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THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

NEW  
ARTICLES OF ASSOCIATION

of

ABERGELE GOLF CLUB LIMITED

Incorporated on the 9th day of March 1967

Tudor H Morris Jones  
Solicitor  
43 Market Street  
Abergele  
Conwy



**ARTICLES OF ASSOCIATION  
COMPANIES ACT 1985**

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

**ARTICLES OF ASSOCIATION OF ABERGELE GOLF CLUB LIMITED**

It is the purpose of these Articles to update and replace the original articles of the Club formerly known as Abergele and Pensarn Golf Club Limited dated the Twenty third day of February 1967 as subsequently amended. The Memorandum of Association remains as originally drawn.

**1 INTERPRETATION**

In these articles:

- 1.1 'the Act' means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force
- 1.2 'the club' means Abergele Golf Club Limited
- 1.3 'secretary' means the secretary of the club or any other person appointed to perform the duties of the secretary of the club including a joint, assistant or deputy secretary
- 1.4 'treasurer' means the treasurer of the club or any other person appointed to perform the duties of the treasurer of the club including a joint, assistant or deputy treasurer
- 1.5 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 in force when these articles become binding on the club
- 1.6 the headings in these articles do not form part of them or in any manner affect the interpretation or construction of them

**2. OBJECTS**

The club is established for the purposes expressed in the memorandum of association.

**3. MEMBERSHIP**

- 3.1 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
- 3.2 Every amateur golfer is qualified to be elected a member of the club
- 3.3 The membership shall consist of gentleman members elected as such being gentleman members only (gentleman members) and eligible for payment of the full subscription authorised by the directors and the special classes of members set out in article 8 hereof elected as such and

eligible for payment of such reduced subscription as the directors authorise. Gentleman members only shall be eligible for election as directors and officers of the club and only gentleman members shall have the right to attend and vote at the annual general meetings and extraordinary general meetings of the club. Lady members only are eligible for election as lady officers and to the ladies committee

#### **4. PROPOSAL OF MEMBERS**

- 4.1 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
- 4.2 The application for membership of every candidate must be in writing, signed by the candidate and his or her proposer and seconder, and must be in the form that the directors from time to time prescribe
- 4.3 In exceptional circumstances on recommendation by an appropriate official of another golf club or other suitable reference 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

#### **5. SUBSCRIPTIONS**

- 5.1 The annual and other subscriptions and entrance fees payable by members of the club are to be such as the directors from time to time prescribe and shall become due for payment on the first day of January
- 5.2 Every gentleman member who attains the age of sixty five years and every lady member who attains the age of sixty years and who has been a member of the club for over twenty years shall be entitled to such reduction in subscription as the directors decide
- 5.3 The directors may provide either generally or as respects any particular member or members for payment of annual subscriptions by instalments
- 5.4 Every application for membership must be accompanied by a remittance to cover the entrance fee and the appropriate subscription and in the event of non-election the remittance must be returned to the candidate. Any member joining the club after the first day of August in any year shall pay a proportion only of the subscription to the end of that year

#### **6. HONORARY LIFE MEMBERS**

- 6.1 On the recommendation of the directors any person being a gentleman member of the club may, at any monthly general meeting of the directors of the club, be elected an honorary life member of the club without any special payment for such honorary life membership
- 6.2 A two-thirds' majority of those present and entitled to vote is necessary for election of an honorary life member.

