



# RYDE GOLF CLUB LTD

Binstead Road, Ryde, Isle of Wight, PO33 3NF  
Company No 01453099



Company number 01453099

The Companies Act 2006 Company Limited by Guarantee

## Special Resolution of Ryde Golf Club Ltd

At an Extraordinary General Meeting, duly convened and held at Ryde Golf Club, Binstead Road, Ryde, Isle of Wight PO33 3NF on 9<sup>th</sup> December 2016, the following Resolution was passed as a Special Resolution

Resolution

To adopt the amended Articles of Association as recommended and agreed by the Executive Committee (copy attached)

THURSDAY



A31 \*A5MCFUZP\* #277  
22/12/2016  
COMPANIES HOUSE

Maurice G Briggs  
Company Secretary

Dated this 9th day of December 2016



# RYDE GOLF CLUB LTD

Binstead Road, Ryde, Isle of Wight, PO33 3NF  
Company No 01453099

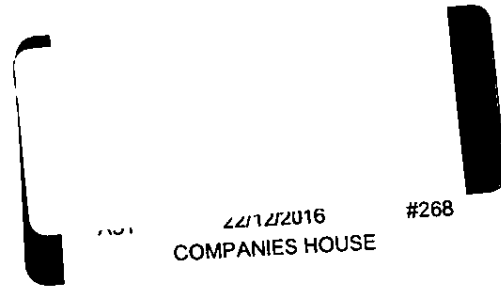


An Extraordinary General Meeting (EGM) of the Club will be held in the Clubhouse on **FRIDAY 9TH DECEMBER 2016 at 7.30pm** to transact the following business

- 1 Apologies for Absence
- 2 To adopt the amended Articles of Association as recommended and agreed by the Executive Committee

*Passed by majority vote  
9/12/16 [Signature]  
COMPANY SECRETARY*

\_\_\_\_\_  
*Lee Dixon*  
Club Manager  
Dated this 11th day of November 2016



Company Number 1453099  
The Companies Acts 2006  
Company Limited by Guarantee

**ARTICLES OF ASSOCIATION**  
Of  
**RYDE GOLF CLUB LIMITED**  
BINSTEAD ROAD, RYDE, ISLE OF WIGHT, PO33 3NF

(Adopted by Special Resolution at a General Meeting held on 9th December 2016)

---

**1. DEFINITIONS AND INTERPRETATION**

1.1 In these Articles of Association the following words and expressions will have the meanings set out below.

<b>AGM</b>	the Annual General Meeting of the Company
<b>Auditor</b>	an Independent Body appointed to produce the Company's accounts for acceptance and submission to Companies House
<b>The Board</b>	the President (ex officio) the Directors of the company and company secretary
<b>Club</b>	Ryde Golf Club Limited
<b>Clubhouse</b>	the building situated at the Golf Club and known as the Clubhouse
<b>Club Manager</b>	paid employee of the Company
<b>Company</b>	Ryde Golf Club Limited
<b>Company Directors</b>	A maximum of 6 Directors to run the Executive Committee elected at an AGM
<b>Country Member</b>	any Member who has paid the relevant Subscription and who is not resident on the Isle of Wight for more than two months in any calendar year and does not have a permanent residence on the Isle of Wight and who is a member of a recognised Golf Club outside the Isle of Wight
<b>Course</b>	that part of the Golf Club designated as the playing area for the game of Golf
<b>EGM</b>	any General Meeting of the Company which is not an AGM
<b>Executive Committee</b>	the President (ex officio) the Company Directors together with the Club Captains, (ex officio), Club Manager (ex officio) and finance manager (ex officio)
<b>Finance Manager</b>	paid employee of the Company
<b>Full Member</b>	a Member who is at least 18 years old and who has paid the relevant Subscription for a Full Member
<b>Golf Club</b>	the Course, the Clubhouse and all the land, property and buildings known generally as Ryde Golf Club
<b>Golf Committee</b>	Club Captains, Seniors Captain, Men's, Ladies and Senior Competition Secretaries, Handicap Secretaries, Course Director and Club Manager.

