Company No. 06371386

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

- of -

THE WARWICKSHIRE UNION OF GOLF CLUBS LIMITED

Incorporated on 14 September 2007

Memorandum and Articles of Association
adopted by Special Resolution dated 23rd March 2017

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

THE WARWICKSHIRE UNION OF GOLF CLUBS LIMITED

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1. The name of the Company (hereinafter called "**the Union**") is "THE WARWICKSHIRE UNION OF GOLF CLUBS LIMITED". Unless stated to the contrary within this document, words and expressions used shall have the same meaning as set out in the Articles of Association of the Union.

2. The registered office of the Union will be situated in England.

3. The objects for which the Union is established shall be:

   (i) to acquire and undertake the assets and liabilities transferred to the Union by and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as the Warwickshire Union of Golf Clubs and to indemnify the Warwickshire Union of Golf Clubs, its officers, members, members of its Council, Executive Committee and any other committees and its employees against all costs, claims, demands, actions and proceedings relating to those assets and liabilities and the undertaking of the Warwickshire Union of Golf Clubs and in respect of all liabilities, obligations and commitments (whether legally binding or not) of the Warwickshire Union of Golf Clubs transferred to the Union and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;

(ii) to affiliate to The English Golf Union Limited and co-operate with The English Golf Union Limited in all matters relating to Amateur Golf, including compliance with the rules of The English Golf Union Limited and the rules and regulations of any body to which The English Golf Union Limited is itself affiliated;

(iii) to promote, administer and encourage the development of and participation in the sport of golf which is governed by the Rules of Golf and played by men adhering to the Rules of Amateur Status (hereinafter called "**Amateur Golf**") within the County (as defined in the Articles of Association);

(iv) to provide for, make and vary all such rules, regulations and bye-laws, from time to time, as they relate to persons involved in Amateur Golf in the County;

(v) to co-operate with the Royal and Ancient Golf Club of St Andrews and the Midland Golf Union and to recognise the R & A as the ruling authority for determining the Rules of Golf and the Rules of Amateur Status;

(vi) to assist in maintaining a uniform system of handicapping as the Area Authority for the Council of National Golf Unions within the County and to duly operate the Standard Scratch Score and Handicapping Scheme 1983 as amended from time to time;

(vii) to co-ordinate and support the affairs of Amateur Golf in the County and at all levels according to the provisions of the Union's Memorandum and Articles of Association (and rules made thereunder) for the benefit of its Affiliated Clubs, golfers and of Amateur Golf as a whole;

(viii) to take such action from time to time as the Board of Directors may consider desirable;

(ix) to undertake and execute charitable trusts relating to Amateur Golf in the County;

(x) to develop broad strategy for performance, development and competition for Amateur Golf throughout the County;

(xi) to secure, as far as practicable, a uniform policy in all matters affecting the administration and development of Amateur Golf in the County and, to that end, to co-operate with and enter into agreements with relevant organisations to set out the respective roles and functions of the Union;

(xii) to monitor the performance of those bodies involved in the implementation and delivery of programmes and strategies developed by the Union;

(xiii) to develop, lead and assist in commercial, marketing and public relations policies and activities for Amateur Golf in the County;

(xiv) to co-ordinate, organise and promote golf championships, trophy events, competitions and matches with participating golf unions and such other activities as the Board of Directors may think fit and to organise and administer the annual County championships;

(xv) to oversee the selection of and co-ordination of officials for Amateur Golf events organised by the Union;

(xvi) to select, co-ordinate and train golf teams to represent the County at regional and national Amateur Golf events; and

(xvii) to commission and carry out research into any aspect of Amateur Golf.

