

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
BACUP GOLF CLUB LIMITED

Adopted by Special Resolution passed on 22 August 2019

PRELIMINARY

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the Club unless they have been excluded or varied and such Regulations except those excluded or varied together with the Articles that follow shall be the Articles of Association of the Club.

1) In these Articles: -

"The Act" means the Companies Act 2006 including any statutory modification or re-enactment for the time being in force

"The Club" means the Bacup Golf Club Limited

"The seal" means the common seal of the Club

"The Council" has the meaning assigned to it by Article 28

"Secretary" means any person or body appointed to perform the duties of the secretary of the Club; including joint, assistant or deputy secretary.

"The United Kingdom" means Great Britain and Northern Ireland.

"In these articles the words importing the singular number only shall include the plural number."

OBJECTS

2 The main purposes of the Club are to provide facilities for and promote participation in the amateur sport of golf in Bacup.

3 Membership of the Club shall be open to anyone interested in playing golf on application, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs, except as a necessary consequence of the requirements of golf. The Club may have different classes of membership and subscription on a non-discriminatory and fair basis. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating. The Club Council may refuse membership, or remove it, only for good cause such as conduct or character likely to bring the Club or golf into disrepute. Appeal against refusal or removal may be made to the members.

4a) The Club is non-profit making and any income or profits are to be re-invested in the Club. No surpluses or assets will be distributed to members or third parties.

b) Upon dissolution of the Club any remaining assets shall be given or transferred to another registered Community Amateur Sports Club (CASC), a registered charity or the sport's governing body for use by them in related community sports.

MEMBERS

5a) The number of members with which the Club is registered is such number as shall be determined by the Council.

b) All 7-Day members, 6-Day members, 3-Day members, Youth and Student members, Junior members and House members shall be members of the Club.

6a) The Council shall have power to accept any person as a member of the Club on such terms and subject to such regulations as the Council may from time to time deem advisable.

b) All applicants for membership of the Club shall complete the application form that can be found on the website, or contact the Secretary to request a form. This shall be submitted to the Secretary by hand, post or e-mail. The Secretary shall then contact the prospective member to discuss the application before putting it to the Council.

c) The voting for election of a candidate for membership shall be by a simple majority. When an applicant for membership has been accepted by the Council the Secretary shall send them, at the address or e-mail address given on the application

form, a request for payment of the relevant subscription due. Upon payment the applicant shall become a member of the Club provided that, if such payment is not made within one month after the date of election, membership will not start unless the Council in their discretion allow a further fixed time for payment.

7a) The entrance fees and annual subscriptions payable by members of the Club shall be such as the Club in general meeting shall from time to time prescribe except that the Council may authorise an increase not exceeding the cost of living without holding a general meeting.

b) Members joining the Club between 1 January and 30 April shall pay the full subscription due for the relevant membership category. For members joining from 1 May there shall be a reduction of 1/9th (one-ninth) of the full subscription for each month from 1 April to the date of their joining the Club.

c) All annual subscriptions shall become due on and payable on 1 January in every year. Any existing member whose annual subscription is unpaid at 1 April shall cease to be a member of the Club and shall forfeit all rights in and claims upon the Club and its property. Any member whose instalment subscription is unpaid when due shall cease to be a member of the Club and shall forfeit all rights and claims upon the Club and its property. The Council may at its discretion re-instate a member whose membership has been forfeited under this article.

8 Subject to the express provisions of these articles and to the Memorandum of Association, and to any Bylaws for the time being in force made by the Council, all members of the Club shall be entitled at all times to use in common all the premises and property of the Club and to be supplied with such meals, refreshments and other things provided by the club at such charges as the Council shall from time to time determine.

9 The Council shall have power to permit any persons to use in common with the members of the Club all the premises and property of the Club on such conditions and terms as they may from time to time determine, subject to the Club's Registration Certificate and Club Premises Certificate.

10 On the recommendation of the Council any member may at a general meeting of the Club be elected an honorary life member of the Club. A two-thirds majority of those members present and voting shall be necessary at such an election.

