

PRIVATE COMPANY LIMITED BY GUARANTEE



A41 25/06/2009 174
COMPANIES HOUSE

THURSDAY

**ARTICLES OF
ASSOCIATION OF THE
PROFESSIONAL GOLFERS'
ASSOCIATION LIMITED**

Adopted pursuant to a Special Resolution passed on 29 March 1996 and amended pursuant to a Special Resolution passed on 31 March 2004. Also adopted pursuant to a special Resolution passed on 6th April 2009.

GENERAL

- 1 In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS	MEANINGS
Act	the Companies Act 1985 (as amended)
Articles	these Articles of Association from time to time in force
Association	The Professional Golfers' Association Limited
Auditors	the auditors of The Association from time to time
Board	the Board of directors for the time being of The Association
Chief Executive	the Chief Executive of The Association as hereinafter provided
Code of Ethics	the code of ethics of The Association as hereinafter provided and further defined in the Regulations
Counties	the counties of The Association as hereinafter provided
Electronic Communication	a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa): a) by means of a telecommunication system (within the meaning of the Telecommunications Act 1984); or b) by any other means but while it is in electronic form
Executive Committee	the Executive Committee of The Association as hereinafter constituted
In Writing	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

Members	the Members for the time being of The Association divided into classes and subject to the procedures governing eligibility, election, registration, subscription, resignation, privileges and discipline as set out in the Regulations
Month	calendar month
Office	the registered office of The Association
Officers of The Association	the persons (being the President, Vice-Presidents, Captain, Vice-Captain and Chief Executive of The Association) appointed as such in accordance with and subject to Articles 70 to 74 (inclusive) of these Articles
Regional Committees	the committees of the regions as hereinafter provided
Regions	the regions of The Association as hereinafter provided
Regulations	the rules and regulations of The Association as shall be determined by the Board, from time to time and which shall be read in conjunction with these Articles and binding upon all Members
Seal	the common seal of The Association
Trade Committee	the committee comprising those Members, Association employees and external advisers invited by the Board from time to time to review commercial or trade related matters specifically affecting the golf industry
Training Council	the council comprising those Members, Association employees and external advisers nominated by the Board from time to time to advise on, deliver, audit and assess (on an ongoing basis) The Association's strategy for education and training
United Kingdom	Great Britain and Northern Ireland
WPGA	The Association's women's section as hereinafter constituted
WPGA Committee	the committee referred to in Article 68(b) and as more particularly described in Part 7 of the Regulations and called the committee of the Women's Section;

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations unincorporated associations and partnerships. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification in force at the date on which these presents become binding on The Association shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

- 2 The number of Members with which The Association proposes to be registered is unlimited.

- 3 The provisions of Section 352 of the Act shall be observed by The Association and every Member of The Association shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
- 4 The Association is established for the purposes in its Memorandum of Association.
- 5 The Members of The Association shall be the subscribers to the Memorandum of Association of The Association and such other persons who may be admitted as Members in accordance with the Regulations.
- 6 The Association shall hold a General Meeting of the Members in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 7 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 8 The Board may whenever it thinks fits convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the requisition of Members representing not less than one-tenth of the total voting rights of all Members having at the date of deposit of the requisition a right to vote at General Meetings. Any such requisition shall, save as aforesaid, accord with and be governed by the provisions of Section 368 of the Act.
- 9 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every Extraordinary General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, shall be given in manner hereinafter mentioned to the Members and such other persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from The Association.
- 10 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 11 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of receiving and considering the balance sheet and accounts of The Association, the reports of the Directors and of the Auditors and other documents required by law to be attached or annexed to such balance sheet or to be comprised in such accounts and appointment of, and the fixing of the remuneration of, the Auditors.
- 12 No business shall be transacted at any General Meeting unless a quorum is present, when the meeting proceeds to business. Save as herein otherwise provided, ten Members personally present shall be a quorum.
- 13 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to such other time and place as the Board may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.

- 14** The Chairman of the Board (or his nominee) shall preside as Chairman at every General Meeting but if there be no such Chairman or nominee as aforesaid, or if at any meeting he shall not be present or shall be unwilling to preside, the Members present shall elect one of their number to be Chairman of the meeting.
- 15** The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid, Members shall not be entitled to any notice of adjournment, or of the business to be transacted at any adjourned meeting.
- 16** At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of a show of hands, demanded by the Chairman or by at least five Members present in person, or by Members present in person and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting and, unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority or lost, or not carried by a particular majority, and any entry to that effect in the minute book of The Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 17** If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 18** On a poll but in no other circumstances, votes may be given either personally or by proxy. To be valid, proxy forms must be returned to the office not less than forty-eight hours before the time appointed for the meeting. A proxy need not be a Member of The Association.
- 19** No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
- 20** In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 21** The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

- 22** Subject as hereinafter provided, every Member shall have one vote.
- 23** Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to The Association in respect of his Membership, shall be entitled to vote on any question at any General Meeting.