6.3 Every honorary life member is entitled to all the privileges and subject to all the duties of a member of the club during his life (subject, nevertheless, to the provisions of article 13) without any further payment, annual or otherwise, except in respect of his guarantee contained in clause 5 of the memorandum of association of the club

6.4 There shall not at any one time be more than five honorary life gentleman members of the club

## 7. COUNTRY AND OVERSEAS MEMBERS

Members residing beyond a radius of forty miles from the clubhouse being full members of another club outside that radius and having no business or private address within that radius other than that of a club, and members intending to reside abroad for one year or more ('country members') may become or continue as members on payment of a reduced subscription to be decided by the directors from time to time but shall not be allowed to play in the club's competitions other than open competitions

## 8. SPECIAL CLASSES OF MEMBERS

The directors of the club may, upon such terms and subject to such regulations as they may from time to time deem advisable and subject to article 4, propose as members of the club:

8.1 ladies ('lady members') who shall be allowed to join the club on payment of such entrance fee and subscription as shall from time to time be determined by the directors and the lady members shall be empowered to elect their own lady president, lady captain, lady vice captain, lady honorary secretary and ladies committee. The lady captain and lady honorary secretary may attend the monthly meetings of the directors to bring to their notice anything appertaining to the best interests of the club as recommended from the ladies committee and the lady honorary secretary may report any suggestions or recommendations by the directors to the ladies committee at their next monthly meeting. The ladies committee shall consider matters affecting the lady members and report thereon to the directors for their approval or otherwise. Lady members only shall elect lady officers but they shall take no part in the election of the directors or officers of the club. The ladies committee may elect their own honorary life members such honorary life members not to exceed five at any one time

8.2 juniors ('junior members') who may be accepted as junior members of the club from the age of seven to eighteen years and students ('student members') receiving full time education at a university, technical college or other educational establishment who may be accepted as members of the club up to the age of twenty-five; but junior members shall not be eligible to use the club bar or to take part at any meeting. They shall on attaining the age of eighteen or twenty-five respectively pay the full subscription as from the following first day of January and shall then become gentleman or lady members. Junior and student members of the club shall also then pay an entrance fee unless they have been junior or student members for three years prior to the said date of the first day of January

- 8.3 persons ('senior members') aged sixty years and over who may avail themselves of the amenities of the clubhouse and premises of the club at all times, but may use the golf course and practice ground on only five days in each week and shall not be allowed to play in the club's competitions other than open competitions
- 8.4 persons ('restricted members') who have been accepted as full gentleman members of the club but because of the limit to the number of members in the gentleman members section have been placed on a waiting list not to exceed twenty five gentleman members pending vacancies in this section of membership occurring who until such time are entitled to all the facilities of the clubhouse and course for seven days a week except that they cannot play in any of the club's competitions other than open competitions
- 8.5 persons ('social members') who may avail themselves of all the amenities of the clubhouse and premises of the club but are not entitled to use the golf course or practice ground at any time

## 9. ELECTION OF MEMBERS

- 9.1 Every candidate for election (including candidates for election to the special classes of membership specified in article 8) may be balloted for by the directors of the club and two black balls will exclude
- 9.2 The name, address and description of every candidate, and the names of his or her proposer and seconder must be sent to the secretary in writing, and these particulars must be posted in a conspicuous place in the foyer of the clubhouse seven days at least before the ballot
- 9.3 On the unanimous recommendation of the directors in meeting duly convened, the ballot may take place before the expiration of seven days but not earlier than two days after the application of the candidate is received and not without the application being posted in the foyer of the clubhouse

## 10. RIGHTS OF MEMBERS

- 10.1 Subject to the express provisions of these articles and to the memorandum of association, and to any byelaws made by the directors of the club as provided below for the time being in force, all members of the club are entitled at all times to use all the premises and property of the club in common subject to the provisions of articles 8.3, 8.4, 8.5 and 35.1.6 hereof and to be supplied, at such charges as the directors from time to time determine, with whatever meals, refreshments and other amenities as are provided by the club for the use of its members and shall be subject to all the duties of a member of the club
- 10.2 Subject to the provisions of these articles every member is entitled to all the rights and subject to all the duties of a member of the club provided that lady, junior, student, senior, restricted and social members do not have the right to nominate or be elected as directors or officers of the club

## **11. NOTICE OF RESIGNATION**

Any member wishing to resign his or her membership of the club must give notice in writing of his or her intention to do so, addressed to the secretary and deposited at the registered office of the club on or before the thirty first day of December in any year, failing which the member must pay the subscription for the next year