11 Any member wishing to resign his or her membership of the Club shall give notice in writing addressed to the Secretary, and deposited at the registered office of the Club before 31 December, of his or her intention to resign; otherwise he or she shall be liable to pay the subscription for the next year.

12 If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles of Association or Bylaws of the Club, or shall be guilty of any conduct which the Council considers is unworthy of a member, such member shall be liable to expulsion from the Club by resolution of the Council. This is

provided that at least two weeks before such meeting he or she shall have had written notice of this and of the intended resolution for his or her expulsion. He or she shall, at such meeting and before the passing of such resolution, have had the opportunity of giving, orally or in writing, any explanation or defence he or she may think fit.

13 If any member shall be convicted of an indictable offence, or shall be adjudged bankrupt, or shall make any composition or arrangement with creditors under provisions of any statute, or, being engaged in any profession, shall on account of misconduct be prohibited by the governing body of such profession from continuing to practice under their regulations, he or she shall cease to be a member of the Club and shall forfeit all rights in and claims upon the Club and its property. The Council shall have power, at their discretion, to re-instate such member on such terms and conditions as they may determine.

14 Any member expelled in accordance with these articles, or otherwise ceasing to be a member of the Club, shall forfeit all right to any claim upon the Club or its property or funds or any return of fees paid and shall remain liable for any outstanding fees or charges due from him or her at the date of expulsion or cessation.

GENERAL MEETINGS

15 The club shall hold an Annual General Meeting in each calendar year; and not more than fifteen months shall elapse between the date of one annual general meeting of the Club and that of the next. The Council shall determine the time and place of such a meeting.

16a) The Council may convene an Extraordinary General Meeting whenever they think fit, and shall also, on a requisition in writing by any 25 or more members, convene an Extraordinary General Meeting

b) Any requisition made by the members must state the object of the proposed meeting and be signed by those requesting a meeting and deposited at the registered office of the Club.

c) On receipt of the requisition the Council shall convene a general meeting. If the Council do not arrange such a meeting within twenty-one days from the date of the requisition being deposited, those requesting the meeting or any other twenty-five members may themselves convene the general meeting,

NOTICE OF GENERAL MEETINGS

17 All General Meetings of the Club shall be called in writing by at least fourteen days' notice. This notice shall be exclusive of the day on which it is served and of the day for which it is given, and shall specify the place, the day and hour of the meeting and, in case of special business, the general nature of that business. Notice shall be given, in any way or ways prescribed by the Club in general meeting, to such persons

as are, under the articles of the Club, entitled to receive notices from the Club. Provided that a meeting of the Club shall, even if it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed:

- i) in the case of a meeting called as the Annual General Meeting by all the members entitled to attend and vote at the meeting; and
- ii) in the case of any other meeting by a majority in number of the members having the 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 the meeting of all the members.

18 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.

PROCEEDINGS AT GENERAL MEETINGS

19 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts and balance sheet, the report of the council and auditors, the election of Officers and of members of the Council in place of those retiring by rotation and the remuneration of the Auditors.

20 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Unless otherwise determined 15 members with voting rights present in person shall be a quorum.

21 If within half-hour from the time appointed for the meeting a quorum of members is not present, the meeting, if convened on the requisition of the 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 is not present, it shall be adjourned *sine die*.

22 The Club Chairman, and failing him the Club Vice-Chairman, shall preside at every general meeting of the Club. If there is no Chairman present within 15 minutes after the time appointed for holding the meeting, or if they are unwilling to preside, the members present at the meeting shall elect a member to preside.

23 The Chairman may, with the consent of the meeting and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

24a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded before or on the declaration of the result of the show of hands

- i) by the Chairman; or
 - ii) by at least five members present in person; or
 - iii) by any member or members present in person and representing not less than 10% of the total voting rights of all members having the right to vote at the meeting.
- b) A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
- c) A poll demanded on any other question shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

25 Unless a poll is demanded, a declaration by the Chairman that a resolution has or has not been carried, and an entry to the effect in the book of proceedings of the Club, shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the resolution.

