

THE COMPANIES ACT 1985

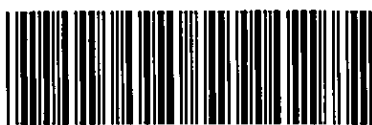
**COMPANY LIMITED BY
GUARANTEE AND NOT HAVING
SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

**ABERGELE GOLF CLUB
LIMITED**

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ABERGELE GOLF CLUB LIMITED

Interpretation

1 In these Articles

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force

“the Club” means Abergele Golf Club Limited

“Secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary

“the Rules”
and “Byelaws” means the rules and byelaws of Abergele Golf Club Limited in force from time to time

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification not yet in force when these Articles become binding on the Company

The masculine includes the feminine and, where appropriate, the singular includes the plural

Objects

- 2 The Club is established for the purposes expressed in the Memorandum of Association The Club is a non-profit making club and accordingly save as is expressly provided in the proviso to clause 3 of the Memorandum of Association the income and property of the Club howsoever derived shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Club

Membership

- 3 The number of members with which the Club proposes to be registered is the entire membership at the date hereof but the directors may, whenever the business of the Club requires it, authorise an increase in members

Proposal of Members

- 4
 - (1) Membership of the Club shall be open to anyone interested in the sport of golf, regardless of sex, age, disability, ethnicity, nationality, sexual orientation or other beliefs and limitation of membership being allowable on a non-discrimination basis
 - (2) Every candidate for membership of the Club must be proposed by one member of the Club and seconded by another member of the Club both of whom shall be members of at least two years standing and to both of whom the candidate must be personally known and who are to be responsible for his or her eligibility
 - (3) Every candidate for membership of the Club must submit his or her application for membership to the secretary of the Club in writing signed by

the candidate and his or her proposer and seconder

- (4) The Club may have different classes of membership and subscription in accordance with Articles herein and the Club will keep subscriptions to reasonable levels
- (5) In other circumstances on recommendation by an appropriate official of another golf club or other suitable reference or on the sole application by a candidate where he or she is not acquainted with other members of the club and whom the secretary considers to be a suitable applicant for membership the secretary of the club may with the approval of the Club's general committee propose and second a candidate to be a member of the Club
- (6) The Club may refuse membership or remove membership in accordance with Article 6 hereof and with the rights of appeal available to expelled members contained therein

Notice of resignation

- 5 Any member wishing to resign his membership of the Club must give notice in writing of his intention to do so, addressed to the Secretary, and deposited at the registered office of the Club

Expulsion of members

- 6 (1) If the conduct of any member is in the opinion of the directors injurious to the character of the Club or objectionable in any respect, that member may be required by the directors to resign, and, if he or she does not resign within one week, the member may (after he or she has been given the opportunity to justify or explain his or her conduct) be expelled by resolution of the directors carried by two thirds majority and then ceases to be a member of the Club, and all sums that have been paid by the member are forfeited

- (2) A member expelled under this Article may appeal by giving written notice of appeal to the secretary within seven days from the posting of the notice of expulsion
- (3) Upon receipt of a notice of appeal an extraordinary meeting must be convened within fourteen days and, if that meeting passes an extraordinary resolution rescinding the expulsion, then the member must be reinstated as from the date of the resolution. If that meeting confirms the expulsion by a two thirds majority the expulsion shall take effect forthwith and the member shall be without any right of further appeal
- (4) If any member is convicted on indictment of any criminal offence or is adjudged a bankrupt, or makes any composition or arrangement with his or her creditors or, being engaged in any profession, is prohibited by the disciplinary body of that profession from continuing to practice that member ipso facto ceases to be a member of the Club but any person so ceasing to be a member may be readmitted to membership by the directors at their discretion
- (5) Any member expelled in accordance with these Articles, or otherwise ceasing to be a member of the Club, forfeits all right to or claim upon the Club or its property or funds or any return of fees paid and remains liable for any outstanding fees or charges due from him or her at the date of expulsion or cessation
- (6) The rights of a member as such are personal and are not transferable and cease upon his or her death

Annual General Meeting

- 7 The Club shall hold a general meeting in each year as its Annual General Meeting in addition to any other meetings in that year, and must specify the meeting as the Annual General Meeting in the notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Club and that of the

next The Annual General Meeting shall be held at such time and place as the directors shall appoint The notice convening the Annual General Meeting shall include the general nature of the business for which the meeting has been convened