## **12. NON-PAYMENT OF SUBSCRIPTIONS**

- 12.1 If any member's subscription remains unpaid after the thirty first day of January such member shall be notified in writing of the same and if after a further period of seven days the subscription still remains unpaid the directors may at their discretion expel such member and take proceedings for the recovery of all money due. Such expelled member then forfeits all rights in and claims upon the club
- 12.2 Where the directors have resolved in accordance with article 5 that the subscription of any particular member may be paid by instalments, this article applies to non-payment of any instalment, substituting the due date of the instalment for the thirty first day of January

## **13. EXPULSION OF MEMBERS**

- 13.1 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
- 13.2 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
- 13.3. 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 so expelled shall have no remedy against the club and any member so expelled shall be without any right of further appeal
- 13.4 If any member is convicted on indictment of any criminal offence or is adjudged a bankrupt, or makes any composition or arrangement with his 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

- 13.5 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
- 13.6 The rights of a member as such are personal and are not transferable and cease upon his or her death

#### 14. ANNUAL GENERAL MEETING

- 14.1 The club must 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 notice calling it
- 14.2 Not more than fifteen months may elapse between the date of one annual general meeting of the club and that of the next
- 14.3 The annual general meeting must be held at such time and place as the directors appoint

#### 15. EXTRAORDINARY GENERAL MEETINGS

- 15.1 All general meetings other than annual general meetings must be called extraordinary general meetings and twenty one days notice in writing at least shall be given to gentleman members in respect of convening an annual general meeting and fourteen days notice shall be given to gentleman members in respect of convening an extraordinary general meeting such notices to specify the place, the day and the hour of the meeting and to include the general nature of the business for which the meeting is convened
- 15.2 The directors may, whenever they think fit, and must, on a requisition made in writing by at least twenty five gentleman members convene an extraordinary general meeting
- 15.3 Any requisition made by the gentleman members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the club
- 15.4 On receipt of the requisition the directors must immediately proceed to convene an extraordinary general meeting
- 15.5 If the directors do not proceed to call a meeting within twenty one days from the date of deposit of the requisition, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may convene such a meeting

#### 16. NOTICE OF MEETINGS

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

## **17. QUORUM**

- 17.1 No business may be transacted at any meeting unless a quorum is present
- 17.2 Save as otherwise provided in these articles twenty members personally present is a quorum
- 17.3 If within half an hour from the time appointed for the meeting a quorum of members is not present, or, if during a meeting such a quorum ceases to be present:
  - 17.3.1 if the meeting was convened on the requisition of gentleman members, it must be dissolved
  - 17.3.2 in any other case the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine and, if at the adjourned meeting a quorum of gentleman members is not present within half an hour of the time appointed for the meeting, the gentleman members present may form a quorum

## **18. CHAIRMAN**

- 18.1 The president, and failing him the captain, must preside as chairman at every general meeting of the club
- 18.2 If there is no such chairman, or, if at any meeting he is not present within fifteen minutes of the time of holding the meeting the gentleman members present may elect one of their number who is a director to be chairman of the meeting
- 18.3 If there is no director present, then the gentleman members may elect any one of their number to be chairman of the meeting

## **19. ADJOURNMENT**

- 19.1 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
- 19.2 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place

## **20. PASSING OF RESOLUTION**

- 20.1 At any general meeting:
  - 20.1.1 a declaration by the chairman that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority, and
  - 20.1.2 an entry to that effect in the book of proceedings of the club



are 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 by at least two gentleman members having the right to vote at the meeting

- 20.2 If a poll is demanded in the above manner, it must 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

## 21. VOTING RIGHTS

- 21.1 No gentleman member may vote at any meeting unless all the money then due from him to the club has been paid
- 21.2 Every gentleman member of the club entitled to vote has one vote and no more, except as stated in article 28.5 hereof and except that, in case of equality of votes, the chairman may have a second or casting vote

## 22. PROXY VOTING

- 22.1 On a poll votes may be given either personally or by proxy
- 22.2 A proxy must be appointed in writing under the hand of the appointor
- 22.3 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
- 22.4 No person may vote by proxy unless unable to attend the meeting by reason of health, holidays or other reason acceptable to the directors
- 22.5 The appointor must nominate the persons he wishes the appointee to vote for on his behalf on his proxy form
- 22.6 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 or other director of the club authorised by him 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 the following candidates:

.....