VOTES OF MEMBERS

26a) Every member over the age of 18 years shall have one vote.

b) No member shall be entitled to vote at any general meeting unless all moneys due from him or her to the Club have been paid.

27 On a poll votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointer. No person shall act as proxy unless he or she is a member of the Club. The instrument appointing him or her shall be deposited at the registered office of the Club not less than 48 hours before the time of holding the meeting at which he or she proposes to vote.

COUNCIL

28a) The Directors of the Club (in these articles referred to as the Council) shall be the Officers listed in Article 29 and not fewer than five nor more than eight other members, and up to four past captains, of the Club, elected as provided below.

b) One quarter of such other members so elected and one half of the past captains so elected shall retire annually but shall be eligible for re-election.

29 The Officers of the Club shall consist of-

A Club Chairman
A Club Vice-Chairman
Mr Captain.
Lady Captain

Mr President
Lady President
A Secretary
A Treasurer

30 At every Annual General Meeting of the Club the Officers shall retire from office but shall be eligible for re-election at the same or any other general meeting of the Club. The members of the Council shall retire in order of seniority of election, and in the case of equal seniority the order of retirement shall be determined by lot.

31 The election of Officers and members of the Council shall take place in the following manner:

i) Any two members of the Club shall be at liberty to nominate any other member to serve as an Officer or member of the Council.

ii) The name of each member so nominated, together with the names of the proposer and seconder, shall either be sent to the Secretary in writing or written on the nomination list posted in a conspicuous place in the club house at least ten days before the Annual General Meeting.

iii) A list of the candidates' names with the proposers' and seconders' names shall be posted in a conspicuous place in the club house for at least 7 days immediately preceding the Annual General Meeting.

iv) Balloting lists shall be prepared (if necessary), containing the names of the candidates only, in alphabetical order, and each member with voting rights present at the Annual General Meeting shall be entitled to vote for any number of such candidates, not exceeding the number of vacancies.

v) In case there shall not be sufficient number of candidates nominated the Council may fill up the remaining vacancy or vacancies.

vi) If two or more candidates obtain equal number of votes another ballot shall, if necessary, be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes the Council shall select by lot from such candidates the candidate or candidates who is or are to be elected.

32 All casual vacancies arising among the Officers or Council members may be filled by the Council. Any member so chosen shall retire at the following Annual General Meeting, but shall be eligible as a candidate for election as an Officer or Council member at such Annual General Meeting.

33a) The Council shall meet from time to time as they may determine. The Club Chairman, and failing him the Club Vice-Chairman, shall preside at every Council meeting of the Club. If there is no such Chairman present at the meeting the Council members shall choose one of their numbers to be Chairman of the meeting.

- b) No business shall be transacted at any Council meeting unless a quorum of members is present. Six shall be a quorum.
- c) The Council may from time to time delegate any of their powers to such committee or committees, consisting of one or more members of the Council, as they shall think fit to appoint, and may recall or revoke any such delegation or appointment. Any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be prescribed by the Council.
- d) The Council may from to time co-opt members to the Council for special purposes and for such period as the Council may determine. Such co-opted members shall not be entitled to vote at Council meetings.

BORROWING POWERS

34 The Council may exercise all the powers of the Club to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Club or any third party.

POWERS AND DUTIES OF COUNCIL.

35a) The Council shall exercise all such powers and do all such things as may be exercised or done by the Club, save such as are by these Articles or by any statute for the time being in force required to be exercised or done by the Club in general meeting.

b) The Council shall not however enter into any agreement involving the sale, barter, purchase or leasing of any land without approval of the members in general meeting.

c) When any application for planning permission is made to the Local Authority, which concerns the Club's assets, such application will be brought to the attention of members at an early date.