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

1953

<b>Green Fee</b>	the Fee payable by a Guest or a Visitor to play on the Course as prescribed by the Executive Committee from time to time and published in the clubhouse
<b>Guest</b>	any individual who is not a member and who is introduced by a Voting Member in accordance with Article 5
<b>Honorary Life Member</b>	a Member elected pursuant to Article 3 1
<b>House &amp; Social Committee</b>	Vice-Captains, Social Secretary, Marketing Officer and Club Manager
<b>Internal Auditor</b>	a Member appointed by the Executive Committee to carry out regular Audits of the Company's Finance records as maintained by the Club Finance Manager
<b>Joining Fee</b>	the non-refundable Fee (if any) payable by any Member on joining or re-joining the Club or applying for a different category of Membership
<b>Joint Member</b>	any 2 persons who are at least 18 years old, sharing the same Isle of Wight Address and who are either, Full Members, Weekday Members or Weekend Members and have paid the relevant Subscription for Joint Membership of the relevant Category
<b>Junior Member</b>	any Member who has not attained the age of 18 years before his Subscription is due and who has paid the relevant Subscription for a Junior Member
<b>Life Member</b>	any Member who has become a Life Member pursuant to Article 2.8
<b>Loyalty Member</b>	any member who is at least 75 years old and who has been a Voting Member for at least 20 years and who has paid the relevant Subscription for a loyalty member.
<b>Member</b>	except where the context admits, a Full Member, a Weekday Member, a Weekend Member, a Joint Member, a Country Member, a Social Member, a Junior Member, a Life Member, a Loyalty Member and an Honorary Life Member
<b>Ordinary Resolution</b>	a resolution identified as an Ordinary Resolution passed at a General Meeting by a simple majority of the Voting Members present and voting at such Meeting including those voting by Proxy
<b>Privileged Subscription</b>	any Subscription awarded to a Member on a complimentary or reduced fee basis
<b>Rules</b>	except where the context otherwise admits, these Articles of Association.
<b>Social Member</b>	a Member who is not a full member who has paid the relevant Subscription, for their Category of Membership, and who has no Rights to play on the Course unless the relevant Green Fee has been paid
<b>Special Resolution</b>	a Resolution identified as a Special Resolution passed at a General Meeting by a 75% majority of the Voting Members present and voting at such Meeting including those voting by Proxy.
<b>Sub-Committees</b>	the Golf Committee, the House & Social Committee, plus any other Sub-Committee that the Executive Committee may appoint as deemed necessary in accordance with Article 13 1
<b>Subscription</b>	the amount payable in respect of any Category of Membership including any related charges, as determined by the Executive Committee from time to time, relevant to that Category of Membership



<b>Visitor</b>	any individual using the Golf Club who is not a Member or a Guest
<b>Voting Member</b>	a Member who has paid the relevant Subscription (if any) being due, and who is a Full Member, a Weekday Member, a Life Member, an Honorary Life Member, or a Loyalty Member
<b>Weekday Member</b>	any Member who is at least 18 years old and who has paid the relevant Subscription for a Weekday Member and who is restricted to playing on the Course on Monday to Friday each week unless the relevant Green Fee has been paid for all other times
<b>Weekend Member</b>	any Member who is at least 18 years old and who has paid the relevant Subscription for a Weekend Member and who is restricted to playing on the Course on Saturdays, Sundays and Bank Holidays only, unless the relevant Green Fee has been paid for all other times

1 2 In these Articles of Association, where the context so admits, the masculine gender includes the feminine gender and the singular includes the plural and vice versa

