

THE COMPANIES ACT 1985 and 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

GOLF UNION OF WALES LIMITED

COMPANY NUMBER: 6027404

DEFINITIONS

1.1 In these Articles the following words and phrases have the meanings set out below unless the context requires otherwise:

“the Act”	the Companies Acts 1985 and 2006 including any statutory modification or re-enactment thereof for the time being in force.
“Address”	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address in each case registered with the Union.
“Appointments Committee”	a committee appointed by the Board from time to time.
“Board”	means the board of Directors of the Union (from time to time referred to as the Management Committee) and constituted in accordance with Articles 232 to 2533 inclusive.
“Chairman”	means the Chairman of the Union appointed by the Union pursuant to Article 234 (as the case may be).
“Clubs”	means golf clubs within Wales (whether incorporated or unincorporated) recognised by the Board, in accordance with the Rules, each of which is a “Club”.

“Committee”	any one of the Committees recognised by the Board, in accordance with the Rules and “Committees” refers to all of them.
“Council”	means the Council of the Union constituted in accordance with Articles 23-31 inclusive.
the “Directors”	means the Directors of the Union.
“District”	means each District recognised by the Board, in accordance with the Rules and “Districts” refers to all of them.
“Member”	a member of the Union duly admitted to membership in accordance with these Articles.
“Officers”	together the President, the Chairman and the Treasurer.
“President”	the President of the Union appointed pursuant to Article <u>334</u>
“Rules”	the rules and bye-laws adopted by the Union from time to time in accordance with Article <u>345</u> .
“Table A”	means Table A in the Companies (Tables A – F) Regulations 1985 as amended by the Companies (Tables A – F) (Amendment) Regulations 1985 and by The Companies Act 1985 (Electronic Communications) Order 2000.
“Treasurer”	the treasurer elected by the Union pursuant to Article <u>2538</u>
“the Union”	means Golf Union of Wales Limited.

1.2 References to any gender shall include every gender.

1.3 Where the context so requires, references to the singular include the plural and vice versa.

CONSTITUTION

2. The Union is established for the purposes expressed in the Memorandum of Association.
3. Regulations 2 to 35 inclusive, 40 to 55 inclusive, 57, 59, 60 to 63 inclusive, 73 to 78 inclusive, 80, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Union but the Articles following and, subject to the modifications expressed herein, the remaining regulations of Table A shall constitute the Articles of Association of the Union.

INTERPRETATION

4. In Regulation 1 of Table A, the definition of “the holder” shall be omitted.

MEMBERSHIP

5. The subscribers to the Memorandum of Association of the Union and such other persons as are admitted to membership in accordance with these Articles shall be Members of the Union. No person shall be admitted a Member of the Union unless it is:

- 5.1 a Club duly incorporated and with power to become a Member of the Union; or
- 5.2 the captain of a Club which is not incorporated and/or which does not have the power to become a Member of the Union,

and such person is accepted for membership of the Union by the Board. Every person who wishes to become a Member shall deliver to the secretary of the Union an application for membership in such form as the Board requires executed by him.

6. A Member may at any time withdraw from the Union by giving at least six months’ notice to the Union. Membership shall not be transferable and shall cease on the death of a Member who is an individual or the winding up or the dissolution of a Member which is a corporate body.

MEETINGS

Notice of General Meetings

7. An annual general meeting of the Union (“AGM”) shall be held during September in each year, at a time and place determined by the Board, for the purpose of receiving a report and accounts from the Board, and transacting any other business in accordance with Article 10.
8. Written notice of the AGM will be given by the Board to the Members ~~and to all members of the Council~~ at least 28 days prior to such meeting.

9. Notice of any general meeting shall be valid if it is sent:

9.1 in the case of the Members which are corporate bodies to the secretary of each such Member at such Member’s registered office; and ~~it is sent:~~

9.1.2 in the case of all other Members to their last known Address;

~~9.1.1—in the case of Members which are corporate bodies to the secretary of each such Member at such Member’s registered office; and~~
~~9.1.2—in the case of all other Members to their last known Address;~~

~~9.2 in the case of the Council, it is sent to each member of the Council at his last known Address.~~

10. No business other than the business referred to in Article 7 and business proposed by the Board shall be transacted at the AGM unless written notice thereof shall have been given by a member to the Board at least 21 days’ prior to the date of the AGM.

11. An extraordinary general meeting of the Union (“EGM”) may be called at any time by the Board or:

~~11.1—on written requisition by at least seven members of the Council; or~~
~~11.2~~11.1 by written requisition of fifteen Members,

and within 14 days of any such requisition, notice (of not less than 28 days) shall be given by the Board to the Members ~~and to the members of the Council~~ convening the EGM and specifying the business for the EGM.

