

Post AGM - July 2015

THE COMPANIES ACTS 1985 TO 1989

FRIDAY



S51LHIZ
SCT 26/02/2016 #112
COMPANIES HOUSE

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

(As altered by Special Resolutions passed on: 15th July 2015)

THE BROOMIEKNOWE GOLF CLUB LIMITED SC 29688

1 The company shall be called 'THE BROOMIEKNOWE GOLF CLUB LIMITED' and is hereafter referred to as 'THE CLUB'.

2 In these Articles:

a) 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, and

b) Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Companies Act, 1948 (hereinafter referred to as 'the Act') or any statutory modification thereof in force at the date at which these articles become binding on the Company.

MEMBERS

3 The Club, for the purpose of registration, is declared not to exceed 750 Members but Council may from time to time register an increase in the number of Members. All Members shall be Ladies and Gentlemen who have attained the age of 18 years.

If a Member, who joined the Club before 1st August 2014, attains the age of 65 years or more AND has been a member of the Club for at least 20 years, his/her Annual Subscription shall be £200 less than the Members' Annual Subscription as approved by the Members in General Meeting or by the Council in terms of the authority delegated to the Council by Article 6b below, as the case may be. The reduction will take place in the financial year of the Club following the year in which the Member attains the age of 65 years or more and has paid their 20th Annual Subscription.

All other terms and conditions of membership will remain unaltered.

If at any time the number of Lady Members paying the Members' Annual Subscription is less than 85 and the total number of Members of the Club is less than 750, the Council may, at their discretion,

* give priority to Lady applicants on the waiting list of the Club until such time as the number of Lady Members paying the Members' Annual Subscription is increased to 85 provided always

* that the total number of Members of the Club does not at any time exceed 750.

Young Adult Members: Members who are 18 to 24 years old on the first day of the financial year of the Club shall pay 50% of the Members' Annual Subscription. Such Members shall become liable to pay the Members' Annual Subscription when they are 25 years old on the first day of the financial year of the Club.

Junior Members may be admitted as Young Adult Members on attaining the age of 18 years without payment of any entry fee, subject to them having been an Associate Member for at least three years.

ASSOCIATE MEMBERS

4 The following categories of Associate Members (both male and female) may be admitted at the discretion of Council, on such terms and conditions as the Council may from time to time lay down. The number of Associate Members in each of the categories may be adjusted as the Council see fit. Associate Members, with the exception of Honorary, Golden and Veteran Members, shall have no voting power in the management of the Club.

a) Junior Members: Junior Membership is open to anyone under the age of 18 years. The total number of Junior Members is not to exceed 130 but Council may from time to time register an increase in the number of Junior Members. A Junior Member aged 8 years to 12 years shall pay 5% of the Members' Annual Subscription, a Junior Member aged 13 years to 16 years shall pay 15% of the

Members' Annual Subscription and a Junior Member aged 17 or 18 years shall pay 25% of the Members' Annual Subscription.

b) Five-day Members: Five-day Membership shall be offered to a maximum of 50 people (both male and female) on the waiting list for Membership. Five-day Members will have playing rights from Monday to Friday and will only be allowed to participate in mid-week competitions. A five-day Member shall pay 67% of the Members' Annual Subscription and must transfer to Membership when Membership is offered.

c) Country Members: This category of membership is restricted to those Members whose permanent place of residence has changed and is in excess of 50 miles radius of the Clubhouse. A Country Member shall pay 35% of the Members' Annual Subscription. Country Members are eligible to enter all Club competitions. A Country Member may be readmitted on payment of the current Annual Subscription. This readmission shall not be subject to the rule limiting the number of Members

d) Honorary Members: The distinction of Honorary Membership may be conferred upon anyone in recognition of him or her being a distinguished golfer or for services rendered to the Club or for such other reason which may seem good and sufficient. Nominations for Honorary Membership will be considered by the Council and where appropriate recommended to the Club for approval in General Meeting. A simple majority of those Members present and voting at a General Meeting will be sufficient to approve Honorary Membership.

