interviews and assessments that the Board may deem necessary. The written request must be received by the Managing Secretary giving a minimum 3 months' notice prior to the last day of the subscription year.

Subscriptions and Entrance Fees

- 16 Every member of the Club shall pay to the Club an annual subscription and on joining an entrance fee and any other fee as from time to time may be fixed by the Board with the sanction of a General Meeting.
- 17 All subscriptions shall be payable in advance on or before the first day of the subscription year. Newly elected members shall pay entrance fees and subscriptions in advance following notification and before privileges of membership become available. A member in default of any payment to the Club may at the discretion of the Board have membership withdrawn and his name removed from the Register of Members.

- 18 Visitors, other than the guest of a member, may be admitted to use the Golf Course and in conjunction with playing golf use the Clubhouse and its facilities including the purchase of intoxicating liquor from the Club for consumption on the premises without being elected or otherwise becoming members of the Club. These visitors shall be known as guests for such time and on payment of a fee that may be determined from time to time by the Board. The Board shall have in its discretion and without assigning any reason the power to prohibit the admission of any guest or visitor. Excluding Invitation Days, Open Days, or being part of a visiting party, a members guest may be signed in on a maximum number of occasions as approved by the Board during a subscription year irrespective of the Member making the introduction.
- 19 A person residing temporarily in the district of the Club may be elected a member by the Board on terms and payment of entrance fees and subscriptions as the Board may decide.
- 20 No person whose application for membership has been rejected by the Board in the previous six months or any former member whose membership has ceased for reasons of misconduct or non payment of subscriptions or fees shall be introduced by a member as a guest or visitor.

Categories of Membership

- 21 The following are the categories of Membership of the Club
- a. Full Member – is a member who is entitled to use all the facilities of the Club and who is entitled to play the course on all seven days of the week subject to any restrictions under the By-Laws.
 - b. Restricted Member – is a member who is entitled to use all the facilities of the Club but is not permitted to play on Saturdays prior to 4.00 pm, except on payment of a green fee, subject to any restrictions under the By-laws. If Captains Day is held on a Saturday, restricted members are allowed to play on that specific day without paying a green fee. Priority, however, will be given to Full members.
 - c. Five-Day Member – is a member who is entitled to use all the facilities of the Club but is not permitted to play on Saturdays or Sundays except on payment of a green fee, subject to any restrictions under the By-laws. Five-day members are however, allowed to play on President Day and Captains Day for Ladies, which is held on a Sunday. Priority however will be given to full and 6-day members.
 - d. Country Member - is a member who is entitled to play the course on all seven days of the week subject to any restrictions under the By-laws.
 - e. Honorary Member – is a person elected by the Board of Directors. Any such Member shall enjoy the rights and privileges of Full membership without payment of any subscription until their resignation or death.
 - f. Social Member – is a non-playing Member who shall be permitted use of the Clubhouse facilities at all times, subject to any restrictions under the By-laws, and may attend all functions organised by the Club.

- g. Junior Member – is a person aged 10 but under 18 at the beginning of the subscription year and is entitled to play the course, subject to any restrictions under the By-laws.
- h. Intermediate Member – is a person aged over 18 but under an age as agreed by the Board at the beginning of the subscription year and is entitled to play the course, subject to any restrictions under the By-laws.
- i. 50 years Member – is a person elected by the Board of Directors who has retained Membership for 50 consecutive years from a minimum age of 18 years. Any such Member shall enjoy the rights and privileges of full Membership without payment of the annual subscription until their resignation or death.

General Meetings

- 22 The Club shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the Meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Club and that of the next. The Annual General Meeting shall be held at such time and place as the Board may decide, to transact the following business:
- 1. To confirm the minutes of the last Annual General Meeting
 - 2. To receive and adopt the Board's Annual Report and the financial statements of the Club for the preceding year, including the Directors' and Auditors' Reports
 - 3. To elect Officers
 - 4. To elect Directors
 - 5. To appoint Auditors

A member may require a proposal to be heard at an Annual General Meeting by forwarding a copy of that proposal to the Honorary Secretary signed by two members eligible to attend and vote, forty-two days prior to the date of the Annual General Meeting.