4. In furtherance of the above objects (but not further or otherwise) the Union shall have the following powers:

(i) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections;

(ii) to be a member of, establish, purchase or otherwise acquire, any company or business which, in the opinion of the Union, may be carried on so as, directly or indirectly, to benefit the Union;

(iii) to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Union subject to such consents as may be required by law;

(iv) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property;

(v) to borrow or raise money for the objects of the Union on such terms and on such security as may be thought fit subject to the consent of the Members in General Meeting if borrowings exceed £30,000 in the aggregate and to such consents as may be required by law;

(vi) to take and accept any gift of money, property or other assets whether or not subject to any special trust for the objects of the Union;

(vii) to print and publish any newspapers, periodicals, books, articles or leaflets;

(viii) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise;

(ix) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;

(x) to invest moneys of the Union not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

(xi) to make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any trusts, unions or institutions which are for the benefit of Amateur Golf in England or any part thereof;

(xii) to engage and pay any person or persons whether on a full or part time basis or whether as consultant or employee, to supervise, organise, carry on the work of and/or advise the Union;

(xiii) subject to the provisions of clause 5 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;

(xiv) to amalgamate with any companies, institutions, societies or unions which shall have objects altogether or mainly similar to those of the Union or which are for the benefit of Amateur Golf and which prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited by this Memorandum of Association;

(xv) to pay out of funds of the Union the costs, charges and expenses of and incidental to the formation and registration of the Union;

(xvi) to do all such other lawful things as will further the attainment of the objects of the Union or any of them.

5. The income and property of the Union shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise by way of profit to members of the Union. The Union may remunerate directors by salary or fees or by benefit in money or money's worth from the Union's funds for discharging their duties as such, provided that such remuneration:

(i) is fixed having regard to the current remuneration of employees in comparable posts;

(ii) does not exceed the general market rate for employees providing comparable services; and,

(iii) is not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of the Union, or by reference to the level of the Union's gross income from some or all of its activities.

6. The liability of the Members is limited.

7. Every Member of the Union undertakes to contribute to the assets of the Union, in the event of the same being wound up while it is a Member, or within one year after it ceases to be a Member, for the payment of the debts and liabilities of the Union contracted before it ceases to be a Member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (One Pound).

8. If upon the winding-up or dissolution of the Union there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid to or distributed among the Members of the Union in proportion to their contributions to such property.

I certify that this is a true copy of the Memorandum of Association of the Union adopted by Special Resolution on the 23rd day of March 2017.

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Chairman

Company No. 06371386

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE WARWICKSHIRE UNION OF GOLF CLUBS LIMITED

INTERPRETATION

1.1 The following terms shall, for the purposes of these Articles, bear the meanings set opposite them:

Affiliated Club	those clubs admitted from time to time to membership of the Union in accordance with Article 3.1 and any applicable Rules and who are entitled to receive notice of, attend and vote at general meetings;
Amateur Golf	the general name for the sport of golf which is governed by the Rules of Golf and played by men adhering to the Rules of Amateur Status;
Articles	these Articles of Association;
clear days	a period of days exclusive of the day on which a notice is served or deemed to be served and of the day for which it is given;
the Companies Acts	the Companies Act 1985 as amended by the Companies Act 1989 and as further modified by the

	Companies Act 2006 or any statutory modification or re-enactment for the time being in force;
County	the county of Warwickshire (including certain West Midlands postal areas which fall within the original Warwickshire boundary lines) being the area determined from time to time by The English Golf Union Limited;
County Captain	the person elected from time to time under Article 45 to be the Captain of the Union;
County Second Team Captain	the person elected from time to time under Article 46 to be the Second Team Captain of the Union;
County Operations Director	the person appointed from time to time under Article 43 as County Operations Director and who shall also be the company secretary of the Union for the purposes of the Companies Acts;
County Treasurer	the person elected from time to time under Article 44 to be the County Treasurer of the Union;
directors of the Board	the board of directors of the Union established in accordance with Article 48, the members of which are the directors of the Union for the purposes of the Companies Acts;
Elected Director	a director of the Union elected, from time to time, pursuant to Article 48(d);
electronic form	the same meaning as in the Companies Act 2006;
financial statements	the income and expenditure account, balance sheet and such other financial reports prepared in accordance with any statutory requirements from time to time in force;
general meeting	an annual or an extraordinary general meeting of the Union;
hard copy form	the same meaning as in the Companies Act 2006;
Immediate Past President	the person who served as President of the Union immediately prior to the current President;