e) Non-Playing Members: Shall be restricted to a maximum of 300 who, on payment of such annual subscription as the Council may determine, will have full use of the Clubhouse facilities. Any golf played will be charged at the appropriate visitors' rate. A spouse, partner and child (aged 18 and over) of a Member is eligible for a non-playing membership at a discounted rate as may be set by the Council from time to time. Council may also offer non-playing family membership packages at such rates as it may from time to time determine.

f) Golden Members: Members, as defined in Article 3 above who have paid a total of 50 Annual Subscriptions will become Golden Members of the Club in the financial year of the Club following the payment of their 50th Annual Subscription. The annual fee for Golden Members will be set by the Council from time to time.

g) Veteran Members: Members, as defined in Article 3 above who attain the age of 85 years or more and have paid at least 20 Annual Subscriptions, will become Veteran Members of the Club in the financial year of the Club following the year in which the Member attains the age of 85 years or more and has paid their 20th Annual Subscription. The annual fee for Veteran Members will be set by the Council from time to time.

APPLICATION FOR MEMBERSHIP

5 a) Applicants for admission as Members or Associate Members must sign and send to the Secretary of the Club, an application for admission. Applicants for admission as Members require to be nominated by two Members each of whom has a minimum of 5 years' membership. Applicants for admission as Associate Members require to be nominated by two Members or Associate Members of the Club each of whom has a minimum of 5 years' membership. All applications shall

be in the form laid down by the Council. Members can propose or second only two applicants in each category per calendar year.

b) On receipt of such application, the Secretary shall enter the name and address of the applicant together with the names of the proposer and seconder in a book kept for that purpose. The names and addresses of persons proposed as Members and Associate Members shall be posted on the noticeboard in the Clubhouse for at least seven days before their election, and an interval of at least two weeks shall elapse between receipt of applications by the Secretary and election. No admission shall be competent unless these conditions have been complied with.

c) The Council shall decide on the admission of all applicants. If the Council do not agree unanimously to admit an applicant, a majority vote will decide. Any Member or Associate Member who wishes to make any representations to the Council regarding the suitability of any applicant shall be required to do so in writing within seven days of such applicant's name being posted on the noticeboard. Applicants who do not have the necessary proposer and seconder may only be admitted after interview by Council.

ENTRY FEES, SUBSCRIPTIONS AND LEVIES

6a) The amount of any entry fees shall be such sum as may be fixed from time to time by the Council.

b) The Council have the authority to increase the Members' Annual Subscription by a sum not exceeding 3% without calling a Special General Meeting. If Council proposes to increase the Members' Annual Subscription by a sum in excess of 3%, it will be fixed by the Members at the Annual General Meeting or at a Special General Meeting called for the purpose.

c) The Council shall have the power to regulate the manner in which all Entry Fees and Subscriptions shall be paid. If a Member's or an Associate Member's Annual Subscription remains unpaid on 30 April the Council shall have the power to remove the name of such Member or Associate Member from the Register. Reinstatement shall be at the discretion of the Council on payment of all arrears. Arrears of Subscriptions shall be considered a debt due to the Club and the Club shall be entitled to sue for such arrears.

d) Members reinstated after having been removed from the Register for non-payment of Subscriptions by 30 April shall be liable for a surcharge of not more than 10% of the Annual Subscription.

e) The Council at the Annual General Meeting or at an Extraordinary General Meeting shall have power to propose a special levy upon all those persons who are Members or Associate Members of the Club. Such levy shall be due and payable

upon the passing of such resolution by a majority of the Members present and voting at the General Meeting. If any Member or Associate Member fails to make payment of the levy within one month after a demand in writing addressed to him or her has been issued, the Council may, at its discretion, expel such Member or Associate Member from the Club or suspend the privilege of use of all or some of the facilities provided by the Club on such conditions as the Council may determine.

RESIGNATIONS

7 A Member wishing to resign his or her Membership shall give notice in writing to the Secretary and unless so given prior to the end of the financial year of the Club, he or she will be liable for the ensuing year's Subscription.

