

Company No. [6768324]

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

- of -

THE LANCASHIRE UNION OF GOLF CLUBS LIMITED

Incorporated on 8th December, 2008

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE LANCASHIRE UNION OF GOLF CLUBS LIMITED

1. The name of the Company (hereinafter called "the Union") is "THE LANCASHIRE UNION OF GOLF CLUBS LIMITED". Unless stated to the contrary within this document words and expressions used shall have the same meaning as set out in the Articles of Association of the Union.
2. The registered office of the Union will be situated in England.
3. The objects for which the Union is established shall be:
 - (i) to acquire and undertake the assets and liabilities transferred to the Union by and to carry out the powers, obligations, duties and general objects of the unincorporated association known as The Lancashire Union of Golf Clubs and to indemnify The Lancashire Union of Golf Clubs, its officers, members, members of its Council, Executive Committee and any other committees and its employees against all costs, claims, demands, actions and proceedings relating to those assets and liabilities and the undertaking of the Lancashire Union of Golf Clubs and in respect of all liabilities, obligations and commitments (whether legally binding or not) of the Lancashire Union of Golf Clubs transferred to the Union and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;
 - (ii) to promote, administer and encourage the development of, and participation in, the sport of golf which is governed by the Rules of Golf and played by men adhering to the Rules of Amateur Status (hereinafter called "Amateur Golf") within the County of Lancashire and parts of the Counties of Merseyside, Greater Manchester and Cheshire (herein after called "the County");
 - (iii) to arrange championships, trophy events, matches, competitions and such other activities as the Board may think fit and to organise and administer the annual County championships;

- (iv) to provide for, make and vary all such rules, regulations and bye-laws as they relate to persons involved in Amateur Golf in the County from time to time;
- (v) to co-operate with The English Golf Union Limited and other county golf unions and golf organisations within England in all matters relating to the administration, promotion and playing of Amateur Golf;
- (vi) to affiliate to The English Golf Union Limited and co-operate with The English Golf Union Limited in all matters relating to Amateur Golf, including compliance with the rules of The English Golf Union Limited and the rules and regulations of any body to which The English Golf Union Limited is itself affiliated;
- (vii) to encourage and promote the interests of Amateur Golf at all levels;
- (viii) to assist in maintaining a uniform system of handicapping as the Area Authority for the Council of National Golf Unions within the County and to duly operate the Standard Scratch Score and Handicapping Scheme 1983 as amended from time to time;
- (ix) to provide guidance and assistance to Golf Clubs affiliated, or seeking affiliation, to the Union;
- (x) to arrange Competitions for Handicapped Players
- (xi) to arrange County Matches
- (xii) to take such action from time to time as the Board may consider desirable for the benefit of its members;
- (xiii) to undertake and execute charitable trusts relating to Amateur Golf.

In furtherance of the above objects (but not further or otherwise) the Union shall have the following powers:

- (1) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or erections;
- (2) to be a member of, establish, purchase or otherwise acquire, any company or business which, in the opinion of the Board, may be carried on so as, directly or indirectly, to benefit the Union;
- (3) to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Union subject to such consents as may be required by law;

- (4) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property and/or Union;
- (5) to borrow or raise money for the objects of the Union on such terms and on such security as may be thought fit subject to such consents as may be required by law;
- (6) to take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Union;
- (7) to print and publish any newspapers, periodicals, books, articles or leaflets;
- (8) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise;
- (9) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (10) to invest moneys of the Union not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (11) to make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any trusts, or unions or institutions which are for the benefit of Amateur Golf in England or any part thereof;
- (12) to engage and pay any person or persons whether on a full or part time basis or whether as consultant or employee, to supervise, organise, carry on the work of and/or advise the Union;
- (13) subject to the provisions of Clause 4 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;
- (14) to amalgamate with any companies, institutions, societies or unions which shall have objects altogether or mainly similar to those of the Union or which are for the benefit of Amateur Golf and which prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited by this Memorandum of Association;
- (15) to pay out of funds of the Union the costs, charges and expenses of and incidental to the formation and registration of the Union;
- (16) to do all such other lawful things as will further the attainment of the objects of the Union or any of them.