BOARD OF DIRECTORS

- 24 a)** The management of The Association shall be under the control of the Board which shall, subject to the following provisions of this Article 24, consist of a minimum of seven Members and a maximum of nine Members made up of:
- (i) seven Members, each of whom shall have been duly nominated and elected by one of the seven regions and whose nomination and election to the Board shall have been previously ratified by the Executive Committee and the existing Board as shall be in office at the date of such nomination and election, such ratification not to be unreasonably withheld; and
 - (ii) up to two further Members, each of whom shall have been appointed at the discretion of and by the other Members of the Board (and who shall have formally accepted such appointment in writing to the Board), provided always that if, as a result of any region electing a new Board Member in such circumstances where their previously elected Board Member continues to hold office as a Board Member by virtue of his office as Chairman or Deputy Chairman of the Board (in accordance with Article 24(h) below), either or both of the discretionary Board Members appointed in accordance with this Article shall (at the request of the Board) vacate their office to ensure that the maximum number of nine Board Members is not exceeded.
- b) The Board shall elect a Chairman and Deputy Chairman from their number, provided that, in the case of a Chairman or Deputy Chairman elected after 29 March 1996, he shall at the time of his election, be one of the seven Members duly nominated and elected to the Board in accordance with Article 24(a)(i);
- c) all candidates for nomination, election or appointment to the Board in accordance with Article 24(a) above must also satisfy the following requirements as a condition precedent to their nomination, election or appointment:
- (i) any candidate must have been a Member for a continuous minimum period of 10 years immediately preceding the nomination or appointment;
 - (ii) any candidate must have served upon an elected committee of The Association at some time during the 10 year period before-mentioned for a continuous minimum period of 12 months (although this requirement may be waived at the Board's absolute discretion in the case of any Member to be appointed to the Board in accordance with Article 24(a)(ii)).
- d) no Member of the Board shall at the same time serve on any Regional Committee of the Association. No employee of The Association shall be a Member of the Board.
- e) all Members of the Board shall (unless otherwise provided for in these Articles) hold office for a term of four years and thereafter shall be eligible for re-election (or re-appointment in the case of a Member appointed to the Board in accordance with Article 24(a)(ii)) at the end of that term save that the Chairman and Deputy Chairman shall continue to hold office, without having to be re-elected, until four years from first having been appointed Chairman or Deputy Chairman (as the case may be).
- f) in the event of the resignation or the removal of a Member of the Board (other than a Member of the Board appointed in accordance with Article 24(a)(ii) above), for whatever reason, prior to the expiry of his four-year term of office, another Member of the Association from the same region shall be nominated and elected in his place, in accordance with the procedure and eligibility requirements for Membership of the Board as defined above.

- g) re-election or re-appointment to the Board of any Member at the expiry of his four-year term of office shall be subject to the procedure and eligibility requirements for Membership of the Board as defined above.
- h) The Chairman and Deputy Chairman shall be appointed and may be removed by a majority vote of the Board and unless otherwise determined by the Board shall hold office for four years notwithstanding that, during such four-year period the Chairman or the Deputy Chairman (as the case may be) may cease to be one of the seven Members of the Board nominated by the regions in accordance with Article 24(a)(i).
- i) notwithstanding any other provision of this Article 24, a Member of The Association who, in the opinion of the Board, is or has previously been guilty of a serious breach of the Code of Ethics shall not be eligible to be nominated or appointed as a Member of the Board. In the case of an existing Member of the Board who is found guilty of a serious breach of the Code of Ethics (after completion of The Association's disciplinary procedures and without prejudice to any other remedy available to The Association), that Board Member shall vacate his office immediately and shall not be eligible for re-election or re-appointment.

25 Section 293 of the Act shall not apply to The Association.

POWERS OF THE BOARD

26 The business of The Association shall be managed by the Board which may exercise all such powers of The Association and do on behalf of The Association all such acts as may be exercised and done by The Association, and as are not by statute or by these Articles required to be exercised or done by The Association in General Meeting.