## **2. MEMBERSHIP**

- 2.1 Any individual who is interested in the sport of Golf is eligible to become a Member
- 2.2 The Executive Committee may limit number of Members in any Category from time to time provided no gender, race, religion or disability preference is given.
- 2.3 Any individual applying to become a Member shall submit to the Club Manager
- a. a completed Application Form (including such details as the Company may from time to time require)
  - b. the Joining Fee (if any),
  - c. the relevant Subscription, or
  - d. the Applicant's bank details, together with such other information required in order that a Direct Debit or standing order mandate instruction may be completed
- 2.4 Any application for Membership must be proposed and seconded by 2 voting Members who have each been Voting Members for not less than 2 years, or accompanied by a letter of introduction or Handicap Certificate from the Secretary of the Applicant's existing or former Golf Club.
- 2.5 All Membership Applications shall be displayed in the Clubhouse for a period of time of not less than 14 days. if no objections are received during this period, the Application shall be put to the next Executive Committee for approval.
- 2.6 A simple majority vote shall be required to approve a Individual as a new Member. The Executive Committee's decision shall be final and the Company shall not be required to give any reasons for its decision
- 2.7 Any member proposing or seconding an Individual applying for membership shall be responsible for ensuring that the new Member is made aware of the Rules and Etiquette of the game of Golf, that they comply with these and with any Codes introduced pursuant to Article 8 2 and that they have the opportunity to obtain a valid Handicap
- 2.8 Any Member attaining the age of 80 years, who has been a Voting Member for not less than 25 years, shall become a Life Member and will only be required to pay a club membership fee
- 2.9 The Executive Committee may not accept any new Country Members if the number of Country Members exceeds 20% of the total number of Full Members
- 2.10 The Executive Committee may not accept any new Social Members if the number of Social Members exceeds 20% of the total number of Full Members.
- 2.11 The Executive Committee may limit the number of Members in, or refuse any applications to, any Category provided no preference to either gender is given

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..

... ..



2 12 Junior Members under the age of 10 must be accompanied on the Course by an adult at all times unless playing in an organized Competition

### **3. HONORARY LIFE MEMBERSHIP**

3 1 On the recommendation of the Executive Committee, the Club may, by an Ordinary Resolution passed at a General Meeting of the Members, elect any Individual as an Honorary Life Member

3 2 The status of Honorary Life Member shall endure until the death or resignation of that Member.

3 3 The maximum number of Honorary Life Members shall be limited to 10.

3 4 Honorary Life Members will enjoy all the rights and privileges of Full Members, including without limitation to the generality of the foregoing, the right to attend and vote at General Meetings and the right to play on the golf Course and otherwise to enjoy and use the facilities and services of the Club in an equal fashion to the rights enjoyed by Full Members

3 5 Honorary Life Members will only be required to pay a club membership fee

### **4. FEES AND SUBSCRIPTIONS**

4 1 The Joining Fee, if any, shall be determined by the Executive Committee from time to time and may vary for each Category of Membership or for any change in Category of Membership

4.2 The Joining Fee must be paid before any Member is permitted to use any of the Club's facilities

4 3 The amount of the Subscriptions shall be determined by the Executive Committee from time to time provided that (other than in the case of a newly created Category of Membership for which no subscription has yet been determined) any increase that is more than 2% above the rate of inflation, shown by the Retail Prices Index (or any replacement thereof) on the 31st October immediately preceding the date of the proposed increase, may only be made by an Ordinary Resolution of the voting Members in General Meeting.

4 4 The Subscription may vary for each Category of Membership.

4.5 The Executive Committee shall determine from time to time the date upon which the payment of Subscriptions shall be due

4.6 The Executive Committee may accept payment for Subscriptions by such methods, for such periods and in such amounts as it shall deem fit from time to time

4 7 The Executive Committee may charge penalties for late payment or give discounts for early payment of Subscriptions of such amounts as it thinks fit, subject to a maximum of 10% of the relevant subscriptions.

4 8 The Executive Committee may remove from the register of Members and withdraw all rights and privileges from any Member who has not paid the relevant Subscription within 28 days of it becoming due

4 9 A former Member may rejoin the Club as a Member upon the payment of such Fees as the Executive Committee deems appropriate.

4 10 The Men's and Ladies' Captains will not be required to pay any Subscriptions during their terms of Office.

