

No of Company –

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

GOLF UNION OF WALES LIMITED

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GOLF UNION OF WALES LIMITED

1. The name of the Company is the Golf Union of Wales Limited and is referred to in this Memorandum as “the Union”.
2. The Registered Office of the Union will be situated in Wales.
3. The objects for which the Union is established are to administer organise and generally act as the governing body of amateur golf in Wales and without prejudice to the generality of the foregoing:
 - 3.1 to promote, administer and further the interest of amateur golf in Wales;
 - 3.2 to maintain, administer and enforce a handicapping system in Wales together with appropriate course rating systems for ladies and men;
 - 3.3 to hold and regulate National Championships in Wales and all other events held under the auspices of the Union;
 - 3.4 to select all Welsh amateur golf teams;
 - 3.5 to make, maintain and publish such rules and regulations as may be necessary to achieve the objects; and
 - 3.6 to establish and maintain high standards of greenkeeping.
 - 3.7 to acquire the property, assets and undertaking of the Welsh Golfing Union and the Welsh Ladies’ Golf Union and with a view thereto to enter into any agreement or agreements for that purpose.
4. In furtherance of the objects for which the Union is established, the Union shall have the following powers:-
 - (1) To promote, market, advertise and encourage amateur Golf in Wales, to carry on the business of promotion of the game of Golf, to administer and organise and generally act as the governing body of Amateur Golf in Wales and to assist and promote any company, Association or Organisation having a similar objective.
 - (2) To provide coaching and tuition in the game of Golf, to organise, promote and administer Golf Tournaments, Golf Events, Golf Tours and other leisure activities, to arrange trial, representative, international and other Golf matches, to administer and enforce the rules of Golf, including where applicable the rules of amateur status, to administer and apply the Handicapping System as approved by the Union from time to time and to support Welsh golf clubs.

- (3) To provide sporting and spectator facilities for the staging of and promotion of Golf Events and other sporting events of any kind, to wholesale, retail, lease and hire golfing equipment of every kind, and to produce, market, retail or license the production, marketing or retailing of sportswear, leisurewear, souvenirs, mementoes, or any other golfing goods, to carry on the businesses of restaurateurs whether licensed or unlicensed, licensed victuallers, caterers and refreshment contractors, dealers in cooked and prepared food provisions, beverages and comestibles of all kinds, bakers, confectioners, merchants of and dealers in wines, spirits, ales, soft drinks, tobacco products and others and generally providers of indoor and outdoor sporting facilities, entertainment halls, dance halls, providers of all leisure activities and generally to provide all goods and services for the furtherance of the game of Golf.
- (4) To carry on any business whatsoever which can be advantageously or conveniently carried on by the Union by way of extension of or in connection with any business of the Union, or is calculated directly or indirectly to develop any branch of the business of the Union or any other company, firm or persons in which the Union may hold an interest or to increase the value of or render more profitable any of the assets, properties or rights of the Union.
- (5) To acquire by purchase or otherwise and take over and work the whole or any part of the business property and liabilities of any persons (including therein any partnership or corporation) carrying on any business which the Union is authorised to carry on, or possessed of any property, assets or rights suitable for the purposes of the Union.
- (6) To purchase, subscribe for, or otherwise acquire and to hold shares stock debentures or other securities of or any interest in any other company whether or not having objects altogether or in part similar to those of the Union, or whether or not carrying on any business capable of being conducted so as directly or indirectly to benefit the Union.
- (7) To purchase, lease, apply for or otherwise acquire any freehold, leasehold or other moveable property or options over any such property, or rights, patents, licences, concessions, processes, inventions, rights or privileges which the Union may think necessary or convenient for the purposes of its business or otherwise expedient, to construct, maintain and alter any buildings or carry out any works necessary or convenient for the purposes of the Union, to apply for, register, purchase or otherwise acquire and protect prolong and renew whether in the United Kingdom or elsewhere any patents, patent rights, licences, secret processes, trade marks, designs, protections and concessions, to alter, modify and manufacture under or grant licences in respect of the same, and to expend money in experimenting on, testing or seeking to improve patents, processes, inventions and rights acquired by the Union or proposed to be acquired.