27 Without prejudice to the generality of Article 26, the Board shall:

- (i) be responsible for the policy and direction of The Association and all matters relating to the administration of the affairs of The Association;
- (ii) organise all official Association functions and events and nominate the Captains and Members for all Association golf teams;
- (iii) make and amend regulations to manage the affairs of The Association including the Regulations and the classes of Membership of The Association and the procedures governing qualification, eligibility, election, registration, subscription, resignation, privileges and discipline of the Members; training, continuing professional development and professional standards; the Code of Ethics; the constitution of the regions and Counties; the financial year of The Association; rules relating to the playing of golf and the tournaments; the training and employment of trainees; and all other matters which the Board shall consider necessary or desirable for the proper and effective management of the commercial and professional affairs of The Association, all such regulations as amended from time to time constituting the Regulations;
- (iv) select all employees of The Association, agree the terms of their contract of employment and procure The Association to enter into the same, all contracts of employment providing that the employee shall observe the Code of Ethics as if the employee were a Member. The Board may delegate this authority (or part of it) to the Chief Executive in accordance with Article 74(d);
- (v) have the power to terminate the employment of any employee of The Association subject to the provisions of the employee's contract of employment;

- (vi) have the power to veto any rule or decision of the Executive Committee, any Regional or County Committee, the WPGA Committee or any other committee if in the opinion of the Board it considers the rule or decision contrary to the Code of Ethics, the Regulations or the policy of the Board;
- (vii) have the sole right to control the commercial exploitation of the name of the Association;
- (viii) take all appropriate steps to promote the interests of the game of golf and the Members;
- (ix) consider and take all appropriate steps to improve the conditions of employment and general welfare of the Members;
- (x) have the power to arrange for The Association to provide general management and administrative services for and on behalf of any company or unincorporated association established by any group of Members who leave The Association to such extent and for such period as the Board in its absolute discretion shall deem to be fair and reasonable;
- (xi) ensure that each Member of the Board shall attend a minimum of two Regional committee meetings in respect of the region that the Member represents or otherwise belongs, in any one calendar year;
- (xii) ensure that the Board and the Executive Committee convene joint meetings of their respective bodies at least once in any one calendar year;
- (xiii) be responsible for the administration of all the assets of The Association and shall have a duty to ensure that such assets are properly administered in the best interests of the Members;
- (xiv) have the power to borrow on behalf of The Association and to pledge the assets (or any part thereof) of The Association in such amounts as the Board shall from time to time determine in the Regulations;
- (xv) have the power to open bank and other accounts on behalf of The Association and to make its own arrangements for the administration of such accounts provided that any arrangements for signing cheques or giving mandates shall provide for two authorised signatures;
- (xvi) supervise the administration of The Association's funds;
- (xvii) prepare full accounts of the financial affairs of The Association, such accounts to be properly audited, and present the same to the Annual General Meeting for the consideration of Members.

28 The Board may, without prejudice to Article 27(iv), appoint a person (not being a Member of the Board) to an office or employment having a designation or title including the word "director" or attach to an existing office or employment that designation or title and may terminate the appointment or use of that designation or title. The inclusion of the word "director" in the designation or title of an office of employment does not imply that the person is, or is deemed to be, or is empowered to act as, a director for any of the purposes of the Act or these Articles.

29 The Board's powers and duties in regard to discipline are as hereinafter defined and provided for in the Regulations.

30 The Members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the Members of the Board shall at any time be or be

reduced in number to less than the minimum number prescribed by Article 24(a), it shall be lawful for them to act as the Board for the purpose of admitting persons to Membership of The Association, filling vacancies in their number or of calling a General Meeting, but not for any other purpose.

THE SEAL

- 31** The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of a Member of the Board and the Chief Executive (in his capacity as company secretary to The Association), or two Members of the Board, and the said Member of the Board and the Chief Executive or the two Members of the Board (as the case may be) shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with The Association, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

VACATION OF OFFICE BY MEMBERS OF THE BOARD

- 32** The office of a Member of the Board shall be vacated:
- a) if a bankruptcy order is made against him or he makes any arrangement or composition with his creditors under the Insolvency Act 1986 (or any statute or statutory provision which modifies, consolidates, re-enacts or supersedes it);
 - b) if an order is made by any court of competent jurisdiction (whether in the United Kingdom or elsewhere) on the ground (howsoever formulated) of mental disorder for his detention or for the appointment of a guardian or receiver or other person to exercise powers with respect to his property or affairs or he is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force in the United Kingdom relating to mental disorder or, in any other territory, in pursuance of an application for admission under analogous legislation or regulations and the Board resolves that his office be vacated;
 - c) if he ceases to be a Member for any reason or if he ceases to be qualified to be a Member of the Board in accordance with Article 24 above (including, without limitation, as a result of a serious breach of the Code of Ethics by the relevant Member);
 - d) if by notice in writing to The Association he resigns his office;
 - e) if he becomes prohibited by law from being a company director;
 - f) if he is removed from office by a resolution duly passed pursuant to Section 303 of the Act;
 - g) if he shall for more than six consecutive months have been absent without permission of the other Members of the Board from Board meetings held during that period and the other Board Members resolve that his office be vacated.