4 11 The Executive Committee may award Honoraria to any post holder as nearly as possible equating to his /her expenses or anticipated expenses, or may reimburse any expenses properly incurred in the exercise of his/her Office on an arising basis

4 12 Loyalty Members shall receive a 20% discount on their golf Subscription and will be eligible, to join on a Full, Weekday or Weekend basis.

4 13 The Executive Committee may award Privileged Subscriptions, on an annual basis without limitation, to any Member who is not a member of the Executive Committee in consideration of services to the Club by Ordinary Resolution at a General Meeting

4 14 Privileged Subscriptions may only be awarded to a member of the Executive Committee by Ordinary Resolution at a General Meeting

4 15 The Executive Committee will publish details of all Privileged Subscriptions in the annual Captain's Report

## **5. GUESTS**

5 1 Any Voting Member may introduce as his Guest any Individual provided that the introducing Member enters the name and address of the guest in the Green Fee or Visitor's Book maintained for such purpose

5.2 Any Member may introduce a Guest in order to attend an organized Social Function provided that the introducing Member enters the name and address of the Guest in the Visitors Book maintained for such purpose.

5.3 The Executive Committee may offer discounted Green Fees for Guests in such amounts and with such limitations as they shall determine from time to time

5.4 A Guest must be accompanied on the Premises at all times by the introducing Member

5.5 A Guest may only be introduced at a reduced Fee a maximum of 4 times in any Calendar Year

5 6 The Introducing Member is responsible for the Guest's adherence to these Club Rules including any Codes in force under the terms of Article 8

## **6. VISITORS**

6.1 Subject to the payment of the appropriate Green Fee, entering the relevant details in the Green Fee Book and satisfying any other conditions of the Executive Committee may prescribe from time to time, any Visitor may be admitted to play on the Course and be entitled to all privileges of the Golf Club including the purchase of drinks and refreshments, and such Visitors shall be deemed to be 'Guests of the Club' for the duration of their visit. .

6.2 The Executive Committee may, from time to time, permit any visitor who is a competitor in any golf competition sponsored and organized by, or on behalf of, or promoted by the club to use the clubhouse and/or the course during such period before and /or after the match as it thinks fit.

6 3 A Golf Professional will be given the courtesy of the Course provided permission is given by the Club Manager and such courtesy is recorded in the green fee book. A Golf Professional will only be allowed 1 courtesy round per week. Additional rounds will be at the discretion of the Club Manager

6.4 The Executive Committee may require that Visitors are not permitted to play on the Course without a current Handicap Certificate

## **7. ANIMALS**

7 1 No Member shall bring, or permit any Guest to bring, any animal (except guide dogs) onto the Course (excluding any Public Right of Way) or into the Clubhouse without the previous written consent of the Executive Committee