Extraordinary General Meeting

- 8 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings
- 9 The directors may, whenever they think fit, and must, on a requisition made by at least 25 members of the Club in writing convene an Extraordinary General Meeting Any requisition made by the members of the Club must state the object of the meeting required to be called and must be signed by the requisitionists, each of them, and deposited at the registered office of the Club On receipt of a requisition complying with the requirements of this Article the directors shall immediately proceed to convene an Extraordinary General Meeting If the directors fail, for whatever reason, to convene a meeting within 21 days from the date of deposit of the requisition, the requisitionists, or any of them representing the total voting rights of more than half of the requisitionists, may convene such a meeting

Notice of general meetings

- 10 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least, and a meeting of the Club other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in the case of Special Business (as defined at Article 12 below), the general nature of that business shall be given Provided that a meeting of the Club shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed

- (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 meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing no less than 95% of the votes cast by those in attendance or by proxy

- 11 Accidental omission to give notice of any meeting to, or non-receipt of such notice by, any member does not invalidate the proceedings at that meeting

Special Business

- 12 All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that which is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election and re-election of the directors in the place of those retiring and the appointing, and the fixing of the remuneration of the auditors

Quorum

- 13 No business may be conducted at any meeting of the members unless a quorum of the members of the Club is present. Save as otherwise provided in these Articles, 20 members of the Club present in person or by proxy and entitled to vote is a quorum. If within half an hour from the time appointed for the meeting a quorum of members is not present or if, during the holding of a meeting, such a quorum ceases to be present
 - (1) If the meeting was convened on the requisition of the members it shall immediately be dissolved, and
 - (2) In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such time and place as the directors may determine. If, at the adjourned meeting, a quorum of members is not present within half an hour of the time appointed for the

adjourned meeting, the members present shall form a quorum

Chairman

- 14 The Chairman shall be elected by the board of directors for a term of 3 years. The Chairman shall preside as Chairman at all meetings of Directors and all general meetings of the Club, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be Chairman of the meeting. The Chairman shall be entitled to stand for re-election for a further term. If at any meeting no director is willing to act as Chairman or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall, by simple majority, elect one of their number to be Chairman of the meeting.

Adjournment

- 15 (1) The Chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- (2) No business may be transacted at any adjourned meeting other than business which might properly have been transacted at a meeting had the adjournment not taken place.

Passing of resolutions

- 16 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands and (1) a declaration by the Chairman that a resolution has been carried, carried unanimously, carried by a particular majority, or lost, or not carried by a particular majority and (2) an entry to that effect in the book of the 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 the resolution UNLESS a poll is demanded by the Chairman or at least 2 members having the right to vote at the

meeting or by members representing at least one tenth of the total voting rights of all the members having the right to vote at the meeting The demand for a poll may be withdrawn

17 If a poll is demanded and not withdrawn in accordance with Article 17

(1) It shall be taken in such manner as the Chairman directs and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded No member of the Club shall be entitled to a second or casting vote where there is an equality of votes, and

(2) If demanded by the Chairman, or on the question of adjournment, the poll shall be taken forthwith A poll demanded on any other question shall be taken at such time as the Chairman 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 the poll

18 Subject to the provisions of the Act, a resolution in writing signed by all and each of the members of the Club 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 duly passed at a general meeting of the Club duly convened and held

Voting rights

19 Every member of the Club shall be entitled to vote under these Articles from time to time and shall have one vote and shall be entitled to receive notice of and to attend and vote at general meetings PROVIDED THAT no member may vote at any meeting unless all monies presently due and payable by him to the Club have been paid In the case of equality of votes the chairman may have a second or casting vote

Proxy voting

20. (1) On a poll votes may be given either personally or by proxy

- (2) A proxy must be appointed in writing under the hand of the appointor
- (3) The instrument appointing a proxy must be deposited at the registered office of the Club not less than forty eight hours before the time of holding the meeting at which the person named in such instrument proposes to vote
- (4) No person may vote by proxy unless unable to attend the meeting by reason of health, holiday or other reason acceptable to the directors
- (5) The appointor must nominate the secretary as the person he or she wishes to vote on his or her behalf on his or her proxy form
- (6) Any instrument appointing a proxy must be in the following form

ABERGELE GOLF CLUB LIMITED

I (name) of (address) being a member of the above named Club, appoint the secretary of the Club as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the Club to be held on the
day of and at any adjournment thereof

I direct the secretary to vote for/against the resolution set out in the notice calling the above meeting

I direct the secretary to vote for the following candidates applying to be directors of the Club -

(signature of member)