PROCEEDINGS OF THE BOARD

- 33** The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three Members of the Board shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 34** Any Member of the Board able to participate in the proceedings of a meeting by means of a communication device (including, without limitation, a telephone) which allows all the other Members of the Board present at such meeting (whether in person or by proxy or by means of such type of communication device) to hear at all times such Member and such Member to hear at all times all other Members present at such meeting (whether in person or by proxy or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.
- 35** A Member of the Board may and, on the request of a Member of the Board, the Chief Executive shall, at any time, summon a meeting of the Board by notice served upon the individual Members of the Board. A Member of the Board who is absent from the United Kingdom and Eire shall not be entitled to notice of a meeting.
- 36** Fourteen days' notice in writing shall be given to the Members of the Board of all meetings unless two-thirds of the Board agree to accept shorter notice.
- 37** The Chief Executive shall normally attend and be heard at the whole or any part of meetings of the Board but shall not be entitled to vote.
- 38** The Board may ask any other person to be present at any meeting in a non-voting capacity.
- 39** If at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and/or otherwise be unwilling to preside, then the Deputy Chairman or if he is not present or is otherwise unwilling to preside, some other Member of the Board elected for the purpose by those Members of the Board then present shall act as Chairman of the meeting.
- 40** A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Regulations of The Association for the time being vested to the Board generally.
- 41** The Board may delegate certain tasks (without conferring authority to bind the Board) to one or more working groups consisting of such number of Members of the Board or of the Executive Committee as they think fit and, in each case, at least one employee of The Association, and any working group so formed shall, in the performance of its duties, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such working group shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
- 42** All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a Member of the Board, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Board.

- 43** The Board shall cause proper minutes to be made of all appointments of Officers of The Association made by the Board and of the proceedings of all meetings of The Association and of the Board and of committees of the Board and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 44** A resolution in writing signed by all the Members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it has been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS

- 45** The Board shall cause books of account or accounting records to be kept in accordance with the requirements of the Act.
- 46** The books of account shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Officers of The Association.
- 47** The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of The Association or any of them shall be open to the inspection of Members not being Officers of The Association, and no Member (not being an Officer of The Association) shall have any right of inspecting any account or book or document of The Association except as conferred by statute or authorised by the Board or by The Association in General Meeting.
- 48** The Board shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before a General Meeting of The Association such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary and shall not less than twenty-one clear days before the date of the General Meeting send and/or make available the annual accounts in accordance with the requirements of Section 238 of the Act.

AUDITORS

- 49** The provisions of the Act as to the appointment, powers, rights, remuneration and duties of the Auditors shall be complied with.
- 50** The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any Member is entitled to receive and to be heard at any General Meeting on any part of the business of the meeting which concerns them as auditors.

THE EXECUTIVE COMMITTEE

- 51 a)** The Executive Committee shall be made up as follows:
- (i) The Chairman of each Regional Committee shall be a Member of the Executive Committee and shall continue to be a Member of the Executive Committee for so long as he continues to hold the office of Regional Chairman. If a Regional Chairman is unable to attend any meeting of the Executive Committee, the Deputy

Chairman of the relevant Regional Committee shall be entitled to attend and vote at the Executive Committee meeting in place of the relevant Regional Chairman.