4. The income and property of the Union shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise by way of profit to members of the Union. Any director of the Union may be remunerated or paid by salary or fees or receive any remuneration or benefit in money or money's worth from the Union for discharging his duties as such, provided that such remuneration:
 - (i) is fixed having regard to the current remuneration of directors in comparable posts;
 - (ii) does not exceed the general market rate for directors providing comparable services; and
 - (iii) is not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of the Union, or by reference to the level of the Union's gross income from some or all of its activities,and provided that no payment shall be made by way of remuneration to a non-executive director.
5. The liability of the Voting Members is limited.
6. Every Voting Member of the Union undertakes to contribute to the assets of the Union, in the event of the same being wound up while it is a Voting Member, or within one year after it ceases to be a Voting Member, for payment of the debts and liabilities of the Union contracted before it ceases to be a Voting Member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (One Pound).
7. If upon the winding up or dissolution of the Union there remains after the satisfaction of all its debts and liabilities any property (including but not limited to cash and /or assets) whatsoever, it shall be realised and the proceeds shall be donated to such sporting charity or charities or other non-profit making organisations nominated by the Voting Members and approved by the Directors. In default of such agreement the sporting charity, or charities or other non-profit making organisation shall be nominated by the President for the time being of the English Golf Clubs Union Limited

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Peter Warburton
190 Bradshaw Meadows, Bradshaw, Bolton BL2 4ND
Retired

J Michael Taggart
64 Eshe Road North, Blundellsands, Liverpool L23 8UF
Retired

Dated: []

Witness to the above signatures:

Name:

Address:

Occupation:

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COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE LANCASHIRE UNION OF GOLF CLUBS LIMITED

INTERPRETATION

- 1.1 The following terms shall for the purposes of these Articles bear the meanings set opposite them:

the Act	the Companies Act 1985 as amended by the Companies Act 2006 and as further modified by any statutory modification or re-enactment for the time being in force;
Affiliated Club	those clubs admitted from time to time to membership of the Union in accordance with Article 3.1 and any applicable Rules and who are entitled to receive notice of, attend and vote at general meetings;
Amateur Golf	the general name for the sport of golf which is governed by the Rules of Golf and played by men adhering to the Rules of Amateur Status;
Articles	these Articles of Association;
County Members	those individuals who are not Voting Members or Playing Members admitted from time to time to membership of the Union in accordance with Article 3 and any applicable Rules.

County Captain	the person elected from time to time under Article 38 to be the Captain of the Union;
clear days	a period of days exclusive of the day on which a notice is served or deemed to be served and of the day for which it is given;
communication	the same meaning as in the Electronic Communications Act 2000;
County	the county of Lancashire and parts of the Counties of Merseyside, Greater Manchester and Cheshire.
County Secretary	the person appointed from time to time under Article 40 as County Secretary and who shall also be the company secretary of the Union for the purposes of the Act;
County Treasurer	The person appointed from time to time as county treasurer under Article 39;
Directors or the Board	the board of directors of the Union established in accordance with Article 41, the members of which are directors for the purposes of the Act;
Elected Directors	the directors of the Union elected pursuant to Article 46 from time to time;
electronic communication	the same meaning as in the Electronic Communications Act 2000;
financial statements	the income and expenditure account, balance sheet and such other financial reports prepared in accordance with any statutory requirements from time to time in force;
general meeting	an annual or an extraordinary general meeting of the Union;
in writing	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including for the avoidance of doubt, electronic communications;
members	the Voting Members and Non-Voting Members together;