12. The Members shall be entitled to attend, speak and vote at any general meeting of the Union, but for the avoidance of doubt, each Club shall for this purpose have only one representative at any general meeting.

~~13. Any member of the Council shall, notwithstanding that he is not a Member, be entitled to attend and speak (but not to vote) at any general meeting of the Union.~~

~~14.~~13. The Union shall not be under any duty to verify the identity or position of any persons attending any general meeting.

Proceedings at General Meetings

~~15.~~14. No business shall be transacted at any general meeting unless a quorum is present. A quorum shall be not less than 3 members of the Board and not less than 5 Members.

~~16.~~15. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the general meeting

shall stand adjourned to such time and place as the Chairman of the meeting may determine.

~~17.16.~~ The Chairman or, failing him, the President shall be the chairman in every general meeting of the Union. If neither the Chairman nor the President is present and willing to act, some other member ~~who is also a member of the Council nominated by the members~~ of the Board present shall preside as chairman of the meeting. If there is only one such member of the ~~Board Council~~ present and willing to act, he shall be chairman.

~~18.17.~~ If no member of the ~~Council Board~~ is present and willing to act as chairman, the ~~M~~members present shall choose one of their number to be chairman of the general meeting.

~~19.18.~~ Members are entitled to appoint a proxy who will act on their behalf.

Voting Rights

~~20.19.~~ A resolution put to the vote at any general meeting of the Union shall be decided by a poll taken at the meeting.

~~21.20.~~ On a poll, each Member shall be entitled to the number of votes calculated by reference to the size of membership of the Club as follows:

~~21.1~~~~20.1~~ up to 199 playing members - 1 vote

~~21.2~~~~20.2~~ 200 - 399 playing members - 2 votes

~~21.3~~~~20.3~~ 400 or more playing members - 3 votes

~~22.21.~~ In the case of an equality of votes, the chairman of a general meeting shall be entitled to a casting vote in addition to any other vote he may have.

COUNCIL

Appointment and Removal

~~23.~~ The Council shall comprise:

~~23.1~~ the President;

~~23.2~~ the Chairman;

~~23.3~~ the Treasurer;

~~23.4 up to 19 persons elected by the Districts utilising the electoral arrangements specified in the Rules (or their substitutes or alternates, if appropriate); and~~

~~23.5 up to four co-opted Members, appointed by the Council from nominations proposed by the Board to fulfil specific functions and/or to assume defined responsibilities as chairman of any of the Committees.~~

~~24. The terms of office of the Chairman and the President are as set out in Article 34.~~

~~25. Any member of the Council elected in accordance with Article 23.4 above who withdraws or resigns from the Council before the end of his term in office may be replaced by a representative appointed from the same District and such person appointed shall complete the period of office of the person whom he is replacing.~~

~~26. The office of a member of the Council is vacated:~~

~~26.1 if he becomes bankrupt or suspends payment or compounds with his creditors;~~

~~26.2 if he becomes of unsound mind or a patient for the purpose of any statute relating to mental health or is otherwise incapable of administering his property or affairs;~~

~~26.3 if by notice in writing to the Union he resigns his office;~~

~~26.4 if he is prohibited by law from being a director of a company or ceases to be a director by virtue of any provision of the Act;~~

~~26.5 if he is removed from office by notice in writing signed by all the other members of the Council served upon him;~~

~~26.6 if he shall for three consecutive Council meetings have been absent without permission of the Council and the Council resolves that his office be vacated;~~

~~26.7 automatically by any member of the Council who has served as a Council member for a consecutive period of six years, provided for the avoidance of doubt that this provision shall not apply to:~~

~~26.7.1 the Treasurer~~

~~26.7.2 those members of the Council who are either elected as an Officer following service as an elected member of Council or who are elected as an elected member of the Council following service as an Officer, where the total consecutive period of service exceeds six years, but in such circumstances the office is vacated automatically when the member has completed the later of the terms of office as an Officer or as a member of the Council.~~

Function of the Council

~~27. The function of the Council shall be to consult with the Board over the policy and general strategy of the Union as formulated by the Board.~~

Proceedings of the Council

~~28. Subject to the provisions of these Articles, the Council may regulate its proceedings as it thinks fit. Either seven members of the Council or the Board may call a meeting of the Council. The Council shall meet at least twice in each calendar year, and in any event, not more than nine months shall elapse between meetings of the Council.~~

~~29. The quorum necessary for the transaction of the business of the Council is thirteen.~~

~~30. Questions arising at a meeting of the Council shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.~~