- (ii) The Chairman of the Board shall ex officio be a Member of the Executive Committee.
 - (iii) The Chairman of the Training Council may attend and speak at Executive Committee meetings when invited to do so by the Executive Committee and where the business to be discussed at the meeting specifically relates to his area of responsibility and expertise, but he shall not be a Member of the Executive Committee and shall not, in any circumstances, be entitled to vote.
 - (iv) The Chairman of the Trade Committee may attend and speak at Executive Committee meetings when invited to do so by the Executive Committee and where the business to be discussed at the meeting specifically relates to his area of responsibility and expertise, but he shall not be a Member of the Executive Committee and shall not, in any circumstances, be entitled to vote.
 - (v) The Chairman of the WPGA Committee shall ex officio be a Member of the Executive Committee. The Chairman of the WPGA Committee shall continue to be a Member of the Executive Committee for so long as she continues to hold the office of Chairman of the WPGA Committee.
 - (vi) The Executive Committee shall each year elect from their number a Deputy Chairman.
 - (vii) The Chairman of the Board shall ex officio be Chairman of the Executive Committee. The Chairman of the Board shall remain as Chairman of the Executive Committee throughout his tenure of office as Chairman of the Board. If the Chairman of the Board is unable to attend any Executive Committee meeting, the Deputy Chairman of the Executive Committee shall be entitled to attend such meeting and shall act as Chairman of that meeting. If both the Chairman and the Deputy Chairman are unable to attend the meeting, the meeting shall stand adjourned for 14 days to the same day of the week at the same time and place (or to such other day, time and place, not being later than four weeks from the date of the original meeting, as may be agreed by the Chairman) and if at the adjourned meeting both the Chairman and the Deputy Chairman are not present within half an hour from the time appointed therefore, such adjourned meeting shall be dissolved.
 - (viii) a person who, in the opinion of the Board, is or has previously been guilty of a serious breach of the Code of Ethics shall not be eligible to be nominated as a Member of the Executive Committee. In the case of an Executive Committee Member who is found guilty of a serious breach of the Code of Ethics (after completion of The Association's disciplinary procedures and without prejudice to any other remedy available to The Association), that Member shall vacate his office immediately and shall not be eligible for future nomination.
 - (ix) no employee of the Company shall be a Member of the Executive Committee.
 - (x) with the exception of the Chairman of the Board, no Member of the Board shall also be a Member of the Executive Committee.
- b) Powers and duties of the Executive Committee
- (i) General
The Executive Committee shall be responsible for all matters specifically delegated to the Executive Committee by the Board relating to the management and administration of the affairs and tournaments of The Association.

- (ii) **Discipline**
The Executive Committee's powers and duties in regard to discipline shall be subject to the overall authority of the Board and shall be carried out as hereinafter defined and provided for in the Regulations.
- (iii) **Delegation**
The Executive Committee shall have the power to delegate to permanent or ad hoc committees or individuals any of its functions.

c) procedure at meetings of the Executive Committee

The Executive Committee shall make its own rules of procedure at all meetings provided that such rules shall incorporate the following:

- (i) The Chairman shall have a second and casting vote;
- (ii) if in the absence of the Chairman, the Deputy Chairman takes the chair, he shall not have a second or casting vote;
- (iii) no business may be transacted at a meeting of the Executive Committee unless there shall be a quorum present and until otherwise determined by the Executive Committee a quorum shall consist of not less than five Members or their deputies (duly appointed in accordance with Article 51(a)(i));
- (iv) The Chief Executive shall be entitled to attend and be heard at all meetings of the Executive Committee but shall not be entitled to vote;
- (v) fourteen days' notice in writing shall be given to the Executive Committee of all meetings unless two-thirds of the Executive Committee agree to accept short notice;
- (vi) any two Members of the Executive Committee shall be empowered to requisition a meeting of the Executive Committee and shall submit to the Chief Executive with the requisition a notice in writing of the resolution they wish to put to the Executive Committee whereupon the Chief Executive shall convene a meeting within twenty-eight days and supply a copy of the resolution to the Members of the Executive Committee.

NOTICES

52 A notice may be served by The Association upon any Member, either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members (or in the case of an electronic communication, such address as is notified to The Association by the Member).

53 Any Member described in the Register of Members by an address not within the United Kingdom or Eire, who shall from time to time give The Association an address within the

United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom or Eire shall be entitled to receive notices from The Association. In the case of a Member who has provided an address to which notices may be served upon him using electronic communication, any entitlement to have notices served upon him at such an address shall be subject to the Board's discretion.

- 54** Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. In the case of a notice contained in an electronic communication, it shall be deemed to have been served at the expiration of 24 hours after the time it was sent. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- 55** In the case where The Association and a Member have agreed for copies of accounts and reports, and other notices, to be accessed from a web site, the documents shall be treated as having been sent to the Member at least 21 days before a General Meeting, provided:
- a) the documents are published on the web site throughout the period beginning at least 21 days before the General Meeting and ending with the conclusion of the General Meeting; and
 - b) notification is given to the Member of their publication on the web site at least 21 days before the General Meeting.

THE REGIONS AND COUNTIES

- 56** For the purposes of management, the areas over which The Association has jurisdiction shall be divided into regions and Counties.
- 57** The regions shall comprise the East region, the Irish region, the Midland region, the North region, the Scottish region, the South region and the West region. The areas comprising each region shall be as defined and provided for in the Regulations.
- 58** The Counties shall comprise the areas as defined and provided for in the Regulations.
- 59** Members shall be attached to the appropriate regions and Counties in accordance with the Regulations.
- 60**
- a) subject as hereinafter provided, the management of the regions shall be carried out by Regional Committees subject to the provisions of the Regulations, provided that no Regional Committee shall make any rule for the administration of its region which is inconsistent with or at variance with the policy of the Board.
 - b) each Regional Committee shall consist of eight Members of that region (not being employees of The Association) who shall serve for two years and from amongst whose number a Chairman and Deputy Chairman of the region shall be appointed each year.
 - c) the eight Members of each Regional Committee shall be the nominees of the County Committees.
 - d) the representation of Counties upon the Regional Committee and the ratio thereof shall be in accordance with and as defined and provided for in the Regulations.
 - e) at each Regional Annual General Meeting the four Members of that Regional Committee who shall have held office for the longest period (as defined by the Regulations) shall retire and the remaining Members of the Regional Committee shall approve and appoint the nominees of the County Committees or, in the case of the Scottish region, the nominees of the Members of that region, to serve in their place. A retiring Member of a Regional Committee shall be eligible for re-election. Such newly elected Members of