1. The first part of the document is a list of names and addresses.

2. The second part of the document is a list of names and addresses.

3. The third part of the document is a list of names and addresses.

4. The fourth part of the document is a list of names and addresses.

5. The fifth part of the document is a list of names and addresses.

6. The sixth part of the document is a list of names and addresses.

7. The seventh part of the document is a list of names and addresses.

8. The eighth part of the document is a list of names and addresses.

9. The ninth part of the document is a list of names and addresses.

10. The tenth part of the document is a list of names and addresses.

11. The eleventh part of the document is a list of names and addresses.

12. The twelfth part of the document is a list of names and addresses.

13. The thirteenth part of the document is a list of names and addresses.

14. The fourteenth part of the document is a list of names and addresses.

15. The fifteenth part of the document is a list of names and addresses.

16. The sixteenth part of the document is a list of names and addresses.

17. The seventeenth part of the document is a list of names and addresses.

18. The eighteenth part of the document is a list of names and addresses.

19. The nineteenth part of the document is a list of names and addresses.

20. The twentieth part of the document is a list of names and addresses.

## **8. CONDUCT**

- 8.1 Every Member shall comply with the Rules and any Codes introduced pursuant to Article 8.2
- 8.2 The Executive Committee may introduce Codes relating to the Conduct and the Dress of the Members. Any such Code shall be published and made available by the Executive Committee and shall be binding on each Member.
- 8.3 If any Member does anything that, in the reasonable opinion of the Executive Committee, is in breach of the Rules or otherwise injurious to the interests of the Club or brings the Club into disrepute, the Executive Committee may (subject to Article 8.4) suspend that Member for such period as it thinks fit, or expel that Member from the Club and withdraw all rights and privileges from that Member.
- 8.4 Before suspending or expelling any Member the Executive Committee shall convene a disciplinary hearing at which the Member who is the subject of the hearing shall have the opportunity to be represented by himself/herself and/or with others and to present a defence to any complaint brought against them.

## **9. DIRECTORS AND OFFICERS**

- 9.1 The Executive Committee shall meet not less than 6 times each calendar year.
- 9.2 The quorum for any Executive Committee Meeting is three Directors.
- 9.3 The Club Chairman will chair all Executive Meetings at which he/she is present. In the absence of the Club Chairman Any Director may chair an Executive Meeting.
- 9.4 All Executive Meetings must be notified to every Member of the Executive not less than one week in advance. Executive Meetings may be held at shorter notice with the unanimous consent of the Executive.
- 9.5 The Executive Committee may co-opt any duly qualified Member for any specific purpose as required by the Executive Committee but any person so co-opted shall not have a vote at Executive Committee Meetings.
- 9.6 The Club Manager shall attend all Executive Committee Meetings but will have no vote.
- 9.7 The Club Finance Manager shall attend all Executive Committee Meetings but will have no vote.

## **10. GOLF COMMITTEE**

- 10.1 The Golf Committee shall meet not less than 6 times each calendar year.
- 10.2 The necessary quorum for Golf Committee Meetings shall be 3.
- 10.3 A Club Captain will chair all Golf Committee Meetings at which he/she is present. In their absence a Committee Member may take the chair.
- 10.4 Members of the Golf Committee will have at least one week's notification of meetings. Golf committee meetings be held at shorter notice with the unanimous consent of all the members of the Golf Committee.
- 10.5 The Golf Committee may co-opt any duly qualified Member for any specific purpose as required by the Golf Committee but any person so co-opted shall not have a vote at Golf Committee Meetings.
- 10.6 The Club Manager shall attend all Golf Committee Meetings but will have no vote.

## **11. HOUSE, MARKETING & SOCIAL COMMITTEE**

- 11.1 The House, Marketing & Social Committee shall meet not less than 6 times each calendar year.
- 11.2 The necessary quorum for House, Marketing & Social Committee Meetings shall be 3.

Handwritten text, likely bleed-through from the reverse side of the page. The text is extremely faint and illegible due to low contrast and blurring. It appears to be a multi-paragraph document, possibly a letter or a report, with several lines of text visible across the page.

- 11.3 The Club Vice-Captains will chair all House, Marketing & Social Committee meetings at which he/she is present. In the absence of the Club Vice-Captains Any Committee Member may chair a House, Marketing & Social Committee Meeting
- 11.4 House, Marketing & Social Committee Meetings must be notified to every Member of the Committee not less than one week in advance House, Marketing & Social committee meetings may be held at shorter notice with the unanimous consent of all the members of the House, Marketing & Social Committee
- 11.5 The House, Social, & Marketing Committee may co-opt any duly qualified Member for any specific purpose as required by the House, Marketing & Social but any person so co-opted shall not have a vote at House, Marketing & Social Committee Meetings.
- 11.6 The Club Manager shall attend all House, Marketing & Social Meetings but will have no vote