- 23 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Board may, whenever they think fit, convene an Extraordinary General Meeting. In addition, an Extraordinary General Meeting shall also be convened on a requisition signed by no less than 10% of members eligible to vote at a General Meeting at the date of the deposit of the requisition. Any such requisition shall state the object of the Meeting and must be signed by the requisitionists and deposited with the Managing Secretary at the office of the Club. Upon receipt of such a requisition the Board shall within twenty-one days from the date of the deposit of the requisition proceed to convene an Extraordinary General Meeting to be held within one month from the date of the convening thereof. If the Board do not proceed to call a meeting within twenty-one days from the date of the deposit of the requisition, the requisitionists, or not less than half of them, may convene such a meeting. The President of the Club, or in his absence the Chairman of the Board, shall preside as Chairman at every General Meeting of the Club, and if neither be present within fifteen minutes after the time appointed for the meeting, the Voting Members present may, if they think fit, choose someone of their number to be Chairman of such meeting.

Notice of General Meetings

24 Notice of General Meetings shall be given:

- a) by posting the same prominently on the notice board of the Club (or if this is not possible in such other place as it is likely to come to the attention of the Members) for at least twenty-one days prior to such General Meeting, such notice remaining displayed until such meeting has been held: and
- b) by notice in writing to all Members at least twenty-one days prior to such General Meeting.

The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- c) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- d) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the Meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

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

26 No resolution passed at a General Meeting shall be valid unless twenty-five Members are present when the vote is taken. If within half an hour from the time appointed for the Meeting a quorum of Members is not present, the Meeting, if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the following week at the same time and place and if at such adjourned Meeting a quorum of Members be not present, the Members present shall be a quorum and may transact the business for which the Meeting was called.

27 The Chairman may with the consent of any General Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

28 At any General Meeting a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the minutes of the Club, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution, provided that if any Member shall challenge the Chairman's decision the votes shall be counted for or against the resolution and the number of votes be declared.

29 Every Member shall have one vote only and voting by proxy shall not be permitted. No Member shall be entitled to vote at any Meeting unless all monies due from the Member to the Club have been paid. The Chairman shall in case of an equality of votes, be entitled to a second or casting vote.

The Board

- 30 The Club is a Private Members Club administered on behalf of its Members by The Board. The Board has power over all matters affecting the administration of the Club, except those matters requiring decision at a General Meeting.
- 31 The Officers of the Club shall be:
The President
The Vice Presidents
The Captain
The Vice-Captain
The Honorary Treasurer
- 32 The Officers of the Club shall be elected annually at the Annual General Meeting. The person elected shall hold office until the next Annual General Meeting when they shall retire but shall be eligible for re-election. Any Officer of the Club ceasing to be a member of the Club shall vacate his office.
- 33 The Board shall consist of The President, The Captain, The Vice Captain, The Honorary Treasurer of the Club and not less than seven and not more than fifteen voting members of the Club, who ordinarily shall have at least 5 years continuous membership and who shall be referred to as Board Members.
- 34 The Board Members shall be elected for not more than four years. One quarter or as near to that proportion as it practicable of those Board Members (to consist of those who shall have been longest in office since their election) shall retire at each Annual General Meeting. The retiring Board Members shall be eligible for re-election.
- 35 The election of Officers and Board Members shall take place in the following manner:
- A notice shall be posted and remain in the Clubhouse for three weeks (twenty-one days) before the Annual General Meeting showing the Officers and the Board Members due to retire. At the same time a sheet for nominations shall be posted. Each candidate for any office must be proposed and seconded in writing by two voting Members, the full names, addresses and occupations of all candidates to be entered. The list of nominations shall be closed seven days before the day fixed for the Annual General Meeting. The election shall take place at the Annual General Meeting and shall be by ballot and shall be conducted in the manner from time to time prescribed by the Board, in the presence and under the direction of scrutineers, members of the Club elected for that purpose at each Annual General Meeting. Balloting lists shall be prepared containing the names of the candidates only, and each Member who is entitled to vote at the Annual General Meeting shall be entitled to vote for such numbers only as are vacant. If two or more candidates obtain an equal number of votes for one vacancy and one of them shall not withdraw his candidacy, a further ballot shall be taken to decide which of those candidates shall fill the vacancy. In the case of further equality of votes the Chairman of the Annual General Meeting shall have the casting vote.

In the case no more or less than the required number shall be nominated, those so nominated shall be declared elected without ballot.