the Regional Committee shall represent the same geographical areas as the retiring Members.

- f) in the event of a Member of a Regional Committee resigning, dying, ceasing to be a Member of his appropriate County or becoming incapable of carrying out his duties by reason of mental or physical incapacity or otherwise being required to vacate his office, his place shall be filled by another Member of that County who shall be a nominee of that County Committee and shall serve upon the Regional Committee until such time as the original Member would, in the normal course of events, have retired.
 - g) a Member of The Association who, in the opinion of the Board, has previously been guilty of a serious breach of the Code of Ethics shall not be eligible for nomination and appointment to Membership of the Regional Committee. In the case of a Regional Committee Member who is found guilty of a serious breach of the Code of Ethics (after completion of The Association's disciplinary procedures and without prejudice to any other remedy available to The Association), that Member shall vacate his office immediately and shall not be eligible for future nomination.
- 61 a) save as hereinafter provided, the management of the Counties shall be carried out by County Committees subject to the provisions of the Regulations provided that no County Committee shall make any rule for the administration of its County which is inconsistent with or at variance with the policy of the Board.
- b) each County Committee shall consist of between three and eight Members of that County (not being employees of The Association) who shall serve for two years and from amongst whose number a Chairman and Deputy Chairman of the County shall be appointed each year.
 - c) at each County Annual General Meeting the number of Members of that County Committee nearest to one-half of the total number of Members on that County Committee (rounded down to the nearest whole number) who shall have held office for the longest period (as defined by the Regulations) shall retire and the Members of that County shall elect an equivalent number of Members to serve in their place. A retiring Member shall be eligible for re-election.
 - d) in the event of a Member of a County Committee resigning, dying, ceasing to be a Member of that County or becoming incapable of carrying out his duties by reason of mental or physical incapacity or otherwise being required to vacate his office, his place shall be filled by another Member of that County who shall be appointed by the remaining Members of the County Committee and who shall serve upon the County Committee until such time as the original Member would in the normal course of events, have retired.
 - e) a Member of The Association who in the opinion of the Board has previously been guilty of a serious breach of the Code of Ethics shall not be eligible for nomination and appointment to Membership of a County Committee. In the case of a County Committee Member who is found guilty of a serious breach of the Code of Ethics (after completion of the Association's disciplinary procedures and without prejudice to any other remedy available to The Association), that Member shall vacate his office immediately and shall not be eligible for future nomination.
- 62 a) the financial affairs and accounts of each region shall be under the ultimate control of the Board.
- b) the financial affairs and accounts of each County shall be under the direct control of the County Committee.

- c) the financial year for the regions and Counties shall be consistent with the financial year of The Association.
- 63** a) subject to the ultimate control and overriding authority of the Board, the Executive Committee shall be charged with responsibility for the financial affairs and obligations of the regions and Counties and may delegate the day-to-day management therefore to the appropriate committees
- b) the right to accept or reject entries for regional or County tournaments shall rest solely with the committee concerned.
 - c) the affairs of each region or County shall be subject to the scrutiny and control of the Executive Committee, such scrutiny and control to be exercised by the Executive Committee in accordance with the powers delegated to it by the Board and the Executive Committee shall be empowered to veto any rule or decision of a Regional or County Committee, if, in the opinion of the Executive Committee, it considers the rule or decision contrary to the Code of Ethics, the Regulations or the policy of the Board.
- 64** Each Regional Committee shall appoint a Regional Secretary on the recommendation of the Chief Executive, the Chairman of the region concerned and the Member of the Board elected in respect of that region. In the event of disagreement between the Chief Executive and the Chairman of the region as to the appointment of a Regional Secretary, the Board Member may determine the issue or, at his option, refer the matter to the Board. A Regional Secretary shall be an employee of The Association and shall report to his Regional Committee and, when so required, to the Executive Committee and to the Board. The powers and duties of the Regional Secretaries shall, in respect of their respective regions, be the same as those of the Chief Executive in respect of The Association. The terms of contracts of employment of all Regional Secretaries shall be subject to the prior approval of the appropriate Regional Chairman.
- 65** Each County Committee shall appoint a County Secretary who may be retained or employed by that County. County Secretaries shall report to their County Committees and when so required, to their Regional Committees. The powers and duties of County Secretaries shall, in respect of their Counties, be the same as those of Regional Secretaries in respect of their regions. The terms of contracts of employment of all County Secretaries shall be subject to the prior approval of the appropriate County Chairman.