Playing Members	those male individuals who are playing members of an Affiliated Club admitted from time to time as playing members of the Union pursuant to Article 3 and any applicable Rules and who shall not be entitled to receive notice of, attend or vote at general meetings;
Non-Voting Members	all members of the Union, other than Voting Members who are admitted from time to time as members pursuant to Article 3.2 and any applicable Rules, and who for the avoidance of doubt shall not be members of the Union for the purposes of the Act;
the Office	the registered office of the Union;
Vice President	a living person who has served as President of the Union or its predecessor, the unincorporated association known as the Lancashire Union of Golf Clubs, at some time;
President	the person elected from time to time under Article 36 to be the president of the Union;
Regulations	the regulations and policies of the Union made by the Board in accordance with Article 6 and amended from time to time;
Rules	the rules of the Union made by the Union in general meeting in accordance with Article 5 and amended from time to time;
Rules of Golf and Rules of Amateur Status	the rules for the sport of golf and governing amateur status as from time to time laid down by R&A Rules Limited;
Union	the above named company;
Website	the Union's website which, at the date of incorporation, may be accessed at www.lancashiregolf.org or such other successor website as notified to the members from time to time.

- 1.2 Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender (except where used in the definition of Amateur Golf). Words importing persons shall include corporations and unincorporated associations.

- 1.3 Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Union shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

OBJECTS

2. The Union is established for the purposes expressed in the Memorandum of Association of the Union.

MEMBERSHIP

- 3.1 The subscribers to the Memorandum of Association of the Union; the voting members as at the date of incorporation of the unincorporated association known as The Lancashire Union of Golf Clubs and such other persons as are admitted as Voting Members by the Board or by the Union in general meeting in accordance with the Articles (and any applicable Rules) shall be the Voting Members of the Union. No person shall be admitted as a Voting Member of the Union unless he is approved by the Board or by the Union in general meeting. Every person who wishes to become a Voting Member shall deliver to the Union, or such other person designated by the Board an application for membership in such form as the Board requires executed by him. Every corporation and unincorporated association which is admitted as a Voting Member may exercise such powers as are prescribed by section 323 of the Companies Act 2006.
- 3.2 All members as at the date of incorporation of the unincorporated association known as the Lancashire Union of Golf Clubs other than its Voting Members, and such persons as are admitted as Non-Voting Members in accordance with the Rules, shall be the Non-Voting Members.
4. A member may withdraw from membership of the Union by giving notice in accordance with the Rules. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the member to comply or to continue to comply with any condition of membership set out in the Articles or the Rules.
5. The Union will adopt as the Rules the current rules relating to membership of the unincorporated association known as The Lancashire Union of Golf Clubs as amended by the Board. The Board may from time to time propose amendments, variations and revocations of those Rules. Such amendments, variations and revocations will only be effectively passed by a vote of a simple majority of the members present and voting at a general meeting.
6. The Board (or any sub-committee to whom it delegates its powers) shall have the power to make, vary and revoke Regulations including, mechanisms and standing orders for the better administration of the Union including (without limitation):

- (a) regulations as to the function, role and operation of committees to assist the Board in the better administration of the Union;
 - (b) mandatory regulations (other than rules relating to their membership) for Affiliated Clubs;
 - (c) regulations for the selection of competitors to represent the County in national and inter-county matches and competitions and the management of any team of competitors so selected;
 - (d) regulations to ensure compliance with national and international rules relating to doping control;
 - (e) regulations setting out disciplinary procedures for members;
 - (f) regulations for the promotion and organisation of championships;
 - (i) child protection policies;
 - (j) equity policies; and
 - (k) such other regulations or policies as the Board thinks fit.
7. It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Union so require, by notice in writing sent by prepaid post to a member's address, to request that member to withdraw from membership of the Union within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors present and voting, which majority shall include one half of the total number of the Board for the time being.
8. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting written notice of the member's resignation, or if at any time after receipt of the notice requesting the member to withdraw from membership the member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the Board. The directors and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in the member's defence either verbally or in writing, and shall not be required to withdraw from membership unless half of the directors present and voting shall, after receiving the statement in the member's defence, vote for the expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, the member shall thereupon cease to be a member and, in the case of a Voting Member, the member's name shall be erased from the register of members. The member may appeal to a general meeting of the Union against the decision of the Board but, if the Board's decision is upheld, the member will be liable for the costs of holding the general meeting.

9. Any member whose subscription or entrance fee is more than 3 months in arrears shall be deemed to have resigned its membership of the Union unless the Board otherwise decides.