Members	the Affiliated Clubs of the Union who are admitted as members of the Union pursuant to Article 3.1 and are entitled to receive notice of, attend and vote at general meetings.
membership	membership of the Union by the members in accordance with these Articles;
the Office	the registered office of the Union;
Officials	the persons appointed from time to time as Officials of the Union as set out in Article 78;
Past President	a living person who has served as President of the Union or its predecessor, the unincorporated association known as the Warwickshire Union of Golf Clubs at some time;
President	the person appointed from time to time in such manner as set out in Article 38 to be the President of the Union;
President-Elect	the person appointed from time to time in such manner as set out in Article 39 to be the President-Elect of the Union;
Regulations	the regulations and policies of the Union made by the Board in accordance with Article 6 as amended from time to time;
Rules	the rules of the Union made by the Union in general meeting in accordance with Article 5 as amended from time to time;
Rules of Golf and Rules of Amateur Status	the rules for the sport of golf and governing amateur status as from time to time laid down by R & A Rules Limited;
Union	the above named company;
Vice Presidents	those persons admitted by the Union in general meeting from time to time as Vice Presidents of the Union pursuant to Article 42 and "Vice President" shall mean one of them;

Website	the Union's website which, at the date of incorporation, may be accessed at: www.warksgolf.co.uk or such other successor website as notified to the members from time to time.

1.2 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 (except where used in the definition of Amateur Golf). Words importing persons shall include corporations and unincorporated associations.

1.3 Subject as aforesaid, any words or expressions defined in the Companies Acts or any statutory modification thereof in force at the date on which these Articles become binding on the Union shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

OBJECTS

2. The Union is established for the purposes expressed in the Memorandum of Association of the Union.

MEMBERSHIP

3.1 The subscribers to the Memorandum of Association of the Union, the members as at the date of incorporation of the unincorporated association known as the Warwickshire Union of Golf Clubs and such other organisations as are admitted as Members by the Board in accordance with the Articles and any applicable Rules shall be the Members of the Union. Affiliated Clubs may exercise such powers as are prescribed by section 323 of the Companies Act 2006 and shall appoint a person as their representative to act in accordance with their wishes in all dealings with the Union (including attendance and voting at general meetings) and shall inform the County Operations Director of the name of such representative. No organisation shall be admitted as a Member of the Union unless it is approved by the Board. Every organisation that wishes to become a Member shall deliver to the Union, or such other person designated by the Board, an application for membership in such form as the Board requires. For the purposes of registration the number of Members is declared to be unlimited.

3.2 To be eligible for membership as an Affiliated Club, a golf club must be situated, either partly or entirely, within the County and must:

(a) have a Constitution and Rules approved by the Union and which recognise and comply with the Rules of Golf published from time to time by R & A Rules Limited ("**the R & A**");

(b) have golfing and other facilities of a standard acceptable to the Union;

(c) give control to its members, or to a committee thereof, for the election of and the handicapping of members in accordance with the CONGU Unified Handicapping Scheme from time to time in force;

(d) undertake to conform to the Union's Memorandum & Articles of Association and Rules;

3.3 The approved subscriptions for Affiliated Clubs in the Union shall be payable in each year on such date or dates and in such manner as shall from time to time be determined by the Board. The subscriptions are in respect of:

(a) the annual subscription payable to The English Golf Union Limited calculated on a “per capita” basis in respect of each male playing member (irrespective of category) of the Affiliated Club;

(b) the annual subscription of the Union approved each year by the Board calculated on a “per capita” basis in respect of each male playing member (irrespective of category) of the Affiliated Club;

(c) the round-sum annual subscription payable to the Midland Golf Union based on whether the Affiliated Club is a 9, 18, 27 or 36 hole golf course.