WOMEN'S PROFESSIONAL GOLF ASSOCIATION

- 66** The WPGA shall be a section of The Association providing guidance and advice on all matters relating specifically to women Members of The Association.
- 67** Women Members of The Association and the Members for the time being of the Ladies' European Tour Limited who are elected to Membership of The Association shall be subject to procedures governing training, qualification, eligibility, subscription, continuing professional development, professional standards, resignation, privileges and discipline as set out in the Regulations in addition to those prescribed from time to time by the committee of the WPGA the provisions whereof shall be subject to the Regulations and the policy of the Board. The provisions of the Regulations in respect of the convening and conduct of general meetings shall apply to the annual and other general meetings of the WPGA.
- 68** a) save as hereinafter provided, the management of the WPGA shall be carried out by a committee subject to the provisions of the Regulations provided that such committee shall make no rule for administration of the WPGA which is inconsistent with or at variance with the policy of the Board.

- b) the committee of the WPGA shall consist of six Members of that section (not being employees of The Association) who shall serve for two years and from whom the Chairman and Deputy Chairman of the WPGA shall be appointed each year. At each Annual General Meeting of the WPGA the three Members of the committee of the WPGA who shall have held office for the longest period (as defined in the Regulations) shall retire and The Members of the WPGA shall elect three Members to serve in their place. A retiring Member of the committee of the WPGA shall be eligible for re-election.
- c) in the event of a Member of the WPGA Committee resigning, dying, ceasing to be a Member of the WPGA or becoming incapable of carrying out her duties by reason of mental or physical incapacity or otherwise being required to vacate her office, her place will be filled by another Member of the WPGA who shall serve upon the WPGA Committee until such time as the original Member would in the normal course of events have retired.
- d) a Member of the WPGA who in the opinion of the Board has previously been guilty of a serious breach of the Code of Ethics shall not be eligible for nomination and appointment to Membership of the WPGA Committee. In the case of a WPGA Committee Member who is found guilty of a serious breach of the Code of Ethics (after completion of The Association's disciplinary procedures and without prejudice to any other remedy available to The Association), that Member shall vacate her office immediately and shall not be eligible for future nomination.
- e) the financial affairs and accounts of the WPGA shall be under the direct control of the Board.
- f) The Chief Executive or his nominated representative shall act as the Secretary to the WPGA. The powers and duties of the Chief Executive shall in respect of the WPGA be the same as those of the Regional Secretaries.

OFFICERS OF THE ASSOCIATION

- 69** A person who, in the opinion of the Board, has previously been guilty of a serious breach of the Code of Ethics shall not normally be eligible to be nominated as an Officer of The Association. In the case of an Officer of The Association who is found guilty of a serious breach of the Code of Ethics (after completion of The Association's disciplinary procedures and without prejudice to any other remedy available to The Association), that officer shall vacate his office immediately and shall not be eligible for future nomination.
- 70** The Board shall be entitled for such a period as it thinks fit, to appoint any person as President of The Association. The President shall not be entitled to attend any committee meetings of the Board unless invited to do so but shall be invited to attend all functions and tournaments of The Association. The 18th Earl of Derby (deceased) shall bear the title "President in Memoriam".
- 71** The Board shall be entitled for such period as they think fit to appoint Vice-Presidents of The Association who shall be persons who shall have given outstanding service to The Association. Vice-Presidents shall be entitled to attend any functions of The Association but shall have no voting powers.
- 72** The Captain shall be nominated by a majority vote of the Board and the Executive Committee and his nomination and appointment shall be subject to the ratification of the Members at the Annual General Meeting. The Captain shall hold office for two years and shall at all times be a Member of The Association. The Captain shall not serve upon the Board nor upon the Executive Committee but shall be entitled to attend and be heard at all

meetings of the Board but shall not be entitled to vote. The Captain shall represent The Association at golfing and other events.