~~31. Any member of the Council (including a co-opted member) may participate in a meeting of the Council by means of video-conferencing, conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and speak to each other, and participation in a meeting in this manner shall be deemed to constitute the presence of such member (or co-opted member) at such meeting.~~

BOARD

Appointment and proceedings of the Board

~~32.22.~~ 32.22. The Board shall comprise:

~~32.4~~22.1 the Chairman;

~~32.222~~22.2 the Treasurer;

~~32.3~~22.3 the Chief Executive;

~~32.4~~ the Chairman of Golf Development Wales;

~~32.5~~22.4 up to five~~four~~ directors appointed by the Appointments Committee through a selection process following the advertisement of the roles. Directors shall be eligible to hold office for a term of 3 years and shall be eligible for reappointment by the Board~~re-election~~ for a further term of three years;

22.5 up to two directors appointed by the Board either for a specific role or to provide specialist skills. Directors shall be eligible to hold office for a term of 3 years and shall be eligible for reappointment by the Board for a further term of three years;

~~33-23.~~ The quorum for meetings of the Board shall be 5. Regulations 88 to 98 of Table A shall apply in relation to the Board as though references therein to the Board were references to the Board and references therein to directors were references to members of the Board.

President, Chairman and the Chairman of Golf Development Wales

~~34.~~ The President shall be appointed by the Council from nominations received by the Board and approved by the Council at the first meeting of Council and the Chairman shall be appointed by the Council from nominations proposed by the Board and approved by the Council at the first meeting of Council. The President shall be eligible to hold office for one term of two years with an option to extend in exceptional circumstances determined and agreed by Council. The Chairman shall be eligible to hold office for a term of three years and shall be eligible for re-election for a further term of three years. The Chairman of Golf Development Wales shall be appointed by the Board following nominations proposed by the Golf Development Wales Board. The Chairman of Golf Development Wales shall be eligible to hold office for a term of three years and shall be eligible for re-election for a further term of three years.

24. The Chairman shall be appointed by the Board and shall be eligible to hold office for a term of three years and shall be eligible for reappointment for a further term of three years.

Treasurer

25. The Treasurer shall be appointed by the Board and shall be eligible to hold office for a term of three years and shall be eligible for reappointment for further terms.

Administrative year

~~35-26.~~ The Union's administrative year shall commence on ~~April~~~~March~~ 1st in each year.

~~36.~~ Subject to Article 32, all members of the Board shall take office at the commencement of the Union's administrative year as specified in Article 35.

Function of the Board

~~37-27.~~ The Board shall have responsibility for overseeing the day-to-day management and control of the Union's business and its assets and to formulate the general policy and strategy of the Union.

Treasurer

~~38. The Treasurer shall be appointed by the Board following nominations proposed by the Appointments Committee. The Treasurer shall be eligible to hold office for a term of three years and shall be eligible for re-election for further terms.~~

Removal of Board

~~39.28.~~ The office of a member of the Board is vacated:

~~39.428.1~~ If he becomes bankrupt or suspends payment or compounds with his creditors;

~~39.228.2~~ if he becomes of unsound mind or a patient for the purpose of any statute relating to mental health or is otherwise incapable of administering his property or affairs;

~~39.328.3~~ if by notice in writing to the Union he resigns his office;

~~39.428.4~~ if he is prohibited by law from being a director of a company or ceases to be a director by virtue of any provision of the Act;

~~39.528.5~~ if he is removed from office by notice in writing signed by all the other members of the Board served upon him;

~~39.628.6~~ if he shall for three consecutive Board meetings have been absent without permission of the Board and the Board resolves that his office be vacated.

Conflict

~~40.29.~~ If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

~~40.129.1~~ the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

~~40.229.2~~ the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;

~~40.329.3~~ the unconflicted Directors consider it is in the interests of the Union to authorise the conflict of interest in the circumstances applying.

~~41.30.~~ A Director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Union or in any transaction or arrangement entered into by the Union which has not previously been declared. A Director must absent himself from any discussions of the Directors in which it is possible that a

conflict will arise between his duty to act solely in the interests of the Union and any personal interest (including but not limited to any personal financial interest).

Delegation

42.31. The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.

43.32. The Directors may impose any of the following conditions when delegating:

43.132.1 The relevant powers are to be exercised exclusively by the committee to whom they delegate;

43.232.2 No expenditure may be incurred on behalf of the Union except in accordance with a budget previously agreed with the Directors;

43.332.3 The Directors may revoke or alter a delegation;

32.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

President

44.33. The President shall be appointed by the Board and shall be eligible to hold office for one term of two years with an option to extend in exceptional circumstances determined and agreed by the Board.