No Affiliated Club, nor any of its playing members, whose subscriptions are in arrears shall be entitled to play in any English Golf Union, County Union or other golfing meeting of the Union and any entries into such events shall not be accepted. An Affiliated Club shall be deemed to be “in arrears” if its subscriptions are not paid to the Union within six months of the due date. An Affiliated Club deemed to be “in arrears” shall, for all purposes, be liable at the instance of the Board to cease to be a member of the Union but the Board shall be entitled to reinstate such member on payment of all arrears.

4. An Affiliated Club may withdraw from membership of the Union by giving notice to the County Operations Director before 31 October in any year failing which the Affiliated Club shall be liable to pay the appropriate subscriptions for the following year. Membership shall not be transferable in any event and shall cease immediately on dissolution or on the failure of the member to comply or to continue to comply with any condition of membership set out in the Articles or the Rules.

5. The Union in general meeting may from time to time make, vary and revoke Rules relating to the following aspects of the Union including (without limitation) rules:

(a) setting out different categories of membership of the Union;

(b) setting out rights, privileges and obligations of the different categories of member;

(c) setting the maximum levels of subscriptions to be paid by the different categories of member having been requested to consider these matters by the Board; and,

(d) for the appointment of sub-committees and regional groups to assist the Board in the administration of the Union.

6. The Board (or any committee or sub-committee to whom it delegates its powers) shall have the power to make, vary and revoke Regulations including mechanisms and standing orders for the administration of the Union including (without limitation):

   (a) regulations as to the function, role and operation of committees, sub-committees and regional groups to assist the Board in the administration of the Union;

   (b) mandatory regulations (other than rules relating to their membership) for Affiliated Clubs including the obligation (if so requested) to extend courtesy of the course and clubhouse to the Union on at least one day per calendar year for any tournament or match arranged by the Union provided that reasonable notice is given by the Union.

   (c) regulations for the selection of competitors to represent the County in matches and competitions and the management of any team of competitors so selected;

   (d) regulations to ensure compliance with national and international rules relating to doping control;

   (e) regulations setting out procedures and powers of a disciplinary sub-committee the proceedings for which will be conducted in accordance with terms and conditions for such sub-committees recommended from time to time by The English Golf Union Limited;

   (f) regulations for the promotion and organisation of championships;

   (g) mechanisms for co-ordinating the arrangement of and the date of fixtures of Amateur Golf competitions and matches;

   (h) mechanisms for co-ordinating the commercial activities of the sport of Amateur Golf in the County;

   (i) a health and safety policy incorporating consideration for the welfare of junior golfers under the age of 18;

   (j) an equity policy;

   (k) regulations to ensure that golfers are not discriminated against on the grounds of disability;

(l) regulations for an appropriate level of expenses to be paid to directors, Officials, committee and sub-committee members who undertake duties on behalf of the Union and to players who represent the Union in golf matches and competitions and in regional, national and international tournaments; and,

(m) such other regulations or policies as the Board thinks fit.

7. It shall be the duty of the Board if at any time it shall be of the opinion that the interests of the Union so require, by notice in hard copy form sent by prepaid post to a Member's address, to request that Member to withdraw from membership of the Union within a time specified in such notice. No such notice shall be sent except on a vote of a majority of the directors present and voting, which majority shall include one half of the total number of the Board for the time being.

8. If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from membership by submitting notice in hard copy form of the Member's resignation, or if at any time after receipt of the notice requesting the Member to withdraw from membership the Member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board. The directors and the Member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting and such notice shall specify the matter to be discussed. The Member concerned shall be required to attend the meeting and shall be entitled to present a statement in the Member's defence either verbally or in hard copy form, and shall not be required to withdraw from membership unless half of the directors present and voting shall, after receiving the statement in the Member's defence, vote for the expulsion, or unless the Member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the Member shall fail to attend the meeting without sufficient reason being given, the Member shall thereupon cease to be a member and the Member's name shall be erased from the register of members. The Member may appeal to a general meeting of the Union against the decision of the Board but, if the Board's decision is upheld, the Member will be liable for the costs of holding the general meeting.