- 73** The Vice-Captain shall be nominated by a majority vote of the Board and the Executive Committee and his nomination and appointment shall be subject to the ratification of the Members at the Annual General Meeting. The Vice-Captain shall hold office for two years and shall at all times be a Member of The Association. The Vice-Captain shall not serve upon the Board nor upon the Executive Committee but shall be entitled to attend and be heard at all meetings of the Board but shall not be entitled to vote. The Vice-Captain shall be entitled to stand in for the Captain at any event or function the Captain is unable to attend.
- 74** a) there shall be a Chief Executive of The Association who shall be an employee of the Association and shall act as Secretary to The Association (in his capacity as its company secretary), the Executive Committee and any other permanent or ad hoc committees of The Association at the request of the Board and that committee. The Board may from time to time by resolution appoint such person or persons to act as Assistant or Deputy Secretary of The Association and any such person as may be appointed may act in place of the Chief Executive (in his capacity as Secretary to The Association) if the Chief Executive be incapable of acting as such.
- b) The Chief Executive shall receive notice of and shall be entitled to attend and be heard at the whole or any part of the meetings of the Board, as directed by the Board, but shall not be entitled to vote. The Chief Executive shall receive notice of and shall be entitled to attend and be heard at meetings of all committees. He shall have no voting powers except in respect of any committee of which he is a Member. He shall also be entitled to attend at any functions of The Association.
- c) The Chief Executive shall be responsible for the keeping of minutes of all meetings of the Board and all committees of which he is Secretary.
- d) The Chief Executive shall have the power, in conjunction with the Chairman of the Board, subject to the overall control of the Board, to negotiate the terms of employment of employees and to arrange for The Association to enter into contracts of employment.
- e) The Chief Executive's powers and duties in regard to the summary discipline and suspension of Members of The Association shall be subject to the overall authority of the Board and shall be carried out as hereinafter defined and provided for in the Regulations.
- f) The Chief Executive shall be responsible for the administration and records of the Association and for carrying out the decisions of the Board, the Executive Committee and other committees of which he is Secretary.
- g) The Chief Executive shall ensure that proper records are kept in respect of the financial affairs of The Association and shall procure the auditing of the accounts of the Association.
- h) The Chief Executive shall have the power to delegate any of his functions unless the Board otherwise determines.

THE ASSOCIATION YEAR

- 75** The Membership, subscription and financial year of The Association shall be determined by the Board from time to time by Regulation. Unless and until otherwise provided by the Board in the Regulations, The Association's financial year shall be from 1 January until 31 December and its Membership and subscription year shall be from 1 October to 30 September, but the terms of office of the Officers and of the Members of the Executive Committee and other committees shall normally run from 1 April to 31 March following.

PROPERTY OF THE ASSOCIATION

- 76** If The Association shall be wound-up and after satisfaction of all its debts and liabilities there shall remain any assets of The Association, the same shall not be paid or distributed amongst the Members but, subject to the following provisions of this Article, shall be given or transferred to such institution or institutions having objects wholly or partially similar to the objects of The Association as shall be determined by the Members at or before the time of dissolution or, if no such determination is made by the Members at or before dissolution, then after dissolution by those persons who were Members of the Board immediately prior to dissolution or, in default of any such determination being made within six months of dissolution, by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter and, if and so far as effect cannot be given to such provisions, then to some charitable object.

INDEMNITY

- 77** Every director, agent, auditor, secretary and other officer (including the Chief Executive) for the time being of The Association shall be indemnified out of the assets of The Association against any liability incurred by him in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court.

CONFLICTS OF INTEREST

- 78** (a) Subject to and in accordance with the Companies Act 2006:
- (i) the Board may authorise any matter or situation in which a Member of the Board (the "Conflicted Director") has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of The Association (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not The Association could take advantage of it) and for this purpose a conflict of interest includes a conflict of interest and duty and a conflict of duties (the "Conflict Situation");
 - (ii) any authorisation given in accordance with this Article 78 may be made on such terms and subject to such conditions and/or limitations as the Board may, in their absolute discretion, determine (including, without limitation, excluding the Conflicted Director and any other interested director from certain Board meetings, withholding from him or them certain Board or other papers and/or denying him or them access to certain confidential information) and such terms, conditions and/or limitations may

be imposed at the time of or after the authorisation and may be subsequently varied or terminated; and

- (iii) in considering any request for authorisation in respect of a Conflict Situation, the Board shall be entitled to exclude the Conflicted Director from any meeting or other discussion (whether oral or written) concerning the authorisation of such Conflict Situation and they shall also be entitled to withhold from such Conflicted Director any Board or other papers concerning the authorisation of such Conflict Situation.
- (b) without requiring authorisation under the provisions of Article 78, a Member of the Board may be or become subject to one or more Conflict Situations as a result of him being a Member of The Association or having a direct or indirect interest in any transaction or arrangement with, holding any office, employment or position with, or having any other direct or indirect interest (including, without limitation, any economic or commercial interest) in any subsidiary of The Association (as such term is defined in the Companies Act 2006.)