GENERAL MEETINGS

10. The Union shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that so long as the Union holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.
11. The annual general meeting shall be held for the following purposes:
 - (a) to receive from the Board financial statements pursuant to Article 81;
 - (b) to receive from the Board a report of the activities of the Union since the previous annual general meeting;
 - (c) to appoint the Union's auditors;
 - (d) to receive a report from the President;
 - (e) to appoint (as appropriate) the President and County Captain;
 - (f) to elect the Elected Directors in place of those retiring; and
 - (g) to transact such other business as may be brought before it.
12. The business of general meetings shall be decided by the Board subject to due notice having been given. A Voting Member may propose a resolution (or resolutions) to be considered at a general meeting. Such proposed resolutions must be seconded by another Voting Member and made in writing addressed to the Company Secretary and be received not less than 21 days before the general meeting at which it is to be proposed.
13. The Directors may call general meetings and, the Voting Members may require the Directors to call a general meeting of the Company, subject to the provisions of section 303 of the Companies Act 2006. Upon a valid request under section 303 of the companies Act 2006, the provisions of section 304 of the Companies Act 2006 shall apply in calculating the time period in which the Directors are required to call a general meeting of the Company..

NOTICE OF GENERAL MEETINGS

14. A general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an 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 being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the members.
15. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members entitled to vote thereat and to the directors and (if any) the auditors.
16. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 5 Voting Members present in person shall be a quorum.
18. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of the Voting 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 at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Voting Members present shall be a quorum.
19. The President or in his absence an eligible Vice-President shall preside as chairman at every general meeting, but if the President or a Vice-President (as applicable) shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the directors present shall choose a director who is present and willing to act to preside.
20. The chairman of the meeting 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Voting Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
21. The chairman of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either

without fixing a day for the meeting or to another time or place where it appears to him that:

- (a) Voting Members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
 - (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
 - (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
22. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special or extraordinary resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.
23. Subject to Article 32, a resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. A poll may also be demanded in respect of a postal ballot undertaken under Article 31. Subject to the provisions of the Companies Act 2006, a poll may be demanded:
- (a) by the chairman of the meeting; or
 - (b) by at least 5 Voting Members;
24. Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
25. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
26. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Voting Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

28. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
29. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
30. A resolution in writing executed by or on behalf of each Voting Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Voting Members.

POSTAL BALLOT

31. The Board may decide, in advance of a general meeting, to call a postal ballot in respect of a resolution which would otherwise be put to the vote at the general meeting. If there is to be a postal ballot, the details of the resolution and voting papers shall be sent at such time as the Board shall prescribe to the Voting Members. Voting papers must be returned to the Office in a sealed envelope by such time as the Board shall prescribe and shall be opened and counted by such person or persons as the Board shall decide. The result of the postal ballot will be declared at the general meeting at which it would otherwise have been put to the vote. The provisions of Article 27 shall apply in respect of a postal ballot.

VOTES OF MEMBERS

32. Every Voting Member is entitled to receive notice of and attend general meetings. Every Voting Member present in person shall have one vote either on a show of hands or on a poll. If a postal ballot is held then one vote may be cast by each Voting Member. Every Voting Member of the Union is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Union. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve)

"The "X" County Golf Union Limited

I/We, _____, of

being a member/members of the above-named Union, hereby appoint

of

_____, or failing him,

of

_____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Union to be held on 200[] and at any adjournment thereof.

Signed on _____ 200[] ."]

Where it is desired to afford Voting Members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

"The "X" County Golf Union Limited

I/We, _____, of

_____, being a member/members of the above-named Union, hereby appoint _____ of

_____, or failing him,

of

_____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Union to be held on 200[], and at any adjournment thereof. This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this _____ day of _____ 200[] ."]

The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:

- (a) in the case of an instrument in writing be deposited at the Office or at such place within England as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Union in relation to the meeting not less than one hour before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than one hour before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Company Secretary or to any director; and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.
33. Every affiliated club is entitled to send 1 representative to general meetings for every 200 male playing members or part thereof it has and each of those representatives shall have a vote.
34. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case unless the chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.
35. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

PRESIDENT

36. At the annual general meeting in 2009 and at the annual general meeting each year thereafter, the President shall retire. Nominations for the office of President shall be made by the Vice Presidents in advance of the annual general meeting for ratification at the annual general meeting. A person so appointed shall hold office for a one year term until the next annual general meeting in the year after his appointment. The President shall be a director and Voting Member by virtue of his office and shall have such rights and privileges as the Board shall from time to time prescribe.