- (8) Subject to clause 7 below, to borrow or raise money including from any of the Union's own members even though members of the Council or Management Committee of the Union and to secure the payment thereof by legal or equitable mortgages or charges, standard security, floating charge, personal bond, bill, promissory notes or by the issue of debentures or debenture stock perpetual or otherwise or in any other way and to burden or pledge all or any of the properties or assets of the Union including its uncalled capital.
- (9) To act as agents or brokers or managers and/or trustees for any person firm or company and also to act in any of the businesses of the Union as agents, brokers, sub-contractors and/or trustees.
- (10) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (11) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Union or its predecessors in business or the dependants of any such persons, to support or subscribe to any charitable or other institutions, clubs, societies or funds, to set up, establish, support, maintain and make payments to or in aid of insurance provident pension or superannuation funds for the benefit of employees, ex-employees and their dependants, to expend money in or for educational training and/or welfare schemes for the benefit of employees, ex-employees and their dependants.
- (12) To lend or advance money or give credit with or without security to any company, firm or person and to others having dealings with the Union; to allow time for the repayment of any such loan and to allow time for the payment of any debt which may be due to the Union all on such terms as may be thought fit and to guarantee or give security for the payment of money or the performance of obligations of all kinds by any person or company.
- (13) To invest any moneys of the Union not required for the purposes of its business in such investments or securities as may be thought expedient.
- (14) To enter into any partnership or arrangement in the nature of a partnership co-operation or union of interests with any person engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which the Union is authorised to carry on or conduct or from which the Union may consider that it would or might derive any benefit whether direct or indirect.
- (15) To amalgamate with any other company or companies.

- (16) To promote or form or assist in the promotion or formation of any other company or companies for the purpose of acquiring all or any of the assets and liabilities of the Union or for any other purpose which the Union may consider directly or indirectly calculated to benefit the Union, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company.
- (17) To improve, manage, construct, repair, develop, mortgage or charge or otherwise deal with all or any part of the properties, rights and assets of the Union.
- (18) To sell or dispose of or exchange or hire or lease or grant options, concessions or licences of or develop the whole of the properties, rights and assets of the Union or any part thereof in such manner and for such consideration as the Union may think fit (which may not necessarily be payment).
- (19) To apply for, promote and obtain any Act of Parliament provisional order or licence or order or authority of or from the Department of Trade or other Government Department or any authority, statutory or otherwise, for enabling the Union to carry any of its objects into effect or otherwise for the benefit of the Union or for effecting any modification of the Union's constitution or for any other purpose which may seem expedient and to oppose any such or any proceedings or applications which may appear to the Union to prejudice directly or indirectly its interest.
- (20) To enter into any arrangements with any governments or authorities (Statutory, under Royal Charter, municipal, local or otherwise) or any corporations, companies or persons that may appear to the Union conducive to all or any of its objects and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Union may think desirable and to carry out exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (21) Subject to clause 7 below, to remunerate any person, firm or company rendering services to the Union.
- (22) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise in any part of the world.
- (23) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Union has a direct or indirect

financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

- (24) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Union, or to contract with any persons, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Union.
 - (25) To give financial assistance directly or indirectly for the purpose of acquiring shares in any other company or to reduce or discharge any liability incurred for such purpose.
 - (26) To procure the Union to be registered or recognised in any part of the world.
 - (27) To do all such other things as may be deemed incidental or conducive to the attainment of the Union's objects or any of them.
5. The liability of members is limited.
6. Every member of the Union undertakes to contribute such amount as may be required not exceeding £10 to its assets, in the event of the Union being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Union, contracted before he ceased to be a member, and of the costs, charges, and expenses of winding up.
7. The income and the property of the Union shall be applied solely towards the promotion of the objects set forth in this Memorandum. No portion of the income or property of the Union shall be paid or transferred directly or indirectly by way of dividend, bonus or profit share to any member of the Union

Provided that nothing herein shall prevent any payment in good faith by the Union:

- (i) of reasonable and proper remuneration to any member, officer, employee or servant of the Union for any services rendered to the Union and of travelling and out-of-pocket expenses necessarily incurred in carrying out the duties of any member of the board, officer, employee or servant of the Union;
- (ii) of interest on money lent by a member or director of the Union at a rate per annum not exceeding 2% less than the base rate from time to time of Barclays Bank PLC or 6% whichever is the greater;

