

THE COMPANIES ACT, 1985.

COMPANY LIMITED BY GUARANTEE
and not having a Share Capital

Articles of Association

OF

FLEMPTON GOLF CLUB LIMITED

Interpretation.

1. In these articles:-
 - “the Club” means Flempton Golf Club Limited;
 - “the Act” means the Companies Act, 1985;
 - “the seal” means the common seal of the Club;
 - “Secretary” means any person appointed to perform the duties of the Secretary of the Club;
 - “the United Kingdom” means Great Britain and Northern Ireland;
 - “Member” means a Member of the Club.
 - “Full Playing Member” means a Member of the Club, excluding junior, student, country, invitation, corporate or non-playing.
 - “Captain’s Committee” means a committee, elected by Members to organize and promote the playing of golf within the Club.
 - “Officer” means any Member of the Club elected or co-opted to hold office.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Club.

2. The Management Council (the Council) hereinafter referred to shall constitute the Board of Directors of the Club and so that a Member of the Council shall be Director for the purposes of the Act.

Membership.

3. The Club, for the purposes of registration is declared to consist of 260 Full Playing Members, but the Council may from time to time register an increase to this number, by not more than 5%.

4. Every amateur golfer shall be qualified to be elected a Member of the Club.
5. Every candidate for membership of the Club shall be proposed by one and seconded by another Member, to both of whom the candidate shall be personally known. Both the proposer and seconder shall have been Members for a minimum of two years. The application for membership of every such candidate shall be made in writing, using the appropriate form, signed by the candidate and by his or her proposer and seconder.
6. The entrance fees (if any) and subscriptions payable by Members shall be such as the Council may from time to time prescribe by bye-law provided that no increase of subscription payable by any Member or class of Members shall be made without the consent of the Club in General Meeting. The variation of entrance fees or subscriptions or of the limited privileges of any class of Members shall not be deemed to constitute a variation of the rights of the Members of such class.
7. The Captain's Committee shall vote upon the application of every candidate. The decision for election will be by means of a simple majority vote.
8. When a candidate has been elected, the Secretary shall forthwith send to him or her, at the address given upon his or her application, a request for payment of his or her entrance fee (if any) and first subscription, pro rata to the Club's year end. Upon payment of his or her entrance fee (if any) and first pro rata subscription, an elected candidate shall become a Member, provided, nevertheless, that if such payment is not made within one calendar month after date of election, the Council of the Club may in their discretion cancel such election.
9. Subject to the express provisions of these articles and to the Memorandum of Association (kept on file) and to any Club rules for the time being in force, made by the Council of the Club as hereinafter provided, all Members shall be entitled at all times to use in common all the premises and property of the Club and to be supplied, at such charges as the Council shall from time to time determine, with such meals, refreshments and things as are provided by the Club for the use of its Members.
10. Every Full Playing Member, shall be entitled (subject to any Club rules for the time being in force made by the Council of the Club as hereinafter provided) to all the rights and be subject to all the duties of a Member, including the right to be elected as an Officer or Member of the Captain's Committee of the Club, or to attend and vote at any General Meeting of the Club, or to claim any share of the assets of the Club upon its dissolution.
11. On the recommendation of the Council, any person being a Member may, at any General Meeting of the Club, be elected a life member of the Club without any special payment for such life membership. Every life member shall be entitled to all the privileges and be subject to all the duties of a

Member during his or her life (subject, nevertheless, to the provisions of article 14 hereof) without any further payment, annual or otherwise except in respect of the guarantee contained in Clause 5 of the Memorandum of Association of the Club. All proposed new Life Members should be voted in at the next AGM but require two thirds of the votes in order to proceed.

12. Any Member wishing to resign his or her membership of the Club shall give notice in writing of his or her intention to do so, addressed to the Secretary and deposited at the registered office of the Club before the final date of the Club's year end, failing which such Member shall be liable to pay the subscription for the next year, at the discretion of the Council.
13. Any Member whose annual subscription is unpaid 30 days after the due date in any year shall cease *ipso facto* to be a Member, and shall forfeit all right in and claim upon the Club and its property, but may be reinstated at the discretion of the Council on payment of all arrears.
14. If any Member shall willfully refuse or neglect to comply with the provisions of the Memorandum and Articles or rules of the Club, or shall be guilty of any conduct unworthy of a gentleman or lady, as the case may be, such member shall be liable to expulsion by a resolution of the Council, provided that at least one week before the meeting at which such resolution is passed, he or she shall have had notice thereof, and of the intended resolution for his or her expulsion, and that he or she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he or she may think fit. A Member expelled under this article shall forfeit all right in and claim upon the Club and its property.

General Meetings.

15. The Club shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; 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 Annual General Meeting shall be held at such time and place as the Council shall appoint.
16. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
17. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 368 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Council capable of acting to form a quorum, any member of the Council or any two Members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

Notice of General Meetings.

18. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Club other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Club in General Meeting, to such persons as are, under the articles of the Club, entitled to receive such notices from the Club.

Provided that a meeting of the Club shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed-

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the Members.
19. 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.

20. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council, the Captain's Committee and Auditors, the election of Members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration, of the Auditors.
21. 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; save as herein otherwise provided, ten Members present in person shall be a quorum.
22. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting

a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

23. The President, if any, of the Club shall be invited to preside as Chairman at every General Meeting of the Club which he shall attend. If he shall not be present, or shall be unwilling to take the chair the Chairman of the Council shall preside, and failing him a Director of the Company, and failing him a Member of the Captain's Committee or Full Playing Member to be elected by the Members present.
24. The Chairman may, with the consent of any meeting at which a quorum is present (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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
25. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, and include votes by proxy.
26. In the case of an equality of votes (including those placed by proxy), the Chairman of the meeting at which the show of hands takes place, shall be entitled to a second or casting vote.
27. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Club duly convened and held.

Votes of Members.

28. Every Full Playing Member shall have one vote.
29. A Member of unsound mind (as determined by the Council), or in respect of whom an order has been made by any court relating to the incapacity of that Member, may vote by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court.
30. No Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Club have been paid.

Borrowing Powers.

31. 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.

President.

32. When there is a vacancy for a President, the Council shall recommend a person to be put up for approval at the next Annual General Meeting.

Procedure for election of Captain and Vice Captain.

33. To elect a new Vice Captain, the Captain Elect, will consult with the Past Captains, who are still Full Playing Members, and discuss the nomination.. The final choice remains with the Captain Elect. The Council will then seek approval for the new Captain and Vice Captain at the next Annual General Meeting.

The Captain and Vice Captain shall cease to hold office as such, at the conclusion of the Annual General Meeting, next following the meeting at which they were elected.

The Captain will make a recommendation at the AGM for a Captain, which will normally be the current Vice Captain.

34. The Council shall appoint a Secretary who shall have the duties prescribed by the Act. The Council may also appoint a Treasurer.

Management Council.

35. The Council shall consist of the Secretary, (who shall be ex-officio), Treasurer and four other Members elected at the Annual General Meeting.
36. Election of Council Members shall take place at the Annual General Meeting of the Club. No Member shall be eligible for election to the Management Council until such time as they have been a Full Playing Member of the club for five years. Elected Members of the Council shall retire after three years, but are eligible for re-election, normally for one further three year term. The Secretary and Treasurer shall not be subject to retirement in rotation. Notwithstanding the general rule above, any Member may serve more than two terms of three years, subject to the provision of article 39.
37. Only a Full Playing Member shall be eligible for election to the Council and a Member of the Council shall automatically vacate office if he ceases to be a Full Playing Member.
38. The position of Chairman of the Council will be by election at the first Council meeting following the AGM.

39. The election of Members of the Council shall take place in the following manner:-
- (a) Any Full Playing Member shall be at liberty to nominate any other Full Playing Member to serve as part of the Council.
 - (b) The name of each Member so nominated, together with the names of his proposer and seconder, shall be sent in writing to the Secretary at least fourteen days before the Annual General Meeting.
 - (c) A list of the candidates named in alphabetical order, with the name of the proposer and seconder, shall be posted in a conspicuous place in the club house of the Club for at least seven days immediately preceding the Annual General Meeting.
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order, and each Full Playing Member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
 - (e) In case there shall not be a sufficient number of candidates nominated, the Council may fill up the remaining vacancy or vacancies by means of co-option.
 - (f) If two or more candidates obtain an 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 elect by lot from such candidates the candidate or candidates who is or are to be elected.
40. The Council shall have power at any time, and from time to time, to appoint any person to be a Member of the Council, either to fill a casual vacancy or as an addition to the existing Members, but so that the total number of Members shall not at any time exceed the number fixed in accordance with these Articles. Any Member of the Council so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.
41. The Club may by ordinary resolution, of which special notice has been given in accordance with section 379 of the Act, remove any Member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Club and such Member. The Club may by ordinary resolution appoint another person in place of a Member of the Council removed from office under this Article.
42. Without prejudice to the powers of the Council under Article 34, the Club in General Meeting may appoint any Full Playing Member to be a Member of the Council either to fill a casual vacancy or as an additional Member of the Council. The person appointed to fill such a vacancy shall be subject to

retirement at the same time as if he had become a Member of the Council on the day on which the Member in whose place he is appointed was last elected a Member of the Council.

Powers and Duties of the Council.

43. The business of the Club shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Club, and may exercise all such powers of the Club as are not, by the Act or by these Articles, required to be exercised by the Club in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Club in General Meeting; but no regulation made by the Club in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
44. The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Council, to be the attorney or attorneys of the Club for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
45. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Club, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.
46. The Council shall cause minutes to be made in books provided for the purpose-
 - (a) of all appointments of Officers made by the Council;
 - (b) of the names of Members of the Council present at each meeting of the Council ;
 - (c) of all resolutions and proceedings at all meetings, of the Club, and of the Council.