VICE PRESIDENTS

37. A person who has served as President of the Union (or as President of the unincorporated association known as the Lancashire Union of Golf Clubs) shall become a Vice President. Vice Presidents who were respectively President of the Union (or President of the unincorporated association known as the Lancashire Union of Golf Clubs) for each of the preceding 5 years shall have the right to attend and speak at annual general meetings and shall be entitled to vote, and shall have such other rights and privileges as the Union shall from time to time prescribe. All other Vice Presidents shall have the right to attend and speak at annual general meetings, general meetings and Board meetings but shall not be entitled to vote unless they are an official representative of an affiliated club.

COUNTY CAPTAIN

38. At the annual general meeting in 2011 and at the annual general meeting every 3rd year thereafter, the County Captain shall retire. Nominations for the office of County Captain shall be made by the Board for ratification at the annual general meeting. If there is only one candidate nominated, that candidate shall be declared elected unopposed at the annual general meeting. In the event of there being two or more nominations, there shall be an election at the annual general meeting. A person so elected shall hold office for a three-year term until the annual general meeting in the third year after his election. The County Captain shall be a director and Voting Member by virtue of his office and shall have such rights and privileges as the Board shall from time to time prescribe.

COUNTY TREASURER

39. The Board may subject to Articles 72 and 73 below, appoint a person to be the County Treasurer on such terms and for such period as they think fit and may delegate to him such of their powers as they think desirable to be executed by him. The County Treasurer shall be a director and Voting Member by virtue of his office and shall have such rights and privileges as the Board shall from time to time prescribe.

COUNTY SECRETARY

40. The Board may subject to Articles 72 and 73 below, appoint a person to be the County Secretary on such terms and for such period as they think fit and may delegate to him such of their powers as they think desirable to be executed by him. The County Secretary shall be a director and Voting Member by virtue of his office and shall have such rights and privileges as the Board shall from time to time prescribe.

BOARD

41. The number of directors shall be not less than nine and unless and until varied by ordinary resolution of the Union in general meeting shall be subject to a maximum of twenty five.

(vi) the Elected Directors

Mr. T. Ball	(2009)
Mr. A.A. Barr	(2009)
Mr. T.W. Cuttill	(2009)
Mr. K.J. Gardner	(2009)
Mr. L. Green	(2010)
Mr. A.W. Harrison	(2010)
Mr. G.T. Horrocks	(2010)
Mr. D.W. Jones	(2010)
Mr. S.J. Keighley	(2011)
Mr. A.J. McMunn	(2011)
Mr. A.J. Rawlinson	(2011)
Mr. T. Rawson	(2011)
Mr. P. Warburton	(2012)
Mr. L.W. Wilson	(2012)

44. The directors set out in Article 43 shall hold office until the annual general meeting in the year set out in brackets after their respective names, at which meeting the director concerned shall retire but shall be eligible for re-election in accordance with these Articles. The directors set out in paragraphs (iv) and (v) of Article 43 shall hold office until such time as the Board shall from time to time determine.

ELECTED DIRECTORS

45. Each Elected Director shall serve for a four-year term from the annual general meeting at which he is elected to the annual general meeting in the fourth year after his election, but shall be eligible for re-election for one further four-year term. Each year elections shall be held to elect Elected Directors in place of those retiring.
46. Any Voting Member and Vice-President may nominate a person to be an Elected Director and must do so on the form prescribed by the Board. Any person nominated as an Elected Director must be a Voting Member, Playing Member, County Member or Member of an Affiliated Club. Any nomination must be made on the form prescribed by the Board from time to time and must be seconded by another Voting Member or Vice President and signed by the nominee. Voting Members and Vice Presidents may only nominate or second one candidate and the form must be completed and returned to the Office not later than such date as the Board shall prescribe each year.
47. If there are fewer or an equal number of candidates nominated as there are vacancies, the candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more candidates nominated than vacancies, there shall be an election at the annual general meeting or a postal ballot in accordance with the provisions of Article 31.
48. A casual vacancy arising among the Elected Directors shall be filled by the Board (subject to ratification at a general meeting) provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election for one further term.