.....

.....

.....  
(signature of member)

Dated the                      day of                      20 .

## **23. DIRECTORS**

- 23.1 The directors of the club are the president, captain, vice-captain, immediate past captain, honorary solicitor, secretary and treasurer and not less than nine other gentleman members of the club elected as provided in these articles who shall serve in the case of the nine other members for three years and in the case of the president for such period as the directors decide and in the case of the other directors except the secretary and treasurer for one year
- 23.2 Five directors are a quorum at a directors' meeting
- 23.3 The directors may from time to time elect a chairman who in case of equality of votes may have a casting vote

## **24. OFFICERS**

- 24.1 The officers of the club are the president, captain, vice-captain, immediate past captain and honorary solicitor, all of whom must be gentleman members of the club together with the secretary and treasurer who need not necessarily be members of the club when appointed
- 24.2 The immediate past captain is to be an ex officio officer of the club during the period of his immediate past captaincy
- 24.3 The names of any number of vice-presidents not exceeding five may be submitted by the directors for election at the annual general meeting but such vice-presidents when elected shall have no right to attend or vote at directors meetings unless requested by the directors to attend to give such assistance and advice as the directors may require

## **25. REMUNERATION**

No director or officer of the club, other than the secretary and treasurer may receive any remuneration for his services in the capacity of director or officer but nothing contained in these articles is to prohibit payment by the club for clerical or other assistance given by virtue of the office held

## **26. AGE LIMITS**

There is no age limit for directors and accordingly Section 293(2)-(6) of the Act does not apply to the club

## **27. RETIREMENT OF DIRECTORS AND OFFICERS**

- 27.1 At every annual general meeting of the club, the officers (other than the secretary and treasurer) and three other directors of the club must retire from office
- 27.2 The officers and other retiring directors are eligible for re-election at the same or any other general meeting of the club
- 27.3 The directors must retire in order of seniority of election in addition to the directors retiring under article 30 and in case of equal seniority the order of retirement must be determined by lot

## **28. ELECTION OF OFFICERS**

Subject as provided above, the election of officers other than the secretary and treasurer and other directors of the club, must take place in the following manner:

- 28.1 Any two gentleman members of the club of at least two years standing may nominate any other gentleman member also of at least two years standing to serve as an officer or other director of the club, having previously received his assent
- 28.2 The name of each gentleman member so nominated, together with the names of his proposer and seconder, must be sent in writing signed by all three of them to the secretary of the club at least twenty one days before the annual general meeting
- 28.3 A list of the candidates names in alphabetical order, with the proposer and seconds names, must be posted in the foyer of the club-house of the club for at least fourteen days immediately preceding the annual general meeting
- 28.4 Balloting lists must be prepared (if necessary) containing the names of the candidates only in alphabetical order
- 28.5 Each gentleman member present at the annual general meeting and qualified to vote may vote for any number of candidates not exceeding the number of vacancies but this shall not preclude such member from voting for fewer candidates than the number of vacancies
- 28.6 If insufficient candidates are nominated, the directors may elect a gentleman member or members to fill the remaining vacancy or vacancies
- 28.7 If any candidate declines to serve after being elected, the candidate who has the next largest number of votes must be deemed to be elected
- 28.8 If two or more candidates obtain an equal number of votes, the directors must select by lot from such candidates the candidate or candidates who is or are to be elected