RE-ADMISSION

8 The Council shall have the power to re-admit any former Member or Associate Member of the Club on such conditions as the Council may consider appropriate.

DISCIPLINARY PROCEDURES

9 Definitions

'Warning'

means a written reprimand incorporating a reminder of disciplinary measures which could be exercised in the event of a recurrence of the offence or in the event of another offence

'Ban'

means the withdrawal of all access and rights, including that of a guest, to all Club property and facilities.

'Suspension of Membership'

means the withdrawal of rights to all Club property and facilities, including that of a guest, and also suspension of CONGU handicap if administered by the Club.

'Expulsion'

means the removal of all membership rights of the Club for a stated period, in the event to be not less than 5 years, including removal of all rights of access to all club property, use of facilities as a guest, and removal of CONGU handicap. On expiry of a period of expulsion, the Club may consider an application by the expelled Member/Associate Member to join the waiting list for admission.

a) Any Member or Associate Member who has infringed or is alleged to have infringed any of these Articles or any of the Bye-laws of the Club, or is considered to have brought the name of the Club into disrepute, will be subject to a disciplinary hearing to be held as soon as possible after the incident. Such hearing will be held by the Council, or a quorum thereof. No Council Member who was personally or directly involved with the incident may sit on the Council in such hearing. The Member/Associate Member will be required to appear in person but will be entitled to be accompanied by no more than two persons and to make written submissions. Any such representation or any such written submissions are to be intimated to the Council in writing at least 24 hours before the hearing.

The Council at such hearing, shall have the power by a two-thirds majority of votes to issue a Warning or a Ban to the Member or Associate Member, or by a three-quarters majority vote to declare Suspension of Membership or Expulsion from membership. In the case of Expulsion, membership will be suspended until the next General or Extraordinary Meeting, at which a vote by a three-quarters majority is required to confirm the Expulsion.

The Member/Associate Member shall be advised within 48 hours of such disciplinary hearing, of the decision(s) of the hearing, and, in writing, within 5 days of the Council meeting following on the hearing.

b) Following the decision(s) of the disciplinary hearing, the Member/Associate Member shall have the right to lodge an appeal against the decision, and such appeal must be received by the Club within 7 days of receipt of written notification of the decision of the Council.

As soon as possible after the lodging of the appeal, the appeal shall be heard by a committee of 3, consisting of Past Captains and/or Members of more than 30 years membership of the Club, and selected at random from a list of those agreeing to form such committee. No member of such committee may be current Members of the Council and any decision, which may be by majority, by such committee will be binding on the Club, present or future Councils, Member(s) and Associate Member(s). The decision of the appeal committee will be given in writing within 7 days of the appeal hearing. The appeal committee shall have the power to increase or decrease any ban, suspension or expulsion imposed or to revoke any decision of expulsion to be replaced with a period of suspension.

c) Any Member or Associate Member who is subject to such discipline as provided for in this Article 9 shall not be entitled to any refund of fees and will in addition be liable for payment of all fees for the period of ban or suspension, irrespective of category of membership, if membership is to be maintained.

GENERAL MEETINGS

10a) 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. An Annual General Meeting shall be called by giving Members not less than twenty-one days notice in writing.

b) A Special General Meeting may be held each year, if required, to determine the amount of the Members' Annual Subscription. Such Special General Meeting shall be called by displaying, on the official Club Noticeboard for twenty-one days a notice, duly signed by the Secretary calling such a meeting and at the same time inserting a notice in the Press.

c) All general meetings, other than an Annual General Meeting and a Special General Meeting, shall be called Extraordinary General Meetings.

d) The Council may, whenever they think fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting 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 of the Council capable of acting to form a quorum, any one Member of the Council or any 50 Members of the Club 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. An Extraordinary General Meeting shall be called by giving Members not less than twenty-one days notice in writing, such notice to include the agenda of the meeting being called and full supporting documents for all items on the said agenda.