## 12 CLUB MANAGEMENT

- 12.1 The President is the Constitutional Head of the Club and will provide guidance and support to the Executive Committee, particularly on Constitutional matters.
- 12.2 The Captains are the primary representatives of, and in all material respects the Hosts of, the Club during their year of Office The Captain's responsibilities include attending at Competitions, presenting Prizes and organizing Captains' Day
- 12.3 The Club Chairman will liaise with the Chairman of all Committees and ensure that the efforts of the Committees are co-ordinated and satisfy the requirements of the Executive Committee The Club Chairman shall have overall responsibility, in conjunction with the Club Manager, for the day to day Management of the Club, including responsibility for Health and Safety matters
- 12.4 The Club Chairman will not usurp or interfere with the roles of the Captain's or the chairs of any Committee
- 12.5 The Club Manager, guided by the Club Chairman, is the overseeing person in all aspects of the day to day running of the Club including the Management of all Staff employed by the Club, overseeing and supervising the Bar and Catering services and being responsible for reporting the needs in respect of Buildings, Maintenance and Repair
- 12.6 The Club Manager shall, in conjunction with the Club Chairman, ensure that the various Committees and the Club's Employees undertake their duties in such a way as to satisfy the Members
- 12.7 The Club Manager, in conjunction with the Finance Manager & Club Chairman, is responsible for ensuring that a procedure exists for the taking of Green Fees.
- 12.8 The Club Manager is responsible, in conjunction with the Head Green Keeper, for closure of the course where circumstances require
- 12.9 The Internal Auditor is responsible for carrying out regular Audits of the Company's Finance records and procedures.

## 13 SUB-COMMITTEES

- 13.1 The Executive Committee may establish such other Sub-Committees as it thinks fit, from time to time with responsibility for any particular task, or tasks, and such Sub-Committees may comprise any number of Voting Members.  
The necessary quorum for any Sub-Committee shall be three.

- 13.2 All Sub-Committees shall have the authority to co-opt any other Member to that Sub-Committee, but any Member so co-opted shall not have a vote at such Sub-Committee Meetings.
- 13.3 Each Sub-Committee shall have authority to perform the functions set out in these Articles together with such other functions as the Executive Committee may prescribe from time to time.

13.4 The Executive Committee shall have the authority to over-ride any decision made by any Sub-Committee

#### 14 ELECTION AND CO-OPTION

14.1 The election of all Directors shall be determined by Ordinary Resolution

14.2 Elections to all Posts, Officers, Members of Committees and the like (except for the post of Company Manager and Finance Manager) shall except where otherwise provided herein be for terms commencing on the 1<sup>st</sup> January and expiring on 31<sup>st</sup> December

14.3 Any Voting Member of not less than 1 year standing is eligible to be elected as a Director or Member of any Committee

14.4 Nominations for any elected Post must be proposed by a Voting Member and seconded by a voting Member in writing to the Club Manager, accompanied by a written confirmation from the Nominee of his willingness to serve if elected, not less than 28 days before the General Meeting at which the election is to be held.

14.5 No Member who is a Member of the Executive Committee shall be eligible to be elected or co-opted to any other position on the Executive Committee

14.6 If at any General Meeting any position on the Executive Committee or any other Committee shall be or become vacant after the elections conducted pursuant to Article 14.4, then the Members present at such General Meeting may determine the election and appointment to any such Post by a simple majority vote on a show of hands, provided that the Nominees for such position are Voting Members of not less than 1 year standing and are proposed and seconded by Voting Members all present at such General Meeting and such election to such position shall take immediate effect and Continue until the date upon which such post would have expired if the immediate preceding incumbent had not vacated such post

14.7 The Club Captain's, shall be ex-officio Members of the Executive Committee but shall not be entitled to a vote at any such Executive Committee Meeting in their capacity as ex-officio members

14.8 The Posts of Club Captain's, Club Vice-Captain's, shall each be elected annually at the AGM for a single term of one year commencing on the 1<sup>st</sup> January following that AGM

14.9 The Post of Club President shall be elected at an AGM for successive 3 year Term, commencing on the 1<sup>st</sup> January following that AGM

14.10 The Post of Director shall be elected at an AGM for successive 3 year Term, commencing on the 1<sup>st</sup> January following that AGM

14.11 Directors individual roles eg Chairman, Finance, will be decided by the Directors at the first Executive Committee meeting following the AGM via simple majority result

14.12 The posts of Social secretary, marketing officer and competition secretaries will be elected at the AGM for successive two year terms

14.13 The timing of elections of Members of all other Sub-Committees shall otherwise be determined by the Executive Committee from time to time so as to ensure that the terms of Office of Sub-Committee Members overlap with one another to provide continuity.

14.14 If any Member of the Executive Committee has served two consecutive 3 year terms in the same Post at any time then they may only be re-elected to that Post in the next following year by a vote in General Meeting of not less than 75% of the Voting Members voting on their re-election at such Meeting





- 14 15 The President may only be re-elected after having served a full 3 year term by a vote in General Meeting of not less than 75% of the Voting Members voting on their re-election at such General Meeting.
- 14 16 Any Director or a Member of any Committee may be removed from Post by Ordinary Resolution
- 14.17 In the event of death, resignation, removal or prolonged illness of the President, the Executive Committee shall offer the vacancy firstly to past Presidents or Chairman and thereafter to Club Captains on an alternating basis
- 14 18 In the event of death, resignation, removal or prolonged illness of the Club Captains, the Executive Committee may only be entitled to co-opt as a replacement to either Post the respective Vice Captains: if the Post remains vacant, a new Men's or Ladies' Captain must be elected at a General Meeting
- 14.19 In the event of death, resignation, removal or prolonged illness of any of the Directors or Committee members, the Executive Committee shall co-opt a replacement to that Post
- 14 20 Any individual co-opted to fill a vacancy under this Article 14 must be a Voting Member of not less than 1 years standing and shall remain in Office until the next General Meeting.

## **15. MANAGEMENT OF THE CLUB**

- 15 1 The affairs of the Club shall be wholly managed by the Executive Committee in accordance with the Rules
- 15.2 Subject to Article 13 1, the Executive Committee shall manage the affairs of the Club in the best interests of the Members. The Executive Committee, acting reasonably and in good faith, may make such decisions relating to the Management of the Club as it thinks fit
- 15 3 The Club Chairman will chair all Executive Committee Meetings at which he is present In the absence of the Club Chairman any Director may chair an Executive Committee Meeting
- 15 4 The Executive Committee may only dispose of any part of the Golf Club pursuant to a Special Resolution.
- 15 5 The Executive Committee, acting reasonably and in good faith, will allocate annual operating budgets for all Committees.
- 15.6 The addition or removal of any Hole or Holes and/or any change in the order or direction of play may be made only by an Ordinary Resolution of the Club in General Meeting

## **16. FINANCING**

- 16 1 The Club may not borrow money, whether by a single transaction or by a series of transactions, in an amount that exceeds 30% of the Club's gross turnover in the immediately preceding financial year without the approval of the Members by Ordinary Resolution at a General Meeting.
- 16 2 The Executive Committee shall ensure that in each year the Club's funds are applied for the benefit of the Club's Members, making reasonable and prudent provision for relevant contingencies, liabilities and known financial commitments

## **17. AUDITORS**

The Company shall appoint an Auditor or Auditors as required by the provisions of the Companies Act 2006 and any amendment, replacement or re-enactment thereof from time to time

## **18. GENERAL MEETING**

- 18.1 The Executive Committee shall convene an AGM no later than 14<sup>th</sup> December in each year
- 18 2 The necessary quorum for any General Meeting shall be 30 Voting Members or 1/5<sup>th</sup> of the total number of Voting members whichever is the smaller.

Handwritten text, likely bleed-through from the reverse side of the page. The text is extremely faint and illegible due to low contrast and significant noise. It appears to be organized into several paragraphs or sections, but the specific content cannot be discerned.