CASUAL VACANCIES

49. A casual vacancy arising among the offices of President, County Captain, County Treasurer, County Secretary or the Elected Directors, shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Articles.

REMOVAL OF DIRECTORS

50. In addition and without prejudice to the provisions of section 168 of the Companies Act 2006, the Voting Members may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the director in whose place he is appointed would have held the same if he had not been removed.
51. The office of director shall be vacated:
- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) if he becomes of unsound mind;
 - (c) if by notice in writing to the Board he resigns his office;
 - (d) in the case of the President, preceding 5 Presidents and County Captain, when his term of office expires and he is not re-elected;
 - (e) if he becomes prohibited from holding office by law or by virtue of any provision of the Act;
 - (f) if he is removed from office by a resolution duly passed pursuant to section 168 of the Companies Act 2006;
 - (g) if he is requested to resign by all the other directors acting together;
52. Unless the Board resolves otherwise, any director who shall, without sufficient reason, absent himself from three consecutive meetings of the Board, will be understood to have resigned his position as a director, and the Board shall be entitled to appoint another director in his place.

POWERS OF THE BOARD

53. The business of the Union shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Union as they think fit and may exercise all such powers of the Union, and do on behalf of the Union all such acts as may be exercised

and done by the Union including, without prejudice to the generality of the foregoing, the power to borrow, and as are not by the Act or by these Articles required to be exercised or done by the Union in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act for the time being in force and affecting the Union, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Union in general meeting, but no regulation made by the Union in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

54. The Board may act notwithstanding any vacancy in their body.
55. If the Board shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons as Voting Members, or summoning a general meeting, but not for any other purpose.

PROCEEDINGS OF THE BOARD

56. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that at least 4 such meetings shall be held in each year.
57. Questions arising at a meeting shall be decided by a majority of votes. Voting on any issue shall be by show of hands. Subject to Article 61 each director shall be entitled to one vote. In the case of an equality of votes, however, the chairman of any meeting of the Board shall have a casting vote.
58. A director, and the County Secretary at the request of a director, shall at any time summon a meeting of the Board by notice served upon the directors. Notice of all meetings and minutes of all meetings shall be served on all members of the Board.
59. The President shall be chairman of the Board. The President shall preside as chairman at all meetings of the Board at which he shall be present, but if at any meeting the President is not present within five minutes after the time appointed for holding the meeting or is not willing to preside the directors present shall choose one of their number to be chairman of the meeting.
60. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Union for the time being vested in the Board generally. The quorum for meetings of the Board or any committee formed pursuant to the provisions of Article 61 shall be five.
61. The Board may delegate any of their powers to any sub-committee consisting of such of their number and such other persons as they think fit.
62. Any sub-committee formed pursuant to Article 61 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Board. The resolution making the delegation shall specify the financial limits within which any

sub-committee shall function. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. All acts and proceedings of such sub-committees shall be reported in due course to the Board.

63. All acts bona fide done by any meeting of the Board or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such director 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 or had duly continued in office.
64. The Board shall cause proper minutes to be made of all appointments of the Board and of the proceedings of all meetings of the Union and of the Board and of sub-committees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated. The Board shall cause the minutes of all meetings of the Board and of any sub-committee formed pursuant to Article 61 to be distributed to the Board Members and Vice Presidents and to be made available to other Voting Members on request, provided that the Board may, where it deems appropriate, redact such minutes to omit matters of a confidential or sensitive nature.
65. A resolution in writing signed by all the directors for the time being or by all the members for the time being of any sub-committee who are entitled to receive notice of a meeting of the Board or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.

TELEPHONE MEETINGS

66. A director may participate in a meeting of the Board, or of a committee of the Board, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.