Dated the day of 20

Directors

- 21 (1) The number of directors shall be not less than 3 nor more than 10
- (2) Directors shall be appointed from within the membership of the Club and each person appointed must be a full member
- (3) The Officials of the Club, i e Presidents, Captains, etc , shall not be Directors of the Club by virtue of their official capacity
- (4) No employee of the Club shall be entitled to be appointed as a Director
- (5) Directors shall stand for re-election every three (3) years on rotational basis
- (6) At meetings of Directors a minimum of three (3) Directors must be present to constitute a quorum and transact business

Remuneration

- 22 No director shall be appointed to any salaried office and no remuneration or other benefit in money or money's worth shall be paid or given to the director by the Club except payment of out-of-pocket expenses properly and reasonably incurred solely in connection with the director's duties as director PROVIDED THAT nothing in these Articles shall prohibit payment by the Club of any sum or salary to the Secretary for clerical or other assistance

Age-limits

- 23 There is no age limit for directors and accordingly S 293(3)-(6) of the Act shall not apply

Retirement of directors

- 24 At every Annual General Meeting of the Club those directors having been in office for three (3) years must retire from office and if they so wish to be put forward for re-appointment they shall submit themselves for re-appointment by the Board and if accepted such appointment shall be ratified at the Annual General Meeting of members. As between persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Retiring directors are eligible for re-election. The Club may from time to time by ordinary resolution determine in what rotation the directors are to retire from office.
- 25 The Club at the Annual General Meeting at which a director retires in the manner set out at Article 24 may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election in accordance with Article 29 below, be deemed to have been re-elected, unless at such a meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.

Appointment and removal of directors

- 26 Save where the number of directors falls below 3, the directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors but so that the total number of directors shall not exceed the number fixed in accordance with these Articles. Any director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at that meeting.
- 27 The Club may by extraordinary resolution, of which special notice has been given in accordance with S 379 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Club and such director. The office of a director is further vacated automatically if

- (1) He holds any office of profit under the Club,
- (2) He is directly or indirectly interested in any contract with the Club and fails to declare the nature and/or existence of his interest in the manner required by S 317 of the Act,
- (3) His membership of the Club is terminated in accordance with Articles 6 or 7,
- (4) He absents himself from meetings of the directors for a continuous period of 6 months without special leave of absence from the directors acting and duly recorded at a directors meeting held during that period of 6 months,
- (5) He is disqualified from acting as a director by operation of law or order of the court, or
- (6) He gives the directors one calendar month's notice in writing that he resigns his office

Appointment of Secretary

- 28 The Secretary must be appointed by the directors for such term and at such remuneration and upon such conditions as they think fit. The directors may terminate the Secretary's appointment and fill a vacancy.

Powers and duties of directors

- 29 The business of the Club shall be managed by the directors, who may pay all expenses incurred in promoting the Club and may exercise all such powers of the Club as are not, by the Act or by these Articles, required to be exercised by the Club in general meeting, subject nevertheless to the provisions of the Act and these Articles and to such regulations, not being inconsistent with the foregoing provisions, as may be prescribed by the Club in general meeting PROVIDED THAT no regulation made by the Club in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made. The directors may, subject to

Article 22. act notwithstanding vacancies.

- 30 The directors may exercise all the powers of the Club to borrow money, and to mortgage or charge its assets or undertakings, or any part thereof, and to issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Club
- 31 The directors may delegate any of their powers to a committee or committees of members of the Club appointed by the directors
- 32 A committee may meet and adjourn as it thinks proper or as directed by the directors Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall not have a second or casting vote
- 33 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Club shall be signed, drawn, accepted, endorsed or otherwise executed as the directors shall from time to time by resolution determine
- 34 The directors shall cause minutes to be made in books provided for the purpose of
- (1) All appointments of officers or membership of committees and the delegated powers of those committees made by the directors including the revocation or recall of the same,
 - (2) The names of all directors and members present at each meeting of the directors and of any committee, and
 - (3) All resolutions and proceedings at all meetings of the Club and of the directors and of committees
- 35 The directors shall be entitled to request observers to attend meetings of the board of directors who shall be members of the Club and who shall, subject to any contrary

resolution of the directors, have the right to speak but not vote at those meetings

- 36 Subject to Article 22, the directors may meet together for the despatch 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 director may, and the Secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.
- 37 All acts done by any meeting of the directors or of a committee, or by any director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them had vacated office, be as valid as if every such person had been duly appointed and was qualified to be a director or member of that committee.
- 38 A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- 39 The authority of the directors' decisions as to the meaning and construction of these articles and the memorandum of association or upon any other matters appertaining to the Club, including compliance with the requirement of the Community Amateur Sports Clubs as provided by the Finance Act 2002, shall be binding and final unless over-ruled by a general meeting.