WRITTEN RESOLUTIONS

45.34. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of those Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

RULES OR BYE LAWS

~~46-35.~~ The Board may make and amend Rules for any purposes from time to time as it may deem necessary, expedient or fit for the proper conduct or management of the Union, including (but without prejudice to the generality of the foregoing):

~~46-135.1~~ The conduct of Members of the Union in relation to one another, and to the Union's employees and servants;

~~46-235.2~~ The procedure at any general meeting and meetings of the Board ~~and of the Council~~ and of the Committees in so far as such procedure is not regulated by these Articles;

~~46-335.3~~ The levying of annual subscriptions or membership fees;

~~46-435.4~~ The election or appointment and terms in office of the Officers of the Union and the members of its Board;

~~46-535.5~~ Generally, all such matters as are commonly the subject matter of company rules.

~~47-36.~~ The Board may make Rules governing the removal of Members on grounds as it deems appropriate including, but not limited to, the following:

~~47-136.1~~ If the Member has, in the opinion of the Board, acted or has threatened to act in a manner which is contrary to the interests of the Union as a whole or if his conduct (whether as a Member or otherwise) is likely to bring the Union, or any of its Directors or Members into disrepute;

~~47-236.2~~ If a Member fails to pay any annual subscription or membership fee properly levied by the Board under a Rule created under the provisions of Article ~~3550~~ above.

~~48-37.~~ Any Member of the Union may be removed from membership in accordance with Rules properly set in accordance with these Articles but by no other method.

~~49-38.~~ No Rule as to the manner in which a Member may be removed from membership of the Union is valid or may be relied upon unless the following procedures are adhered to:

~~49-138.1~~ If at a meeting of the Board a resolution is passed to remove a Member, the Board must serve a notice on the Member stating that the Board has resolved to invoke the provisions of such Rules as it relies upon and the provisions of these Articles;

~~49-238.2~~ The notice to the Member must give the Member the opportunity to make representations to the Board in writing or in person as to why he should not be removed as a Member. The Board must consider any representations made by the Member and, if the representations are not made by the Member at a Board meeting, the Board must consider the representations at the next Board meeting;

~~49-338.3~~ After the Board meeting at which the representations are considered, the Board must serve a notice on the Member informing him of the decision. If the decision is

to remove the Member, this must be reflected in the register of Members as soon as reasonably practicable.

~~50.39.~~ There will be no right of appeal from a decision of the Board to remove a Member. After the removal of the Member has been noted in the register of Members he will have no right to attend and vote at general meetings of the Union and he will cease to be entitled to any other benefits of membership.

~~51.40.~~ A Member who is removed will not be entitled to a refund of any subscription, membership fee or joining fee paid by him for his membership of the Union.

~~52.41.~~ The Union, by ordinary resolution passed in general meeting, shall have the power to alter or repeal any Rules made under the provisions of Article ~~3548~~ and to make additions thereto, and the Board shall adopt such means as they deem sufficient to bring to the notice of the Members of the Union all such Rules, which so long as they shall be in force shall be binding on all Members of the Union provided, nevertheless, that no Rule shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Union. In the event that any such Rule is inconsistent then the Memorandum and Articles shall prevail.

FINANCE

~~53.42.~~ Auditors shall be appointed at the AGM to examine the Union's accounts and after being approved by the Board, a copy of the accounts and the auditors' and Board's reports shall be sent to each Member.

NOTICES AND WINDING UP

~~54.43.~~ Clause 8 of the Union's Memorandum of Association shall apply as though set out in these Articles.

~~55.44.~~ Any notice to be given to or by any person pursuant to these Articles:

~~55.144.1~~ must be in writing; or

~~55.244.2~~ must be given using electronic communications.

~~56.45.~~ The Union may give any notice to a Member either:

~~56.145.1~~ personally; or

~~56.245.2~~ by sending it by post in a prepaid envelope addressed to the Member at his Address; or

~~56.345.3~~ by leaving it at the Address of the Member; or

~~56.445.4~~ by giving it using electronic communications to the Member's Address.

~~57.46.~~ A Member who does not register an Address with the Union or who registers only a postal Address that is not within the United Kingdom shall not be entitled to receive any notice from the Union.

~~58.47.~~ A Member present in person at any meeting of the Union shall be deemed to have received notice of the meeting and of the purposes for which it was called.

~~59.48.~~ Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

~~60.49.~~ Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

~~61.50.~~ A notice shall be deemed to be given:

~~61.150.1~~ 48 hours after the envelope containing it was posted; or

~~61.250.2~~ in the case of an electronic communication, 48 hours after it was sent.

RULES

These being the rules formulated by the Management Committee in accordance with the Golf Union of Wales' Articles of Association