36 The Council shall have power from time to time to make, alter, and repeal all such Bylaws as they deem necessary or expedient or convenient for the proper conduct and management of the Club, and in particular, but not exclusively, may by such Bylaws regulate:

- i) the times of opening and closing the course and grounds, clubhouse, and premises of the Club, or any part thereof;
- ii) the rules to be observed, and the prizes or stakes to be played for, by members of the Club playing any games on the premises or the property of the Club;
- iii) the prohibition of particular games on the premises or property of the Club

entirely, or at any particular times;

iv) the conduct of members of the Club in relation to one another and to the Club's employees;

v) the setting aside of the whole, or any part or parts of the Club's premises, at any time or times for any particular purposes;

vi) the procedure at general meetings and meetings of the Council of Club; and

vii) generally all such matters as are commonly the subject matter of Club rules.

b) The Council shall adopt such means as they deem sufficient to bring to the notice of members of the Club all such Bylaws, amendments and repeals. All such Bylaws so long as they shall be in force, shall be binding upon all members of the Club. Provided, nevertheless, that no Bylaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum and Articles of Association of the Club, and that any Bylaw may be set aside by a special resolution of a general meeting of the Club.

37 The Council may appoint and at their discretion remove or suspend such managers, officers, clerks, agents and employees for permanent or temporary or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments.

SECRETARY

38 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council or the Secretary shall not be satisfied by its being done by or to the same person acting both as member of the Council and as or in place of the Secretary.

MINUTE BOOKS

39 The Council shall cause minutes to be made in books provided for the purpose:

i) of all appointments of Officers of the Council;

ii) of the names of the members present at each meeting of the Council and of any committee of the Council;

iii) of all resolutions and proceedings of all meetings of the Club and of the Council.

DISQUALIFICATION OF COUNCIL MEMBERS

40 An Officer or a member of the Council shall vacate his or her office if he or she:

- i) without consent of the Club in general meeting hold any office of profit under The Club;
- ii) becomes bankrupt or makes any arrangement or composition with creditors generally;
- iii) becomes prohibited from being a Director by reason of any order made under the Act;
- iv) becomes of unsound mind;
- v) resigns office by notice in writing to the Club;
- vi) ceases to be a Director by virtue of section 168 of the Act;
- vii) is directly or indirectly interested in any contract with the Club and fails to declare the nature of such interest in manner required by sections 177 and 182 of the Act;
- viii) ceases to be a member of the Club.

41 A member of the Council shall not vote in respect of any contract in which he or she is interested or on any matter arising in this respect.

SEAL

42 The seal of the Club shall not be affixed to any instrument except with authority of a resolution of the Council and in the presence of at least two members of the Council, and of the Secretary or such other person as the Council may appoint for the purpose; and those two members and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Club is so affixed in their presence.

ACCOUNTS

43 The Council shall cause true accounts to be kept with respect to:

- i) sums of money received and expended by the Club and the matter in which such receipt and expenditure takes place; and
- ii) the assets and liabilities of the Club.

44 The books of account shall be kept at the Registered Office of the Club, or at such a place or places as the Council think fit, and shall always be open to inspection by the Council. The Council shall from time to time determine whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Club, or any of them, shall be open to inspection by members of the Club who are not members of the Council. No member who is not a

member of the Council member of Council shall have any right to inspect any account or book or document of the Club, except as conferred by statute, or authorised by the Council or by the Club in general meeting.

45 The Council shall from time to time in accordance with the Act cause to be prepared and to be laid before the Club in general meeting such profit and loss accounts, balance sheets and reports as are referred to in the Act.

46 A copy of the annual accounts and reports which are required by law to be laid before members in general meeting, together with a copy of the Auditor's report (as relevant), shall be sent to every member of the Club not less than 14 days before the date of the meeting.

AUDIT

47 An Auditor may be appointed and his or her duties regulated in accordance with the Act.

NOTICES

48 A notice shall be given by the Club to any member either personally or by sending it by post or e-mail to him or her at his or her registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice or by having sent the relevant e-mail and shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post or the e-mail would be received.

49 Notice of every general meeting shall be given in any manner authorised in these Articles to:

- i) every member who is eligible to vote; and
- ii) the Auditor for the time being of the Club.

G Eatough
Company Chairman
27 August 2019