Disqualification of Members of the Council.

47. The office of Member of the Council shall be vacated if the Member-
 - (a) without the consent of the Club in General Meeting holds any other office of profit under the Club; or

- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Member by reason of any order made under the Company Directors Disqualification Act 1986; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Club; or
- (f) ceases to be a Member of the Council by virtue of section 293 of the Act;
- (g) is directly or indirectly interested in any contract with the Club and fails to declare the nature of his interest in manner required by section 317 of the Act.

A Member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

Proceedings of the Council.

- 48. The Council may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting 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. A Member of the Council may, and the Secretary on the requisition of a Member of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any Member for the time being absent from the United Kingdom.
- 49. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be two.
- 50. The continuing Members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Club as the necessary quorum of Members of Council, the continuing Members or Member may act for the purpose of increasing the number of the Council to that number, or of summoning a General Meeting of the Club, but for no other purpose.
- 51. The Chairman of the Council shall be Chairman of the meetings of the Council but if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the meeting.
- 52. The Council may delegate any of their powers to Sub-Committees consisting of such Member or Members of their body or of the Club as they think fit; any

Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.

53. A Sub-Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the meeting.
54. A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
55. All acts done by any meeting of the Council or of a Sub-Committee or by any person acting as a Member of the Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Council.
56. A resolution in writing, signed by all the Members of the Council for the time being entitled to receive notice of a meeting of the Members of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.
57. In addition to the other powers conferred on the Council it is declared that they have power from time to time to make, alter and repeal all such Club rules and local rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Club, and, in particular, but not exclusively, they may by such Club rules regulate:-
 - (a) The admission of temporary and non-playing Members and the rights and privileges of such Members.
 - (b) The terms and conditions upon which honorary guests, visitors and children of Members shall be permitted to use the premises and property of the Club.
 - (c) The times of opening and closing the links and grounds, club house and premises of the Club or any part thereof.
 - (d) The rules to be observed and prizes or stakes to be played for by Members playing any games on the premises of the Club.
 - (e) The prohibition of particular games on the premises of the Club entirely or at any particular time or times.
 - (f) The conduct of Members in relation to one another, and to the Club's servants.

- (g) The setting aside of the whole or any part or parts of the Club's premises for gentlemen Members, lady Members, or any other class or classes of Members, at any particular time or times or for any particular purpose or purposes.
- (h) The imposition of fines for the breach of any Club rule or any article of association of the Club.
- (i) And, generally, all such matters as are commonly the subject matter of Club rules.

The Council shall adopt such means as they deem sufficient to bring to the notice of Members all such Club rules, alterations and repeals, and all such Club rules, so long as they shall be in force, shall be binding upon all Members. Provided, nevertheless, that no Club rule shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Club, and that any Club rule may be set aside by a resolution of a General Meeting of the Club.

The Seal.

- 58. The Members of the Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a Sub-Committee authorized by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Member of the Council and shall be countersigned by the Secretary or by a second Member of the Council or by some other person appointed by the Council for the purpose.

Accounts.

- 59. The Council shall cause proper books of account to be kept with respect to-
 - (a) all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Club; and
 - (c) the assets and liabilities of the Club.

Proper books shall not be deemed to be kept, if there are not kept, such books of account as are necessary to give a true and fair view of the state of the Club's affairs, and to explain its transactions.

- 60. The books of account shall be kept at the registered office of the Club, or, subject to section 222 of the Act, at such other place or places as the Council think fit, and shall always be open to the inspection of the Council.

61. The Members of the Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of Members not being Members of the Council, and no Member (not being a Member of the Council) shall have any right of inspecting 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.
62. The Council shall from time to time in accordance with sections 226 to 227 and schedule 4 of the Act, cause to be prepared and to be laid before the Club in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
63. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Club in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every Member. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Club is not aware.

Audit.

64. Auditors shall be appointed and their duties regulated in accordance with sections 235 to 237 of the Act.

Notices.

65. A notice may be given by the Club to any Member either personally or by sending it electronically or by display on the noticeboard in the Club House.
66. Notice of every General Meeting shall be given in any manner hereinbefore authorised to-
 - (a) every Member who is eligible to vote
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the Auditor for the time being of the Club.

No other person shall be entitled to receive notices of General Meetings.

Licensing Regulations.

67. All provisions and excisable articles shall be under the control of the Council for the benefit of the Members. The Council shall strictly conform to all

present and future Licensing laws and regulations from time to time in force thereunder and servants shall be told that any breach thereof will involve instant dismissal. Any Member contravening or seeking to contravene the Licensing laws or regulations shall be liable to expulsion by the Council.

Alteration of Rules.

68. These Articles of Association may be varied as specified in Section 9 of the Act. Bye-laws and local rules may be varied as specified in Article 57.