## **29. APPOINTMENT OF SECRETARY AND TREASURER**

- 29.1 The secretary and treasurer of the club must be appointed by the directors for such term, at such remuneration and upon such conditions as they think fit
- 29.2 The directors may terminate the appointment of the secretary and treasurer and fill a vacancy in the office.
- 29.3 Applicants for the position of secretary or treasurer do not necessarily have to be members of the club but on appointment they automatically become officers and directors of the club with full rights of membership but such appointments and rights automatically cease on their employment with the club terminating unless they are already existing members of the club

### **30. CASUAL VACANCIES**

- 30.1 All casual vacancies arising amongst the directors or officers of the club must be filled by the directors
- 30.2 Any director or any officer (other than the secretary and treasurer) appointed to fill a casual vacancy must retire at the following annual general meeting

### **31. REMOVAL OF DIRECTORS**

The office of a director is vacated if:

- 31.1 his membership of the club is terminated in accordance with article 13.4
- 31.2 he absents himself from the directors meetings for a continuous period of six calendar months without special leave of absence from the other directors
- 31.3 he gives the directors one calendar month's notice in writing that he resigns his office or
- 31.4 he is removed by extraordinary resolution passed at a general meeting of the club

### **32. SECRETARY'S DUTIES**

The duties of the secretary shall be to:

- 32.1 keep accurate written minutes of all meetings and a membership register and conduct all correspondence of the club except such as is required to be undertaken by other officers of the club in the performance of their duties
- 32.2 receive all complaints or suggestions from members which shall be in writing which he shall submit for consideration at the directors meeting next after the same shall have been received by him
- 32.3 shall have command of all servants employed on the course and in the clubhouse
- 32.4 shall apply for the club's Registration Certificate or any renewal or extension of the same as required by the Licensing Acts and shall make such other applications under the Licensing Acts which become necessary under the club's Registration Certificate and also to apply for any licence required by the Customs and Excise Authorities or any other requirement within the proper time and pay the proper fees and duties in respect thereof

### **33. TREASURER'S DUTIES AND ACCOUNTS**

- 33.1 The treasurer shall receive all money due to the club by way of subscriptions or otherwise and shall be responsible for drawing cheques which shall be signed by any two of the captain, secretary and himself and shall ensure that proper books of account are kept in respect of:
  - 33.1.1 all sums of money received and expended by the club and the matters in respect of which the receipts and expenditure take place and
  - 33.1.2 the assets and liabilities of the club

- 33.2 The books of account must be kept at the registered office of the club, or at such other place or places as the directors think fit, and must always be open to the inspection of the directors
- 33.3 The directors must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the club, or any of them, are to be open to the inspection of members of the club who are not directors
- 33.4 No member who is not a director has any right to inspect any account or book or document of the club except as conferred by statute or authorised by the directors
- 33.5 The financial year of the club shall be from the first day of October to the thirtieth day of September
- 33.6 Once at least in every year the treasurer must lay before the club in general meeting an account of income and expenditure for the period since the preceding account
- 33.7 A balance sheet must be made out in every year and laid before the club in general meeting, made up to a date not more than six months before such meeting
- 33.8 A copy of the balance sheet 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 twenty one days prior to the meeting
- 33.9 Every account and balance sheet must be accompanied by a report of the directors and the account, report and balance sheet must be signed by two directors and countersigned by the secretary

#### **34. POWERS OF DIRECTORS**

- 34.1 The directors of the club may exercise all powers that may be exercised by the club and do anything that may be done by the club, except where under these articles or any statute for the time being in force the power must be exercised or the thing be done by the club in general meeting
- 34.2 The directors may act notwithstanding vacancies
- 34.3 The directors of the club may issue debentures, debenture stock, bonds, or obligations of the club at any time, in any form or manner, and for any amount and may raise or borrow for the purposes of the club any sum or sums of money either upon mortgage or charge of all or any of the property of the club, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit
- 34.4 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 shall be binding and final unless over-ruled by a general meeting