- 36 The Board may fill, at their discretion, any casual vacancy on the Board or in the office of President, Captain, Vice-Captain, and Honorary Treasurer by co-opting a voting Member, who ordinarily shall have at least 5 years continuous membership. Any Members so chosen shall retire at the next Annual General Meeting but shall be eligible as a candidate for election to the Board at such Annual General Meeting, but every person so chosen shall retain his office only so long as the vacating Member would have done if no vacancy had occurred.
- 37 The Members of the Board shall annually elect a Chairman and Vice-Chairman from amongst their number. The Chairman shall be elected at the first meeting of the Board held each year after the Annual General Meeting of the Club and shall hold office until the next Annual General Meeting of the Club. In the absence of both the elected Chairman and Vice-Chairman from any meeting, the Chairman shall be an Officer of the Club elected by the Members present to act in such a position.
- 38 The Board shall employ a Managing Secretary appointed by the Board who shall determine the terms and conditions of his employment. He shall attend meetings of the Board as instructed but shall not vote on decisions taken by the Board.
- 39 Each Member of the Board shall be entitled to one vote per proposal. Decisions will be confirmed by a simple majority vote. The Chairman at the meeting is entitled to vote as a member of the Board and in addition has a second casting vote.
- 40 Any Officer or Board Member shall cease to hold office if he:
- a) Ceases to be a playing member of the Club
 - b) Resigns his office in writing to the Managing Secretary of the Club
 - c) Is requested in writing by all the other Board Members to resign his office
 - d) Is removed by a vote at an Extraordinary General Meeting of the Club, or expelled by the Board as provided under Article 51
 - e) Becomes bankrupt, insolvent, compounds with his creditors or suspends payment, unless this qualification shall be dispensed with in any special instance by a resolution of the Board.
- 41 The Board shall meet at least ten times a year and at such times as they shall appoint for transacting the business of the Club, five Members to form a quorum. At the request in writing of any four Members of the Board the Managing Secretary shall call a meeting of the Board by a notice in writing to each Member thereof, stating the time and place of the intended meeting and the special objects for which it is called.
- 42 The Board shall have the power to appoint Sub-Committees to carry out specifically defined responsibilities delegated to them. Each Sub-Committee shall have the power to co-opt additional members from amongst the Membership of the Club. Any such Sub-Committee may elect a Chairman and Secretary at their meetings who may be one and the same person. If no Chairman be elected, or if he is not present at a meeting at the time appointed for holding the same, the Members present may choose one of their number to be Chairman of such meeting.
The minutes of all Sub-Committees shall be placed before the Board for ratification.

The President, The Captain, The Vice Captain, The Honorary Treasurer, The Chairman and The Vice Chairman of the Board are entitled to be ex officio members of any Sub-Committee.

- 43 The Board shall cause minutes of all meetings to be kept:
- a) of all appointments made by the Board and Sub-Committees
 - b) of all names of the Members present at each meeting of the Board and Sub-Committees
 - c) of all orders made by the Board
 - d) of all resolutions and proceedings at the meetings of the Board and Sub-Committees
- 44 Any such minutes, if signed by any person purporting to be Chairman of the meeting of the Board or Sub-Committees, shall be receivable in evidence without any further proof, and shall be conclusive that the proceedings minuted were regular and took place at a meeting duly convened and held.

Powers of the Board

- 45 The Board shall have the control of all matters affecting the administration of the Club not reserved for General Meetings. In addition to the powers and authorities expressly conferred and specified below the Board shall exercise all such powers and do all such acts as shall to them be best calculated to promote the objects of the Club in accordance with these rules.
- 46 Without prejudice to the above and subject to Rules a) to h) below the Board shall have power: -
- a) To purchase, hire, or otherwise acquire for the purpose of the Club any real or personal property, and to sell, demise, let, mortgage, or dispose of the same.
 - b) To create a Redemption Fund, and to take out from there monies for the purchase or discharge of all or any of the Debentures, Bills of Exchange, Promissory Notes or other obligations or securities of the Club, or for any other purpose of the Club and to invest any of the monies of the Club in the purchase or redemption of any such obligations or securities.
 - c) To erect, maintain, improve, or alter any buildings for the purpose of the Club.
 - d) To appoint and at their discretion remove or suspend such managers, stewards, professionals, groundsmen, caretakers, and other employees for permanent, temporary, or special services as they may, from time to time, think fit, and to determine their duties and fix their salaries or emoluments and to pay the same out of the funds of the Club.
 - e) To determine, from time to time, the conditions on which Members or other persons may use the Clubhouse.
 - f) To borrow or raise money by the issue of or upon Bonds, Debentures, Bills of Exchange, Promissory Notes or other obligations or securities of the Club or by mortgage or charge of all or part of the property of the Club or in such other manner as the Board shall think fit.