DIRECTORS' APPOINTMENTS AND INTERESTS

67. Save as otherwise provided by these Articles, a director shall not vote at a meeting of the Board or of a sub-committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Union unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Union or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Union or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of any of the Union's subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the Union's subsidiaries for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board or Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Union), connected with a director shall be treated as an interest of the director.

- 68. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 69. The Union may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of the Board or a sub-committee formed under Article 61.
- 70. Where proposals are under consideration concerning the appointment of two or more directors to employment with the Union or any body corporate in which the Union is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 71. If a question arises at a meeting of the Board or of a sub-committee as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.
- 72. Subject to the provisions of the Act and to Article 73 below, the Board may enter into an agreement or arrangement with any director for his employment by the Union or for the provision by him of any services outside the scope of the ordinary duties of a director provided that no payment shall be made by way of remuneration to a non-executive director. Any appointment of a director to an executive office shall terminate

if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Union.

73. Any appointment, agreement or arrangement made with any director in accordance with Article 72 above may be made upon such terms as the Board determine and they may remunerate any such director for his services as they think fit provided that such remuneration:
- (a) is fixed having regard to the current remuneration of directors in comparable posts;
 - (b) does not exceed the general market rate for directors providing comparable services; and
 - (c) is not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of the Union, or by reference to the level of the Union's gross income from some or all of its activities.
74. Subject to the provisions of the Act, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a director notwithstanding his office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Union or in which the Union is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Union or in which the Union is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Union for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
75. For the purposes of these Articles:
- (a) a general notice given to the Board that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
 - (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

76. Subject to such benefits being provided in accordance with the principles set out in Article 73(a) to (c) above, the Board may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Union or with any body corporate which is or has been a subsidiary of the Union or a predecessor in business of the Union or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.
77. No director shall take any loan from the Union.

ACCOUNTS

78. The Board shall cause accounting records of the Union to be kept in accordance with section 386 of the Companies Act 2006 and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).
79. Accounting records shall be kept at the Office or, subject to section 388 of the Companies Act 2006, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Board.
80. If required by the provisions of the Act, the accounts of the Union shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors. Auditors, if required, shall be appointed and their duties regulated in accordance with the Act.
81. At the annual general meeting in every year the Board shall lay before the Voting Members financial statements for the period since the last preceding financial statements (or in the case of the first financial statements since the incorporation of the Union made up to a date not more than seven months before such meeting). All financial statements shall be accompanied by reports of the Board and the auditors (if any) of the Union, and copies of such financial statements and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of section 423 of the Companies Act 2006, be sent to the auditors (if any) and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

NOTICES

82. A notice may be served by the Union upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member:
- (a) in the case of a Voting Member at his registered address as it appears in the register of members or by giving notice using electronic communications to an address for the time being notified to the Union by the Voting Member, or by

publishing it on the Website. For the avoidance of doubt, no additional notification that a notice is to be published on the Website will be given to a Voting Member unless he notifies the Union in writing that he does not wish to receive notice in this way; or

- (b) in the case of a Non-Voting Member, at his last known address, or, in the case of Playing Members, addressed for his attention care of the Affiliated Club of which he is a member.

- 83. Any Voting Member described in the register of members by an address not within Great Britain, who shall from time to time give the Union an address within England at which notices may be served upon him, shall be entitled to have notices served upon him at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the Act, only those Voting Members who are described in the register of members by an address within England shall be entitled to receive notices from the Union.
- 84. Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

INDEMNITY

- 85. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Union shall be indemnified out of the assets of the Union against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union.
- 86. Without prejudice to the provisions of Article 85 the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, or employees of the Union or any subsidiary of the Union, or who are or were at any time trustees of any pension fund in which any employees of the Union or subsidiary are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Union or any such other company, subsidiary undertaking or pension fund.

DISSOLUTION

87. Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Union shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Peter Warburton
190 Bradshaw Meadows, Bradshaw, Bolton BL2 4ND
Retired

J Michael Taggart
64, Eshe Road North, Blundellsands, Liverpool L23 8UF
Retired

Dated: []

Witness to the above signatures:

Name:
Address:

Occupation: