

THE COMPANIES ACTS 1985 TO 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF WESTERHOPE GOLF CLUB LIMITED

1. MEMBERSHIP

- 1.1 Membership of the Company (hereinafter called “The Club”) is open to the whole community without discrimination. Membership of the Club shall be open to all persons irrespective of ethnicity, nationality, sexual orientation, religion or beliefs, or of age, sex or disability except as a necessary consequence of the requirements of golf as a particular sport.
- 1.2 The members of the Club shall be categorised (for the purposes of identification) as ordinary members, five day members, student members, junior members, paid life members, (together “golfing members”), social members, honorary members and life members.

2. NUMBER OF MEMBERS

The maximum number of all categories of members of the Club shall be at the discretion of the Committee.

3. COMPANIES ACT 1985

These Articles shall be construed with reference to the provisions of the Companies Act 1985 (hereinafter referred to as “CA 1985”) and the Companies Act 2006 (“CA 2006”) or any succeeding or amending legislation so far as they are consistent therewith and terms used in these Articles shall unless the context requires otherwise be taken to have the same respective meanings as in CA 1985 and CA 2006.

4. OBJECTS AND APPLICABLE RULES

The Club is established for the purposes expressed in the Memorandum of Association and will:-

- 4.1 Abide by the Rules of Golf and Rules of Amateur Status as laid down by the Royal & Ancient Golf Club of St Andrews.
- 4.2 Comply totally with the regulations & rules of the Standard Scratch Score and handicapping scheme as laid down by the National Golf Union in 1983 (as amended) currently in force and any conditions imposed within such scheme by England Golf.
- 4.3 Abide by the rules respectively of England Golf , the Northumberland Union of Golf Clubs and the English Women’s Golf Association.

5. CLUB REGULATIONS

The Articles and Bye-Laws, shall subject to repeal, addition or alteration, as provided in these Articles, be the regulations of the Club. In the event of any conflict between any Bye-Law and these Articles, the provisions of these Articles shall prevail.

6 **ELECTION OF MEMBERSHIP**

- 6.1.1 The election of all members (except Honorary Life Members and Honorary Members) shall be at the sole discretion of the Committee by a simple majority of votes in accordance with Article 12.6.
- 6.1.2 A candidate for membership (other than an Honorary Member) must complete the "Membership Application Form" (freely available throughout the Club premises and on the Club website) which will include a declaration of the concurrence with, and agreement to comply with the objects and rules of the Club. Applications for Junior Membership must be completed by the applicant's parent or guardian.
- 6.1.3 Any existing member of the Club may object or raise matters of relevance to any application for membership made in accordance with Article 6.1.2. Any such objection or matter of relevance must be made in writing to the Secretary no later than one day after the expiry of the seven days stipulated in Article 6.1.3
- 6.1.4 Candidates balloted for and not elected shall not be proposed again for election within a period of 12 months.
- 6.1.5 On the election of a new member, the Secretary shall notify him in writing of his election and upon request provide a copy of the Articles and request him to pay any entrance fee and first subscription. No members shall enjoy any of the benefits or privileges of the Club until such payment has been made and if such payment is not made within 14 days from the date of the Secretary's notice the election shall be absolutely void unless the member shall show reasonable cause for such delay to the satisfaction of the Committee. The Secretary shall enter the names of all new members in the Register of Members subject to the approval of the Committee and the payment in cleared funds of the member's entrance fee (if any) and subscription monies.

6.2 **Honorary Life Members**

On the recommendation of the Committee, a member may be elected as an Honorary Life Member by special resolution of the members (being not less than a three-quarters majority of those members present and entitled to vote) at any General Meeting of the Club and shall then be entitled to all the privileges of membership without paying the annual subscription or any special payment for such Life Membership.

6.3 **Paid Life Members**

- 6.3.1 Any ordinary member of the Club who has attained the age of 61 and has been a member of the Club for a continuous period of at least 10 years immediately preceding their application may apply to become a Paid Life Member of the Club by applying to the Committee in such form as may be prescribed by the Committee from time to time and paying the appropriate fee for all future subscriptions.
- 6.3.2 The fee payable for future subscriptions paid by Life Member applicants shall be an amount equal to 10 years annual subscription fees of that applicant, subject to a reduction of 1 years annual subscription for every year of age above 61 or, if such applicant is aged 66 or above on April 1st of the year in which his application is received, a reduction of an amount equal to 5 years annual subscription of that member.

6.4 **Honorary Members**

On the recommendation of the Committee, Honorary Members may be elected by special resolution of the members (being not less than a three-quarters majority of those members present and entitled to vote) of the members at any general meeting of the Club over and above the complement of ordinary members. Honorary members may be elected for such period as the general meeting may deem expedient and they shall be entitled to all the privileges of membership except that they will not be entitled to vote a general meetings of the members or serve as Officers of the Club, or on the Committee, or play for medals or other prizes in Club Competitions.

6.5 **Five Day Members**

Five day members shall have all the rights of ordinary members save that they shall not be entitled on the Golf Course on Saturdays or Sundays except by invitation of the Captain or Committee for special occasions or events.

7 **SUBSCRIPTIONS**

7.1 **Entrance Fees and Subscriptions**

Any entrance fees and the annual subscription payable by newly elected members and existing members shall be fixed at the discretion of the Committee for each of the various categories of membership and shall be payable on the first day of April in each year. Existing members of the Club shall be entitled to renew their membership upon payment of the annual membership subscription for the appropriate category of membership to which they belong.

7.2 **Payment of Subscriptions**

All annual subscriptions shall be payable in advance on the first day of April in each year for golfing members and the first day of April in each year for social members. No member whose subscription is in arrears can compete for any Club prize or vote at any meeting. Any members whose subscription remains unpaid on 30th April shall, subject to a contrary decision of the Committee, cease to be a member and his name shall be removed from the Register of Members of the Club but may be re-instated by the Committee upon an available vacancy and upon payment of the appropriate entrance fee and subscription monies if the Committee so decide.

8 **NOTIFYING CHANGE OF ADDRESS**

The Committee shall keep and maintain the Clubs statutory books (including the Register of Members) at the Clubs registered office address. Every member shall, within 14 days, give notice to the Secretary of any change in his address or any other details held in the Register of Members. The names of those persons who cease to be members shall be removed from the Register of Members.

9 **CESSATION OF MEMBERSHIP**

A member shall cease to be a member of the Club:-

9.1 In the event that he fails to make payment of the Annual Subscription by the due date. (Set out in Article 7.2).

9.2 By expulsion at the discretion of the Committee.

9.3 By resignation.

9.4 By death.

Upon a members cessation of membership for whatever reason howsoever arising between 1st April and 31st March in any year the Club will not be obliged to refund the whole or any part of the entrance fee(s) or subscription monies paid in advance by the former member but nothing in this Article 9 shall preclude the Committee in its absolute discretion from making such a refund if it is considered appropriate.

10 **GENERAL MEETINGS**

10.1 **Annual General Meeting**

The Annual General Meeting of the Club shall be held at the Clubs registered office or such other place as the Committee may determine in March of each year on a date to be fixed by the Committee of which at least 21 clear days' notice shall be given. Such notice may be given by the Secretary, posting the notice in the Clubhouse. The business of each Annual General Meeting shall be inter alia to receive the accounts and balance sheet of the club as audited and the report of the Accountant or Auditor on the revenue account or accounts and balance sheet and to consider such other business as may be submitted by the Committee. At the Annual General Meeting a report on the activities of the club for the past year shall be presented by the Committee.

10.2 **Accountant and Auditor**

The Club's Accountant or Auditor shall be entitled to attend any general meeting of the Club (including the Annual General Meeting) and to receive all notices of and other communications relating to any general meeting which any member of the Club is entitled to receive and to be heard at any meeting which he attends on any part of the business of the meeting which concerns him as Accountant or Auditor.

10.3 **General Meetings**

A General Meeting shall (without limitation) be called on due notice by the Secretary posting a copy of the same in the Clubhouse in the following cases:-

10.3.1 upon the direction of the Committee;

10.3.2 on receipt of a requisition signed by not less than one-tenth of the total number of members entitled to attend and vote at a General Meeting or 30 such members, whichever is less, stating the business to be proposed.

10.3.3 Notice of any General Meeting and the purpose for which it is called shall be posted by the Secretary in the Clubhouse at least 14 clear days or in the case of a meeting called for the passing of a special resolution, 21 clear days prior to the date of the meeting.

10.3.4 No other business other than that specified in the Notice shall be considered at a General Meeting.

10.4 **Quorum**

A General Meeting may proceed to business if 30 members are present within thirty minutes after the time fixed for the meeting otherwise the meeting, if convened on the requisition of members, shall be dissolved, but if a meeting is convened by order of the Committee it shall be adjourned to the week following, at the same time and in the event that a quorum of members is not present at the meeting so adjourned it shall be adjourned sine die.

10.5 **Adjournment**

Any General Meeting duly constituted may adjourn to such time as the members present direct and may continue any such adjournment from time to time. No business shall be brought on at any adjourned meeting which could not have been transacted at the original meeting.

10.6 **Voting**

Every member present (whether in person or by proxy and not being under the age of 18 years and not otherwise disqualified by arrears of subscription or as otherwise mentioned in these Articles) shall have one vote on each resolution proposed and the members shall further be entitled to pass written resolutions in accordance with the provisions of CA 2006. In the case of deadlock the Chairman shall not have a second or casting vote.

10.7 **Chairman**

At all General Meetings the elected Club President shall act as Chairman or if he is not present the Vice President shall preside. If neither are in attendance those present will elect a Chairman of the meeting subject to a majority vote.

10.8 **Resolutions**

At any General Meeting resolutions shall be passed by a show of hands of those present on the basis of a simple majority in accordance with section 282 CA 2006. On a poll every member present in person or by proxy shall have one vote.

10.9 **Voting by Proxy**

10.9.1 A member may vote on a poll or show of hands, by proxy. Evidence to the satisfaction of the Committee of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding of the poll or the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote by proxy shall not be exercisable.

10.9.2 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the form which is usual or which the Committee may approve.

10.9.3 The instrument appointing 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 Committee) may:-

- (a) Be deposited at the Registered Office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Club in relation to the meeting not less than 48 hours 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 aforesaid after the poll has been demanded and not less than 24 hours 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 Secretary or to any Director.

And an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 10.9.5 A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Club at the registered office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taken the poll.
- 10.9.6 In any poll or show of hands, no member can be appointed as a proxy for more than two members.

11 OFFICERS AND DIRECTORS

- 11.1 The Club shall appoint a Secretary and may appoint a Treasurer who need not be members of the Club and who can be given alternative “working” job-titles and job descriptions at the discretion of the Committee and shall elect three Directors and the following Officers all of whom must be members of the Club at the time of election:- President, Vice President. Any member who holds the position of Secretary or Treasurer cannot be elected as a Director or Officer of the Club.
- 11.2 The Directors shall be elected by ballot of the members entitled to vote or at a General meeting by an ordinary resolution of a majority of the members present and entitled to vote as the Committee shall direct. Directors so elected will be entitled to serve for two years from the date of election and be entitled to re-election.
- 11.3 No person who is under the age of 18 years or who is 30 days in arrears with his subscriptions shall be elected to or remain in any Office in the Club.
- 11.4 The President and Vice President shall be elected by ballot of the Club members and shall hold office for two years but shall be eligible for re-election.
- 11.5 Any of the Directors shall be removable at any time in accordance with section 168 of CA 2006.
- 11.6 In the event of a vacancy arising among the Directors by death, resignation or other cause, the Committee shall have the power to appoint a member to fill the vacancy until the next election of Committee members. Any officer shall vacate his office if suspended from membership under Article 23 or upon ceasing membership from any cause. Any change in the Officer in whose name the Club Registration Certificate to sell liquor is registered must be notified by the President or Secretary or other authorised Officer of the Club within 42 days to the relevant Licensing Authority.
- 11.7 Notice of any ordinary resolution appointing a Director or Officer shall be retained by the Secretary in the Clubs statutory registers and the prescribed form shall be sent to the Registrar of Companies within 14 days of the date of appointment.
- 11.8 The Directors and Officers of the Club shall in accordance with clause 4 of the Memorandum of Association receive such expenses (if any) or in the case of the Secretary and Treasurer such salary or Honorarium as the Committee or a majority of the members present and entitled to vote in general Meeting may from time to time determine.

- 11.9 In addition to the Officers described in Article 11.1, there shall also be appointed a Captain, Vice Captain, Captain of the Ladies Section and Secretary of the Ladies Section. The Captain and Vice Captain of the Club will be elected annually by a Committee consisting of the Club President, Vice President, Standing Captain and Vice Captain and three immediate Past Captains who will consider any nomination submitted to the President. The Captains of the Ladies Section and the Secretary of the Ladies Section shall be appointed by a majority of Lady golfing members and remain in office until their successors are appointed. The Committee will invite such Captain, Vice Captain, Captain of the Ladies Section and Secretary of the Ladies Section, during their respective terms of office to join the Committee and attend Committee meetings where they shall have full voting rights.

12 **MANAGEMENT**

- 12.1 The Management Committee (herein called “the Committee”) shall consist of the President, Vice President, Treasurer, Captain, Vice Captain, Ladies Captain, Ladies Secretary, three Directors and 10 golfing members, all of whom shall be above the age of 18 years (“the Committee Members”). The Committee Members shall be elected as provided in Article 19 and shall subject to Article 13 hold office for two years. Any member who holds the position of Secretary or Treasurer cannot be elected as a committee member of the Club.
- 12.2 The Committee shall control the Management of the Club and the Golf Course in accordance with the Clubs objects and policies and in accordance with the terms of such lease as may be in force from time to time or made between Newcastle upon Tyne City Council (“the City Council”) and the Club in respect of the property at Whorlton Grange, Westerhope, Newcastle upon Tyne.
- 12.3 The Committee shall have power to engage or dismiss Club employees as it deems fit. In exceptional circumstances or as a matter of expediency or urgency, such powers shall be vested in the Directors and Officers of the Club provided that any decisions taken by them are ratified at the next meeting of the Committee as determined in Article 12.5. It shall have power to purchase articles, run competitions, regulate the handicapping system applicable to all playing members and do all such things including applying for and obtaining a liquor and other related licenses as it may deem necessary for the carrying out of the objects of the Club and Management of the Golf Course. It shall have due regard to any resolution or recommendation of any General Meeting, but shall not be bound to give effect to the same if in its opinion such action would be injurious to the best interests of the Club or would contravene the policies of the City Council.
- 12.4 Save as provided in Clause 4 of the Memorandum and Article 11.8, nothing in these Articles shall enable the Committee to declare any dividend or make any monetary grants to members or to apply Club funds, except for the purposes of the Club itself.
- 12.5 The Committee shall meet on any day during the third week of each month and on such other days as may be agreed from time to time. The President, or if he is not present, the Vice President shall act as Chairman in accordance with Article 10.7. If neither the President nor Vice President is present within 30 minutes of the time fixed for commencement of the meeting, the Committee shall appoint a Chairman from those present by a simple majority vote to conduct the meeting. Not less than one third of the total number of the Committee and officers from time to time shall form a quorum.
- 12.6 The Committee shall full power to superintend and conduct business of the Club according to its rules and shall in all things act for and in the name of the Club. Every question shall be decided by a simple majority of votes and if the votes are equal the Chairman of the meeting shall have a second or casting vote.

13 **RETIREMENT, VACATION OR CESSATION OF MEMBERSHIP**

- 13.1 Any Committee member not attending for three consecutive meetings shall (unless he sends to the Committee within 14 days of the date of service of notice by the Committee an explanation which the Committee shall consider satisfactory) cease to be a Committee member. Any Committee Member or Officer who shall cease to be a Club Member or is suspended under Article 23, or who shall cease membership of the Club for any other reason shall vacate his seat on the Committee. Any vacancy so occurring, or by any other cause, shall be filled by the Committee in such manner as the Committee may decide. The Senior members of the Committee, meaning all those Committee Members who were elected before the date of the previous election, shall retire every year, but shall be eligible for re-election. Any member selected to fill a casual vacancy shall hold office for the unexpired period for which his predecessor was elected. Where this Article 13 does not apply the Committee Member to retire shall be selected by majority vote of the Committee by ballot.
- 13.2 Any Committee member/s may be removed by an ordinary resolution passed by a majority of the members present at a General meeting called for that purpose. In the event of the removal or resignation of the whole or the majority of the Committee, the Secretary shall obtain nominations and appoint scrutineers and arrange for holding a ballot. Three days shall be allowed for nominations and the ballot shall be held on three successive days within the following seven days. The result shall be declared by the scrutineers by notice posted in the Clubhouse.

14 **FINANCE COMMITTEE**

- The Committee shall at the first meeting following each election, select a Sub-Committee to be called the Finance Committee to which it shall delegate certain functions as set out hereafter. It shall consist of three Committee Members and any Directors or Officers who may be appointed by the Committee. It shall be the duty of the Finance Committee to ensure that a record of the stocks of goods held on behalf of the Club are taken at appropriate intervals either by themselves or by an agent duly appointed by the Committee for that purpose, check all demands for payment with the order book and with delivery notes and invoices and to report to the Committee at the monthly meetings of the Committee on the financial status of the Club from time to time. It shall ensure that vouchers are produced by the authorised Officer for all payments made by him or by order of the Committee. It shall report to the Committee at each meeting the amounts shown as standing to the credit of the Club as appears in the Clubs book or books, bank statements and other financial records, The proceedings of the Finance Committee shall be recorded by the Secretary. All cheques drawn upon the Clubs account shall be signed by two members of the Finance Committee or Directors or Officers duly authorised by the Committee as signatories.
- 14.2 The Finance Committee shall have power to give orders for such goods to be supplied as may be necessary for the carrying out the purposes of the Club, but nothing in this Article 14 shall empower the Committee to incur expenditure, except such as is consistent with the objects of the Club as set out in these Articles and the Committee shall at all times have the power to require the Finance Committee to refer to the Committee any matter for discussion which the Committee deems appropriate.
- 14.3 Save as specified by the Committee and these Articles, the Finance Committee shall regulate the proceedings as it sees fit.

15 **POWER TO DELEGATE**

The Committee at its discretion and to ensure the efficient running of the Club has power to delegate functions to various Sub-Committees which will generally comprise Committee Members but which may co-opt other Club members or Club Employees on to the Sub-Committee if it be considered expedient or desirable.

16 **ORDERS**

No Officer or Committee Member of the Club shall, by virtue of his appointment, have power to order goods or dispose of the funds of the Club. No goods or labour shall be supplied, nor any contract entered into for work to be done for the Club, nor any office of salary, profit or remuneration be held by any member of the Committee, nor shall any expenses be paid to Committee Members unless approved by a resolution of the Committee or as permitted by these Articles.

17 **DUTIES OF THE OFFICERS AND SECRETARY**

17.1 **President**

The President or in his absence the Vice President of the Club or in the absence of both such Officers an elected Chairman shall take the Chair at all General meetings and Committee Meetings of the Club.

17.2 **Secretary and Treasurer**

17.2.1 The Secretary shall keep at the Registered Office Address upon the Club premises the Club's statutory books including the Register of Members and a subscription record in which payment of Club subscriptions by members shall be entered. He shall carry out the instructions of the Committee and subject to such instructions shall receive monies on account of the Club. He shall keep such accounts as the Committee may direct and shall attend all meetings of the Club Committee or any other Sub-Committee as so directed, take full and correct minutes of the proceedings, maintain the Clubs statutory books, deal with the correspondence of the Club, have custody of all office equipment and the Club documents and retain records of all competitions of the Club.

17.2.2 The Treasurer shall supervise the day to day finances of the Club and shall pay all monies received by the Club from any source whatever without any deduction for any purpose whatever to the credit of an account opened in the name of the Club at such Bank, Building Society or other approved financial institution and in such manner as the Committee may direct and further shall keep such accounts and pay such debts of the Club as the Committee shall direct and shall when required to do so render to the Committee or a General Meeting an account of any monies received and expended by him.

17.3.3 The Secretary and Treasurer are appointed positions and they need not be members of the golf club.

18 ACCOUNTS AND AUDIT

- 18.1 The Club shall in each year appoint a qualified accountant or qualified auditor to assist and advise on the management of its financial affairs and prepare or audit its accounts and balance sheet for that year. For the purposes of this Article 18 an auditor shall be considered to hold an “appropriate qualification” if it satisfies the requirements of section 1219 of CA 2006.
- 18.2 Save as provided in Article 19.3 every appointment of an accountant or auditor shall be ratified by an ordinary resolution of the members at a General meeting.
- 18.3 The Committee may appoint any accountant or auditor for any casual vacancy occurring between General Meetings of the Club.
- 18.4 An accountant or auditor appointed to prepare or audit the accounts and balance sheet of the Club for the preceding financial year (whether by a General Meeting or by the Committee) shall be re-appointed as auditor of the Club for the current financial year (whether or not any resolution expressly re-appointing him has been passed) unless:-
- 18.4.1 An ordinary resolution has been passed at a General meeting of the Club appointing somebody instead of him or providing expressly that he shall not be re-appointed or:-
- 18.4.2 He has given to the Club notice in writing of his unwillingness to be re-appointed or:-
- 18.4.3 He is ineligible for appointment as accountant or auditor of the Club for the current financial year or :-
- 18.4.4 He has ceased to act as accountant or auditor of the Club by reason of his incapacity.
- 18.5 None of the following persons shall be appointed as accountant or auditor of the Club :-
- 18.5.1 An Officer or servant of the Club.
- 18.5.2 A person who is a partner of or in employment of or who employs an officer or servant of the Club.
- 18.6 The accountant and auditor shall have a right of access at all times to the books, deeds and accounts of the Club and to all other documents or computer records relating to its affairs and shall be entitled to require from the Officers of the Club such information and explanations as he thinks necessary for the performance of the duties of auditor.

19 CONDUCT OF ELECTIONS

- 19.1 The election of Directors, Officers and Committee Members (except the Captain, Vice Captain, Ladies Captain and Ladies Secretary) shall be determined either by ballot of the members or by an ordinary resolution of the members at a General Meeting as the Committee shall direct.
- 19.2 Not less than 21 days before the date fixed for the General Meeting at which the appointment of the Clubs Directors, Officers and Committee Members is to be proposed, a nomination sheet shall be posted in the Clubhouse by the Secretary on which the names of all candidates for any office or membership of the Committee must be entered and such sheet shall remain open up to the date of the General Meeting of the Club or to the date of the ballot as provided in Article 20.1 as the Committee shall direct.

- 19.2.1 No junior member, Honorary Member or social member shall be eligible for nomination as a Director or as an Officer of the Club or as a Committee Member nor shall such members be entitled to vote in the election of Club Officers or Committee Members.
- 19.2.2 No member under suspension at the date of closing of nominations shall be eligible for nomination.
- 19.2.3 No candidate shall be nominated for more than one position.
- 19.2.4 No Director, Officer or Committee Member whose term of Office is not about to expire may become a candidate unless he first resigns from the position he holds.
- 19.3 Subject to the aforesaid exceptions any member shall be eligible for nomination as a Director or as an Officer of the Club or Committee member provided that he or she is over the age of 18 years and has been a member of the Club for at least two years prior to nominations closing and has been proposed and seconded by two members who must themselves be eligible for nomination and who must sign the nomination sheet.

20 **SCRUTINEERS AND VOTING**

- 20.1 Ballots shall be held between 31st January and the date of the Annual General Meeting in any year. Voting shall take place in the Clubhouse on dates and at times to be fixed by the Committee, details of which shall be displayed prominently on the notice board in the Clubhouse at least seven days prior to the ballots taking place. The voting papers shall be checked and the votes counted by at least two scrutineers appointed by the Committee who shall not be candidates, Committee Members or Officers of the Club. The results of the ballot shall be announced at the Annual General Meeting.
- 20.2 Each member over the age of 18 years (other than members not eligible to vote) shall have one vote for each vacancy but no member may give more than one vote to any one candidate. No person admitted to membership of the Club who is under the age of 18 years shall have any voting rights in connection with the Club affairs and shall have such rights in connection with the use of the Golf Club, the Clubhouse, the Golf Course and Club facilities and participation in Club competitions as the Committee shall from time to time decide.
- 20.3 The candidates receiving the highest number of votes shall be declared duly elected. In the event of two or more candidates receiving an equal number of votes for the last vacancy or vacancies the names of such candidates shall be written on slips of paper, which shall be placed so that the names are concealed and the President or in his absence some person appointed by the scrutineers shall then draw as many slips as there are vacancies to be filled and the members whose names are so drawn shall be declared duly elected. If the number of candidates for election to the Committee shall be less than the number of vacancies when nominations have closed, the nominated candidates shall be elected to the Committee without the necessity of a ballot and any remaining vacancies will be filled by the Committee in accordance Article 13.
- 20.4 The scrutineers shall at the conclusion of the ballot; seal up the ballot papers and hand them to the Secretary who shall retain them for seven days. A further scrutiny shall take place if a written demand is presented to the Secretary within seven days of the close of the ballot signed by not less than one –tenth of the members and such scrutiny shall be carried out by new scrutineers to be named by the Committee and their decision shall be final.

21 **INSPECTION OF BOOKS**

Any member at all reasonable times during business hours and on giving not less than seven days notice to the Club, inspect at the Registered Office of the Club or at any place where they are kept from time to time, the Clubs statutory books and financial records or books of account.

22 **SETTLEMENT OF DISPUTES**

22.1 **Dispute between a member and an Officer of the Club.**

All disputes between a member and an Officer of the Club shall, unless the Committee elect to refer the matter directly to a Committee Meeting, be settled by a Sub-Committee (herein after called "The Disciplinary Committee" comprising the Club Captain and such Officers of the Club (other than the Officer/s involved in the dispute) as the Committee in its absolute discretion decide. All parties involved in the dispute shall be entitled to appear before the Disciplinary Committee. The decision of the Disciplinary Committee shall be final unless any party aggrieved thereby shall within seven days give to the Secretary Notice of Appeal whereupon the decision shall be reviewed by a special meeting of the Committee called for that purpose within 14 days of receipt of the Notice of Appeal. Any Officer of the Club involved in a dispute with a member shall be excluded from the deliberations of the Disciplinary Committee and the Committee dealing with the dispute and shall not be entitled to vote. The decision of the Committee will be notified to the parties concerned within seven days of the hearing of the Appeal.

22.2 **Disputes between a member and the Club.**

All disputes between the Club and a member or person aggrieved who has ceased to be a member, or any person claiming through such member or person aggrieved or under the Articles of the Club or the Committee shall be referred to the Disciplinary Committee, but if the decision of the Disciplinary Committee is not accepted by either the Club or the member involved in the dispute the matter shall be referred to an independent arbitrator to be appointed by agreement the parties or in default of agreement to be appointed by the Northumberland Union Of Golf Clubs. The procedure to be followed shall be agreed by the parties or in default of agreement determined by the arbitrator. The costs of the arbitration shall be at the discretion of the arbitrator.

22.3 In this Article 22 the expression "dispute" includes any dispute arising on the question whether a member or person aggrieved is entitled to be or continues to be a member or to be reinstated as a member but, save as aforesaid, in the case of a person who has ceased to be a member, does not include any dispute other than a dispute on a question between him and the Club or an Officer of the Club which arose whilst he was a member or arises out of his previous membership of the Club.

23 **CONDUCT OF MEMBERS**

23.1 The Secretary, Captain, any Officer or Committee Member shall have the power, in his sole discretion to order the withdrawal from the Club premises or the Golf Course of any member or visitor to the Club who misconducts himself and such member or visitor shall not be permitted to re-enter the Club premises or on to the Golf Course until summoned to meet the Disciplinary Committee.

23.2 The Disciplinary Committee shall have power to reprimand, suspend (for a period not exceeding two years) or expel any member who shall infringe any Article or Bye-Law, or whose conduct, whether within the Clubhouse or elsewhere shall, in their opinion render him

unfit for membership. The Disciplinary Committee can also suspend the playing handicap of any member or reprimand any member who is found to have committed any breach of the Rules of Golf, the Rules of Amateur Status or for any conduct which prejudices or is likely to prejudice the interests of the Club or the game of Golf. But no member, unless convicted of an offence by the Court of Summary Jurisdiction or other Court, shall be reprimanded, suspended or expelled without first being summoned before the Disciplinary Committee and full opportunity afforded to him to explain his conduct. The Secretary will convene a meeting of the Disciplinary Committee within 14 days of being notified of any alleged infringement or misconduct to receive evidence. Any decision of the Disciplinary Committee will be notified to the parties concerned within seven days.

- 23.3 Every member so summoned shall (unless he shall elect to waive his right to receive notice) receive at least three clear days notice in writing from the Secretary of the Disciplinary Meeting. Such notice shall contain a statement of the complaints brought against him. A suspended member shall not be entitled to use the Club premises or the Golf Course nor to attend any General Meeting nor vote at any election nor hold any Office during suspension, but shall remain liable to pay his subscription.

24 **RIGHT OF APPEAL**

- 24.1 A member suspended or expelled by the Disciplinary Committee shall have the right to appeal to the Committee of the Club or in the absolute discretion of the Committee, to five persons (not being members of the Disciplinary Committee) who are requested by the Committee to act as Appeal Arbitrators who shall be deemed to be the persons authorized to hear the Appeal.
- 24.2 No appeal shall be heard unless made within 28 days of the decision of the Disciplinary Committee and made in writing addressed to the Secretary of the Club. The Committee or Appeal Arbitrators or a majority of them, shall have full power to alter, or rescind such suspension or expulsion as they may think fit and may order the costs of the appeal to be borne by either party or by both parties in such proportions as they think fit and there shall be no further appeal from their decision.
- 24.3 The Appeal shall be considered by the Appeal Arbitrators within 14 days of receipt of the Notice of Appeal and the decision of the Appeal Arbitrators will be notified to the parties concerned within seven days of the Appeal being made.

25 **INTRODUCTION OF VISITORS**

- 25.1 To the Golf Course.

Members (other than Honorary members or social members) are allowed a maximum of three guests per visit at reduced green fees and those guests must play with the introducing member. Failure to comply with this Article 25 will result in the guests being required to pay the full visitors green fee and sanctions may be taken against the offending member.

- 25.2 To the Clubhouse.

A member may personally introduce his friends as his guests but no member may introduce more than three friends at any one time. The visitor and the member introducing him shall sign their names in a book kept for that purpose. These conditions shall not apply to the introduction by any member of his spouse or partner or other companion, the admission of whom shall be subject to such regulations as may from time to time be made by the Committee. Save as otherwise provided in these Articles. No intoxicating liquor or other

article for which a license is required shall be sold to any person who is not a member of the Club provided always that there may be admitted to the Club premises persons other than members and their bona fide guests and intoxicating liquor may be supplied or sold to such persons who have attained the age of 18 years, by or on behalf of the Club for consumption on the premises only. But so that this proviso shall apply only to a function authorized by the Committee and that there shall not be more than 12 such functions in any period of one year, commencing on January 1st in each year.

25.3 The following should not be admitted as visitors or guests.

25.3.1 Former members who have been expelled.

25.3.2 Persons nominated for membership whose nomination has been rejected by the Club.

25.3.3 Members who are under suspension or:-

25.3.4 Visitors or guests who have previously been excluded from the Club premises for misconduct.

25.4 Members must accompany guests introduced by them during the period of their stay at the Clubhouse.

25.5 The Committee may disbar a member from introducing any particular person as a guest if they think fit and may prohibit the introduction of guests to the Club premises if it is felt to be in the best interests of the Club or its members to do so. The decision of the Committee shall be final and binding in this regard.

25.6 Should any guest introduced by a member knowingly or recklessly commit a breach of these Articles of the Clubs rules in force from time to time he may at once be removed from the Club premises or the Golf Course. If introduced by a member the member may be treated as in breach of Club rules on the facts being duly proved. It shall be the duty of any Officer or member of the Club on becoming aware of such a breach of these Articles or Club rules to report it once to the Secretary or the Committee.

25.7 The Club be authorized to supply and sell intoxicating liquor, by or on behalf of the Club for consumption on the premises to persons who have attained the age of 18 years as follows:-

25.7.1 Members of Westerhope Golf Club and their bona fide guests.

25.7.2 Players, Officials and their respective partners of visiting golf teams on the occasion of a pre-arranged competition between that team and a Westerhope Golf Club team or:-

25.7.3 Players and Officials of Golf League and/or Associations and Day Visitors paying green fees visiting the Club in their official capacity in order to attend official pre-arranged League or Association meetings or to participate in connection with a bona fide pre-arranged sporting fixture.

26. **ARTICLES**

Copies of the Articles of the Club shall be retained by the Secretary and upon request from any member of the Club; the Secretary shall deliver on demand a copy of the Articles to such member on the payment of a reasonable fee.

27 **AMENDMENT OF ARTICLES**

These Articles may be amended by special resolution of the Club passed in accordance with CA 1985 at a General Meeting of which notice of the proposed resolution to amend the Articles has been given. Notice of any proposed amendment shall be posted in the Clubhouse for at least 21 clear days prior to the General Meeting at which the amendment is to be proposed.

28 **BYELAWS**

The Committee shall have power to make such byelaws as it may consider necessary for the good running and order of the Club, provided that no such byelaws shall conflict with any of the Articles. A copy of all such byelaws shall be posted on the notice board in the Clubhouse.

29 **OPENING AND CLOSING OF CLUB PREMISES**

The Club premises shall be opened and closed at such hours as may from time to time be fixed by the Committee and as posted in the Clubhouse.

30. **PERMITTED HOURS FOR SUPPLY OF INTOXICANTS**

The permitted hours shall be such as may from time to time be determined by the Committee in accordance with the provisions of the Licensing Acts currently applicable and as notified to the Licensing Authority.

31 **SERVICE OF NOTICES**

Notices served by the Club on a member under these Articles may, save where posted in the Clubhouse in respect of General Meetings, be served personally or by sending it by first class post to the member at his registered address shown in the Clubs statutory books. Service shall be deemed to be effected by properly addressing, pre-paying and posting an envelope containing the Notice.

32 **INTERPRETATION**

In these Articles unless the contrary appears:-

- 32.1 Words in the singular shall include the plural and words in the plural shall include the singular and words denoting the masculine shall be deemed to include the feminine and vice versa.
- 32.2 References to CA 1985 means the Companies Act 1985 or any statutory variation of it and references to CA 2006 means the Companies Act 2006 or any statutory variance of it.
- 32.3 None of the regulations contained in the Companies 9 tables A to F) Regulations 1985 as amended by the Companies (Tables A to F Amendment) Regulations 1985 shall apply to the Club.
- 32.4 Reference to “these Articles” means these Articles of Association as originally adopted or as from time to time amended by special resolution.
- 32.5 Any reference in these Articles to a member shall, in the case of a member entitled to attend and vote at General Meetings, be construed as a reference to any proxy validly appointed by him in accordance with Article 10.9