- g) To adopt any contracts entered into on behalf of the Club and to enter into any contract or take any conveyance or lease in the name of the Club.
 - h) To invest such part of the funds of the Club as shall not be required for the immediate purposes of the Club on such securities and on such terms as they may think fit and, from time to time, to vary such investments.
- 47 The Board shall not at any time sell or exchange any part of the real or leasehold property of the Club or give or receive any money for equality of exchange without the consent of the voting members of the Club present and voting at a General Meeting.
- 48 The Board shall make from time-to-time By-Laws, Rules, and other Regulations for the management of the Club and for the use of the Clubhouse and Course subject to the same not being inconsistent with these Articles. Provided that any such By-Law, Rule or Regulation may be set aside by a Special Resolution of a General Meeting.
- 49 The Board shall have power from time to time to regulate and limit the days upon which Members and Visitors respectively shall be entitled to make use of the Course and otherwise to exercise their rights and privileges.
- 50 The Board shall be responsible for Club discipline, and they shall exercise their authority with due care and attention to all facts and representations made.
- 51 If the conduct of any Member, either in or out of the Club, shall, in the opinion of the Board, be injurious to the character or interests of the Club, a member of the Board may provisionally either expel or suspend such Member from the Club. Seven days' notice shall then be given to such Member of the intention to permanently expel or suspend him or her. The notice shall inform such Member of the nature of the charge against him or her, and of the name of the person, if any, who makes such charge. No permanent expulsion or suspension shall take place unless the vote for expulsion or suspension is agreed to by four-fifths of the Board present at a meeting specially summoned for the purpose, attended by at least one half of the Board, at which such Member shall have had the offer of being heard.

In the event that a Member is expelled the name of the Member shall forthwith be removed from the register of Members and such Member will forfeit all rights to and claim upon the Club and its property and funds. In the event that a Member is suspended the Member shall be prohibited from entering any part of the Club's premises and land owned or leased by the Club for the period of suspension.

Accounts

- 52.1 The Board shall ensure that proper books of account be maintained in respect of all sums of money received and expended by the Club and of the assets and liabilities of the Club. The books of account shall always be open to inspection by the members of the Board.
- At least once in every year a Statement of Account shall be prepared and include an Income and Expenditure Account and Balance Sheet. The Accounts shall be audited by a person or firm who shall not be a member of the Board and who are qualified to do so under the Companies Act 1985 including any statutory modification or re-enactment. Thereafter the Accounts shall be circulated to all the members with the notice calling the Annual General Meeting.

- 52.2 The Club shall not make a distribution of any surpluses save to another non-profit-making body.

Payments to the Club

- 53 All subscriptions, entrance fees, and other monies payable to the Club shall be received by the Managing Secretary who shall if requested issue a receipt in writing. Such receipt shall be a sufficient discharge for the same.

Notices

- 54 A notice may be served by the Managing Secretary upon any Member either personally or by sending it through the post, or in electronic form, or by making it available on the Club's website, in conjunction with the general requirements of section 1143 to 1148 and schedule 5 of the Companies Act 2006.

The Seal

- 55 The Board shall provide a Common Seal with the name of the Club inscribed thereon and shall change the same from time to time as they may think fit. The Seal shall be securely kept at the Registered Office of the Club and shall not be used except under and by virtue of a Resolution of the Board and in the presence of two Board Members who shall attest and record the execution of every deed or document to which the Seal shall be so affixed.

Indemnity of Directors

- 56 The Directors of the Company shall be indemnified out of the Assets of the Club in respect of any liability reasonably incurred by them, wholly and exclusively on behalf of the Club.

Arbitration

- 57 Any dispute between the Club and any of its Members arising out of these Articles or as to the rights or obligations of any person or the Board Members under these Articles shall be referred to the arbitration of a single arbitrator to be agreed between the parties or failing agreement within fourteen days on the nomination by any party of an arbitrator to be appointed by the Secretary of the National Golf Club's Advisory Association having due regard to any representations made to him as to the appropriate qualification of such arbitrator. The arbitration shall take place in accordance with the Arbitration Act 1996 or any re-enactment or modification of such Act for the time being in force.