- 18.3 The business of AGM shall consist of passing of the Annual Report and the Accounts, the election of Officers for terms of office commencing on the 1<sup>st</sup> January following such AGM, the appointment of the Auditors and the voting on of any Resolution submitted to the Company Secretary in writing by 2 Voting Members not less than 28 days before the AGM.
- 18.4 The Executive Committee may, at any time, call an EGM
- 18.5 30 Voting Members, or one fifth of the total number of Voting Members, whichever is the smaller, may join together to summon, or cause the Club Manager to summon, an EGM by signing a requisition specifying the form of the proposed Resolution or Resolutions and delivering such requisition to the Club Manager Following the receipt of such requisition the Club Manager shall, within 14 days, call an EGM and give notice thereof to the Members, such EGM to take place not more than 28days after the date of such notice
- 18.6 The Club Manager shall, not less than 21 clear days before the date of any General Meeting, send to each Member notice thereof and setting out the business to be transacted thereat If any Member has provided an e-mail contact address to the Club Manager, the Club Manager may send such notice by e-mail
- 18.7 All Voting Members may attend and vote at General Meetings
- 18.8 If any Club Member cannot attend a General Meeting, a postal vote may be submitted or a Proxy appointed to vote on their behalf Appropriate forms for such voting methods shall be made available by the Club Manager
- 18.9 The Club Chairman shall Chair all General Meetings at which he/she is present or in the absence of the Club Chairman the President shall chair any General Meeting
- 18.10 In the absence of the Club Chairman and the President either of the Club Captains shall Chair any General Meeting In all their absences any Director may Chair a General Meeting
- 18.11 Any amendment to these Articles of Association may only be made by Special Resolution

## **19. SUPPLY OF INTOXICATING LIQUOR**

- 19.1 The purchase and supply of intoxicating liquor in the Clubhouse shall be in accordance with the Terms and Conditions of the Licence.
- 19.2 No person shall be entitled to receive, at the expense of the Club (or any Member), any commission or similar payment on or with reference to the purchase of intoxicating liquor by the Club, nor shall any person, directly or indirectly, derive any pecuniary benefit accruing to the Club as a whole, excepting any benefit which a person may derive indirectly by reason of a general gain or benefit being derived from the carrying on of the Club.
- 19.3 Subject to compliance with the permitted hours for the supply of intoxicating liquor in force at the Clubhouse, and subject also to compliance with all applicable licensing regulations, the hours during which alcoholic beverages may be supplied shall be at the discretion of the Executive Committee from time to time
- 19.4 Intoxicating liquor may only be sold or supplied to Members, Guests and Visitors over the age of 18 years for consumption by Members, Guests and/or Visitors on the premises and as otherwise prescribed by any applicable licensing regulations.

Handwritten text, likely bleed-through from the reverse side of the page. The text is extremely faint and illegible due to low contrast and significant noise. It appears to be organized into several paragraphs or sections, but the specific content cannot be discerned.

**20. BENEFIT**

- 20.1 The money and property of the Club, and all gains and benefits arising from the carrying on of the Club, shall be applied only for the benefit of the Club

In the event of the sale of the Club any surplus proceeds will be distributed to Voting members of the Club in equal proportions Existing voting members are eligible for a share if they are a voting member at the date of approval of the Articles of Association and at the date the decision to sell is passed. New voting members (ie) those joining after the date these articles are approved must have completed 3 consecutive years as voting members at the point the decision to sell is made in order to qualify for an equal share

The sale decision must be approved by special resolution at a general meeting called for that purpose. This will require an 85% majority in favor of voting members present or voting by proxy

**21. THE SEAL**

- 21.1 The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Executive Committee and every instrument to which the Seal shall be affixed shall be signed by two Directors or by any one Director and the Company Secretary.

- 21.2 The Company Secretary Shall maintain a record of all documents that have been affixed with the Company's Seal.

**22. SPECIAL RULE**

- 22.1 No Member shall use that part of Spencer Road that is private property for the purpose of conveying by motorized vehicle any Member, Visitor or Guest to or from the Golf Club

- 22.2 No Member may leave any vehicle standing in the approach to the entrance gates of Ryde House Drive

*Passed by majority vote.*

*W Briggs N G BRIGGS  
COMPANY SECRETARY  
9/12/16*

Handwritten text, possibly a list or notes, with some illegible characters and symbols.

Handwritten text, possibly a list or notes, with some illegible characters and symbols.