## **35. BYELAWS**

- 35.1 The directors of the club may from time to time make, alter and repeal any byelaws they consider necessary or expedient or convenient for the proper conduct and management of the club, and in particular, but not exclusively, they may by such byelaws:
- 35.1.1 regulate the terms and conditions upon which honorary guests, children of members of the club and visitors may use the premises and property of the club
  - 35.1.2 fix the times of opening and closing the golf course, clubhouse and premises of the club or any part of them and the permitted hours for the supply of intoxicating liquor
  - 35.1.3 promulgate the rules to be observed and the prizes or stakes to be played for by any members of the club playing any games on the premises of the club
  - 35.1.4 prohibit particular games on the premises of the club entirely or at any particular time or times;
  - 35.1.5 regulate the conduct of members of the club in relation to one another and to the club's staff
  - 35.1.6 set aside of the whole or any part or parts of the club's premises for gentleman members, lady members or any other class or classes of members, at any particular time or times, or for any particular purpose or purposes
  - 35.1.7 impose penalties for breach of any byelaw or any article of association of the club and
  - 35.1.8 regulate all matters that are commonly the subject of club rules
- 35.2 The directors must adopt whatever means they consider sufficient to bring all byelaws, alterations and repeals to the notice of the members of the club
- 35.3 All byelaws, so long as they are in force, are binding on all members of the club
- 35.4 No byelaws may be inconsistent with, or affect or repeal anything contained in the memorandum or articles of association of the club, or be in breach of any statutory provision
- 35.5 Any byelaw may be set aside by a special resolution of a general meeting of the club

## **36 DELEGATION**

- 36.1 The directors of the club may delegate any of their powers to a committee or committees appointed by the directors
- 36.2 With the exception of a sub-committee with less than four members or one concerned with the purchase for the club, or supply by the club, of intoxicating liquor, a sub-

committee may have up to one-third of its membership from members of the club other than directors

- 36.3 In the exercise of the powers delegated to it, a committee must conform to any regulations prescribed by the directors
- 36.4 Any delegation of powers or appointment of a committee may be recalled or revoked by the directors at any time
- 36.5 No committee concerned with the purchase for the club or with the supply to or by the club of intoxicating liquor shall include any gentleman members who are not directors

### **37. AUDIT**

An auditor or auditors must be appointed and his or their duties regulated in accordance with the Act

### **38. SEAL**

- 38.1 The directors must provide for the safe custody of the common seal of the club
- 38.2 The seal of the club must not be affixed to any instrument except by the authority of a resolution of the directors and in the presence of:
  - 38.2.1 at least two directors and
  - 38.2.2 the secretary or another person appointed by the directors for the purpose
- 38.3 The two directors and the secretary or the other person appointed must sign every instrument to which the seal of the club is affixed in their presence

### **39. DISSOLUTION**

If the club is wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of an extraordinary resolution of the club and any other sanction required by the Act:

- 39.1 divide among the members in specie or in kind the whole or any part of the assets of the club and
- 39.2 vest the whole or any part of the assets of the club in trustees upon such trusts for the benefit of the members as he, with the same sanction, determines

### **40. NOTICES**

- 40.1 A notice may be given by the club to any member personally, by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by posting it in a conspicuous place in the foyer of the clubhouse
- 40.2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and is deemed to have been effected at the expiration of forty eight hours after the envelope containing it was posted

DATED the Fourth day of December 1997

|          |                 |                        |
|----------|-----------------|------------------------|
| (Signed) | W Glyn Parry    | President              |
| (Signed) | D N Gough       | Captain                |
| (Signed) | B Rycroft       | Vice-Captain           |
| (Signed) | C P Langdon     | Immediate Past Captain |
| (Signed) | H E Richards    | Secretary              |
| (Signed) | D M Kirwan      | Treasurer              |
| (Signed) | Tudor H M Jones | Solicitor              |

Witness to the above signatures:

Signature Christine Broomhead

Address 1 Cedar Grove  
Rhos on Sea Conwy

Occupation Secretary