Accounts

- 40 The directors shall ensure that proper books of account are kept in respect of (1) all sums of money received and expended by the Club and the matters in respect of which the receipts or expenditure take place and (2) the assets and liabilities of the Club, and in accordance with SS 221 to 223 (inclusive) of the Act. The books of account must be kept at the registered office of the Club, pursuant to S 222 of the Act, or at such other place or places as the directors think fit, and must always be open to

the inspection of the directors The directors shall from time to time determine whether and to what extent, and what times and places, and under what conditions and regulations, the books of account of the Club, or any of them, are to be open to the inspection of members of the Club who are not directors, or as otherwise determined by statute or by the Club in general meeting Save as aforesaid no member of the Club who is not a director has any right to inspect any book of account or other book or document of the Club save as expressly conferred by statute and subject to the conditions therein provided

- 41 Once at least in every year the directors must lay before the Club in general meeting an account of income and expenditure for the Club for the period since the preceding account and in accordance with SS 227 to 229 (inclusive) of the Act A balance sheet in respect of the Club must be made out every year and laid before the Club in general meeting, made up to a date not more than 6 months before the date of that general meeting A copy of the balance sheet and account of income and expenditure must be sent to, or made available to, the persons entitled to receive notices of general meetings in the manner in which notices are to be given under these Articles not less than 21 days before such meeting Every account and balance sheet must be accompanied by a report from the directors and the accounts, report and balance sheet must be signed by 2 directors and the secretary PROVIDED THAT this Article shall not require a copy of those documents to be sent to any person of whose address the Club is not aware

42

Rules and Byelaws of the Club

- 43 The directors of the Club may from time to time make, alter and repeal any Rules and Byelaws they consider necessary or expedient or convenient for the proper conduct and management of the Club The directors must adopt whatever means they consider sufficient to bring all Rules and Byelaws, alterations, repeals and additions to the notice of the members of the Club All Rules and Byelaws of the Club, for so long as they are in existence, are binding upon all members of the Club No Rule or Byelaw may be inconsistent with, or affect or repeal anything contained in, the

Memorandum and Articles of Association of the Club or be in breach of any statutory provision

Indemnity

- 44 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 committee member of the Club shall be indemnified out of the assets of the Club 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 courts from liability for negligence, default, breach of statutory or other duty or breach of trust in relation to the affairs of the Club SUBJECT ALWAYS that the person so indemnified must have acted honestly, reasonably and in the best interests of the Club and is entitled to be indemnified

Dissolution

- 45 (1) The property and funds of the Club can not be used for the direct or indirect private benefit of its members other than as the directors consider reasonable
- (2) The members may vote to wind up the Club if not less than three quarters of those present and voting at an Extraordinary General Meeting called for that purpose support that proposal at that meeting
- (3) The Committee will then be responsible for the orderly winding up of the club's affairs
- (4) After settling all liabilities of the Club the Club's committee will then dispose of the Club's net assets remaining in one of the following ways
- (a) to another club with similar purposes which is a charity and/or
 - (b) to another club with similar sports purposes which is a

- registered Community Amateur Sports Club Scheme, and/or
- (c) to the club's national governing body for use by them for related community sports

all in accordance with the Cypres doctrine

Notices

- 46 A notice may be given by the Club personally to any member by sending it by post in a prepaid envelope addressed to the member at the address held by the Club in its register or by posting it in a conspicuous place in the clubhouse Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting an envelope containing the notice and is deemed to have been effected 48 hours after the envelope was posted

Headings

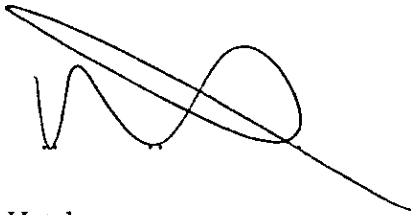
- 47 The headings in these Articles do not form a part of them or in any manner affect their interpretation or construction

Dated 5th day of September 2011



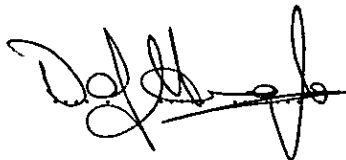
Chairman

Gordon P Carpenter



Director

J G Hatcher



Director

D J Hughes



Director

D S Phillips



Secretary

C P Langdon