e) All notices given in respect of such General Meetings 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 the General Meeting and shall be given as described above 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. It is provided that a General 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:

1) in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and

2) in the case of any other General Meeting, by a majority in number of the Members having a right to attend and vote at the General 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.

f) The accidental omission to give notice of a General Meeting to or the non-receipt of notice of a General Meeting by any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

g) All business shall require to be approved by a Special Resolution that is transacted at any Extraordinary General Meeting and also all business 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 and Auditors, the election of the Captain and other Officers and Members of Council in place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

PROCEEDINGS AT GENERAL MEETINGS

11a) No business shall be transacted at any General Meetings unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, twenty-five Members present in person shall be a quorum. 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 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 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.

b) The Captain of the Club or in his absence the Vice Captain, shall preside as Chair at every general meeting of the Club, or if neither is present within fifteen minutes after the time appointed for holding of the meeting or is unwilling to act, the Members of Council present shall elect one of their number to be Chair of the meeting. If at any meeting no Member of Council is willing to act as Chair or if no Member of Council is present within fifteen minutes after the time appointed for holding the meeting, the Members of the Club present shall choose one of their number to Chair the meeting.

c) The Chair 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.

d) Subject to the provisions of the Act a resolution in writing signed by all 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.

VOTING AT GENERAL MEETINGS

12a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of hands) demanded:

- 1) by the Chair; or
- 2) by at least ten Members present in person

Unless a poll is so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost shall be sufficient and an entry to that effect in the book containing the minutes of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

b) Except as provided in Article 12 (e) if a poll is duly demanded it shall be taken in such manner as the Chair directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

c) In the case of an equality of votes, whether on a show of hands or on a poll the Chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

d) Each Member must vote personally and not by proxy. Every Member shall have one vote only. No Member shall be entitled to vote at any meeting unless all moneys due from such Member to the Club have been paid.

e) A poll demanded on the election of a Chair or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of a poll.

COUNCIL OF MANAGEMENT

13a) The Council of Management of the Club (in these Articles referred to as 'the Council') shall consist of not less than six or more than fourteen directors, who shall be Members of the Club, and shall be made up of a Captain, Vice Captain, Secretary, Treasurer and Greens Convener (who shall be the Office-bearers of the Club) and not less than one or more than nine other Members.

b) The Secretary shall, under the instruction of the Council, keep a correct record of all proceedings of the Club at their General and Extraordinary Meetings and at the Meetings of the Council, call the Meetings of the Club and Council, keep a record of the names and addresses of all Members, take charge of all papers, books and records of the Club and perform such other duties as the Council shall direct.

c) The Treasurer shall, under the instructions of the Council, receive and disburse all money due to and by the Club and in particular shall collect the Entry Fees and Subscriptions and Levies and any other sums that may be due by the Members and Associate Members. He shall keep correct accounts and books showing the financial affairs and intromissions of the Club in accordance with Articles 20 (a) and 20(d) hereof. All money collected by the Treasurer shall be paid into a Bank to an account in the name of 'The Broomieknowe Golf Club Limited'. The account shall be operated upon in such manner as the Council shall direct.

ELECTION AND ROTATION OF MEMBERS OF COUNCIL

14a) At the Annual General Meeting in each year a Captain, a Vice Captain, a Secretary, a Treasurer and a Greens Convener shall be elected. These Office-bearers shall retire annually but shall be eligible for re-election.

b) At the Annual General Meeting in each year one-third of the Council (excluding the Office-bearers) shall retire from office or if the number is not a multiple of three then the nearest to but not exceeding one-third. The Club may thereupon fill the vacancies by electing Members unless at such Meeting the Membership resolve not to do so.

c) The Members of Council (other than the Office-bearers) to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Council Members on the same day those to retire shall be determined by lot.

d) A retiring Member of Council (other than the Office-bearers) shall not be eligible for re-election to the Council at the General Meeting at which his term of office expires except:

1] in the case of a person appointed to fill a casual vacancy who has served for not more than one year or

2] a person elected as an Office-bearer.

e) No Member shall be eligible for election to the Council at any General Meeting unless, not less than fourteen days before the date appointed for the meeting, there shall have been left at the registered office of the Club notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is

given, of his/her intention to propose such person for election and also notice in writing signed by that person of his/her willingness to be elected. No Member shall be eligible for election to Council unless he or she has been a Member or an Associate Lady Member for a minimum of 5 years.

f) The Club may from time to time by ordinary resolution increase or reduce the number of the Council and may also determine in what rotation the increased or reduced number is to retire from office, but always subject to the provisions of the Licensing Acts.

g) The Council shall have power at any time and from time to time to appoint any person to be a Member of Council either to fill a casual vacancy or as an addition to the existing Council but so that the total of their number shall not at any time exceed the number fixed in accordance with these Articles. Any Member or Office-bearer so appointed shall hold office only until the next following Annual General Meeting and taking account of the terms of Article 14(d) shall then be eligible for re-election. Such a Council Member's appointment shall not be taken into account in determining the Members of Council who are to retire by rotation at such Annual General Meeting.

h) 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 Council before the expiration of his/her period of office notwithstanding anything in these Articles.

i) The Club may by ordinary resolution appoint another person in place of a Member of Council removed from office under the immediately preceding sub-Article. Without prejudice to the powers of the Council under Article 14(g), the Club at a General Meeting may appoint any Member to be a Member of Council either to fill a casual vacancy or as an additional Member. 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 Council on the day on which the Member in whose place he is appointed was last elected a Member of Council.

POWERS AND DUTIES OF COUNCIL

15a) The business of the Club shall be managed by the Council who shall 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.

b) 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 the Council may think fit. 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/her.

c) 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.

d) The Council may make, vary, repeal such Bye-laws, rules and regulations regarding the management of the Club as they may consider necessary and expedient but always subject to the provisions of the Licensing Acts. Such Bye-laws shall be binding until revoked or otherwise determined by a Special Resolution of the Club or the Council and no Member or Associate Member shall be absolved from the said Bye-laws by reason of his/her not having received a copy of the same or of any alteration made thereon or having otherwise no notice of them.

e) The Council may exercise all powers of the Club to borrow money, and to mortgage or charge its undertaking and property, or any part thereof and to create and issue debentures, debenture stock, and other securities, whether outright or as security for any debt, liability or obligation of the Club provided that such moneys at any one time owing shall not without the sanction of a General Meeting exceed fifty thousand pounds but no body or person dealing with the Club shall be concerned to see or enquire whether this limit is observed. Any Debenture Stock, Debentures, Bonds or other securities may be issued at a premium, discount or otherwise with any special privileges as to redemption, surrender, drawings and otherwise. The Council shall cause a proper register to be kept in accordance with Section 407 of the Act of all Mortgages and charges specifically affecting the property or rights of the Club.

f) The Council shall provide for the safe custody of the common seal of the Club which shall only be used by authority of the Council and every instrument to which the seal shall be affixed shall be signed by a Member of Council and shall be counter signed by the Secretary or by a second Member of Council or by some other person appointed by the Council for the purpose.

g) A Member of Council shall not vote in respect of any contract in which he is interested or any matter arising there from and if he does so vote his vote shall not be counted.

PROCEEDINGS OF COUNCIL

16a) The Council shall hold periodical meetings 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 Council may, and the Secretary on the requisition of a Member of 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.

b) The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be five.

c) The continuing Members of 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 the 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.

d) The Captain of the Club, or in his absence the Vice Captain of the Club, shall Chair the Council at their meetings, but, if at any meeting the Chair is not present within five minutes after the appointed time for holding the same the Members present may choose one of their number to Chair the meeting.

e) The Council may delegate any of their powers to a committee consisting of such number of Members of their body as they think fit. Any 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.

f) A committee may elect a chair of its meetings; if no such chair 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 chair the meeting.

g) A 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 any equality of votes the chair shall have a second or casting vote.

h) All acts done by any meeting of the Council or of a Committee of the Council, or by any person acting as a Member of Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such 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.

i) A resolution in writing, signed by all the Members of Council for the time being entitled to receive notice of a meeting 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.

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

MEMBERS OF COUNCIL VACATING OFFICE

17 A Member of Council shall vacate office if:

a) without the consent of the Club in General Meeting he/she holds any other office of profit under the Club;

b) he/she becomes prohibited from being a Member of Council by reason of any order made under The Company Directors Disqualification Act 1986;

c) he/she resigns his/her office by notice in writing to the Club;

d) he/she is directly or indirectly interested in any contract with the Club and fails to declare the nature of his/her interest in the manner required by section 317 of the Act;

e) he/she ceases to be a Member of the Club;

f) when his/her term of office expires.

SALE OF ASSETS

18 The Club may at any time and from time to time by Special Resolution in General Meeting, resolve to sell or feu by public roup or private bargain lease or surrender, excamb or otherwise dispose of the heritable or moveable property or rights of the Club or any part thereof.

ACCOUNTS

19a) The Council shall cause proper books of accounts to be kept with respect to:

1) all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;

- 2) all sales and purchases of goods by the Club; and
- 3) all 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.

b) The books of account shall be kept at the registered office of the Club, or at such other place or places as the Council think fit, and shall always be open to the inspection of the Members of Council.

c) The Council shall from time to time determine whether and to what extent and at what times and place 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 Council and no Member (not being a Member of 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.

d) The Council shall from time to time in accordance with sections 235, 239, 245 and 261 of the Act, cause to be prepared and to be laid before the Club in General Meeting such accounts, balance sheets and reports as are referred to in those sections. A Statement of Income and Expenditure and Balance Sheet shall be made up annually as at 31 March.

e) Auditors shall be appointed and their duties regulated in accordance with Sections 235 to 237 of the Act.

f) No dividends shall be paid by the Club. All income of the Club after providing for working expenses shall be accumulated with the capital or otherwise dealt with as may be determined by the Council. The Club is hereby deemed to be non-profit making. The Club may not distribute any profit or surplus made, other than to another non-profit making body or on winding-up or dissolution of the Club in part or in whole to the Members or to another non-profit making body. All profit or surpluses deriving from the Club's playing activities is to be applied in maintaining or improving the related facilities or for the purposes of another non-profit making body. In no circumstances shall such profit or surplus be applied to either:

- 1) a salary paid to an Officer-bearer of the Club calculated by reference to its profits or gross income: or

- 2) goods or services (relevant supplies) purchased from:

- i) any Officer-bearer of the Club;

- ii) any person connected with such Officer-bearer;
- iii) a person acting as an intermediary between the Club and such Officer-bearer;
- or iv) a person connected with any such person at ii) or iii) above.

NOTICES

20a) A notice may be given by the Club to any Member either personally or by sending it by post to him/her or to his/her registered address. When a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. As regards those Members who have no registered address in the United Kingdom a notice posted in the Clubhouse shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted.

b) Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

- 1) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Club an address within the United Kingdom for the giving of notice to them; and
- 2) the Auditors for the time being of the Club.

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

DISSOLUTION OF THE CLUB

21 If at an Extraordinary General Meeting (of which not less than three weeks' written notice has been given to each Member) and at which not less than one half of the Members eligible to vote are present, a resolution for the dissolution of the Club is passed by a majority of three-quarters of the Members present and voting, the Council must immediately, or at such future date as specified in the Resolution, proceed to realise the property of the Club. The proceeds will be used to establish another golf club of the same name elsewhere, failing which the proceeds will be donated to such sporting charity or charities as are agreed by the membership. In default of such agreement the proceeds will be donated to the Secretary for the time being of the Scottish Golf Union.

What is contained on this and the 14 preceding pages is a print of the Articles of Association as altered by Special Resolutions passed on 15 July 2015.

CAPTAIN

SECRETARY