   The provisions of Articles 7 and 8 shall apply mutatis mutandis to any proposal of the Board that a Member be suspended from membership of the Union.

GENERAL MEETINGS

9. The Union shall hold a general meeting 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 so long as the Union holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.

10. The annual general meeting shall be held for the following purposes:

(a) to receive from the Board financial statements pursuant to Article 86;

(b) to receive from the Board a report of the activities of the Union since the previous annual general meeting;

(c) to appoint or ratify the appointment of the directors in compliance with Article 48;

(d) to ratify the appointment of the Officials and the Vice Presidents; and,

(e) to transact such other business as may be brought before it (including, if necessary, the appointment of auditors).

11. All general meetings, other than annual general meetings, shall be called extraordinary general meetings. A Member may propose a resolution (or resolutions) to be considered at a general meeting. Such proposed resolutions must be seconded by another Member and made in writing addressed to the County Operations Director and be received not less than 35 days before the general meeting at which they are to be proposed.

12. The Board may call general meetings and, on the requisition of one twentieth of the Members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene an extraordinary general meeting for a date not later than seven weeks after receipt of the requisition. Such requisition must state the object of the meeting. If there are not within England sufficient directors to call a general meeting, any director or the County Operations Director may call a general meeting.

NOTICE OF GENERAL MEETINGS

13. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

(a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and,

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the members.

14. The notice shall specify the place, the day and the hour of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. All business transacted at an extraordinary general meeting and all that is transacted at an annual general meeting with the exception of

the business set out in Article 10, shall be deemed special business. The notice shall be given to all the members entitled to vote thereat and to the directors.

15. 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

16. 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, 10 Members present in person shall be a quorum.

17. 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 the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other 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.

18. The Chairman of the Board shall preside as chairman at every general meeting but, if he shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the directors present shall choose a director who is present to preside.

19. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

20. The chairman of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to him that:

    (a) Members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;

    (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or,

(c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.

21. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special or extraordinary resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.

22. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Companies Acts, a poll may be demanded:

    (a) by the chairman of the meeting; or

    (b) by at least five Members;

    and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

23. Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

24. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

25. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

27. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. 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 the poll was demanded. If a poll is demanded before the declaration of the result of a show of

hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

28. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

29. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

30. A resolution in hard copy form executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

VOTES OF MEMBERS

31. Every Member shall be entitled to receive notice of, attend general meetings and cast one vote on a show of hands or a poll. Every Member is entitled to send any number of representatives to general meetings but only one of those representatives shall have a vote on a show of hands or on a poll. On a poll votes may be given either personally (by the representative) or by proxy.

32. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

"The Warwickshire Union of Golf Clubs Limited

I/We, , of

being a member/members of the above-named Union, hereby appoint

of

, or failing him,

of

, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Union to be held on 20[ ] and at any adjournment thereof.

Signed on 20[ ] ."]

33. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

"The Warwickshire Union of Golf Clubs Limited

I/We, , of

, being a member/members of the above-named Union, hereby appoint of

, or failing him,

of

, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Union to be held on 200[ ], and at any adjournment thereof. This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 20[ ].

34. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:

(a) in the case of an instrument in hard copy form be deposited at the Office or at such place within England as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Union in relation to the meeting not less than one hour before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of an appointment contained in an instrument in electronic form, where an address has been specified for the purpose of receiving proxy appointments in electronic form:

(i) in the notice convening the meeting, or

(ii) in any instrument of proxy sent out by the Union in relation to the meeting, or

(iii) in any invitation contained in a communication in electronic form to appoint a proxy issued by the Union in relation to the meeting,

be received at such address not less than one hour before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

(c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than one hour before the time appointed for the taking of the poll; or

(d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Company Secretary or to any director; and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this Article 34 and Article 35, "address", in relation to instruments or communications in electronic form, includes any number or address used for the purposes of receiving such instruments or communications by electronic means.

35. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Union at the Office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was in electronic form, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

36. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case unless the chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.

37. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

PRESIDENT

38. At the annual general meeting in 2008 and at the annual general meeting every second year thereafter the President shall retire. Nominations for the office of President shall be made by the Board in advance of the annual general meeting for ratification at the annual general meeting. A person so appointed shall hold office for a two-year term until the next but one annual general meeting. The President shall have such rights and privileges as the Union shall from time to time prescribe. A casual vacancy arising in the position of President shall be filled by the Board (subject to ratification at the next following annual general meeting) provided that the person appointed to fill the vacancy shall hold office only until such time as the person he replaced was due to retire, but shall be eligible for re-appointment for one further two-year term or such shorter period as the Union in general meeting may decide. For the avoidance of doubt, the President-Elect will normally be put forward as President, having served his term as President-Elect. Any Member may nominate a person for the office of President and must do so on the form prescribed by the Board. Any nomination must be seconded by another Member and signed by the nominee. Members may only nominate or second one candidate and the form must be completed and returned to the Office not later than such date as the Board shall prescribe.

PRESIDENT-ELECT

39. At the annual general meeting in 2009 and at the annual general meeting every second year thereafter a person may be appointed as President-Elect. Nominations for the office of President-Elect shall be made by the Board in advance of the annual general meeting for ratification at the annual general meeting. A person so appointed shall hold office for a one-year term until the next annual general meeting at which it is intended he be proposed as President. The President-Elect shall have such rights and privileges as the Union shall from time to time prescribe. A casual vacancy arising in the position of President-Elect shall be filled by the Board provided that the person appointed to fill the vacancy shall hold office only until such time as the person he replaced was due to be put forward for the position of President. Any Member may nominate a person for the office of President-Elect and must do so on the form prescribed by the Board. Any nominations must be seconded by another Member and signed by the nominee. Members may only nominate or second one candidate and the form must be completed and returned to the Office not later than such date as the Board shall prescribe.

IMMEDIATE PAST PRESIDENT

40. A person who completes his term as President shall automatically be entitled to fulfill the role as Immediate Past President. Such person shall hold office for a one-year term until the next annual general meeting . In the absence of the President at any time during

this one-year term, the Immediate Past President shall fulfill (in the absence of the President) all duties normally carried out by the President.

PAST PRESIDENTS

41. A person other than the Immediate Past President who has served as President of the Union (or as President of the unincorporated association known as the Warwickshire Union of Golf Clubs) shall become a Past President. All Past Presidents shall have the right to attend and speak at general meetings and shall have such other rights and privileges as the Union shall from time to time prescribe.

VICE-PRESIDENTS

42. The Union may appoint Vice-Presidents. A nomination for Vice-President may be made in writing to any member of the Board or to the County Operations Director. If accepted, such nomination shall be submitted to the annual general meeting for approval by the Members. All Vice Presidents shall have the right to attend and speak at general meetings and shall have such other rights and privileges as the Union shall from time to time prescribe.

COUNTY OPERATIONS DIRECTOR

43. The Board may, subject to Articles 74 and 75 below, appoint a person to be the County Operations Director on such terms and for such period as they think fit and may delegate to him such of their powers as they think desirable to be executed by him. The County Operations Director shall have such rights and privileges as the Board shall from time to time prescribe.

COUNTY TREASURER

44. At each annual general meeting the County Treasurer shall retire. Nominations for the office of County Treasurer shall be made by the Board for ratification at the annual general meeting. If there is only one candidate nominated, that candidate shall be declared elected unopposed at the annual general meeting. In the event of there being two or more nominations, there shall be an election at the annual general meeting. A person so elected shall hold office for a one-year term from the annual general meeting at which he is elected to the annual general meeting in the year after his election but shall be eligible for re-election for further one-year terms. The County Treasurer shall have such rights and privileges as the Board shall, from time to time, prescribe.

COUNTY CAPTAIN

45. At the annual general meeting in 2009 and at the annual general meeting every second year thereafter the County Captain shall retire unless he and the Board shall agree otherwise. Nominations for the office of County Captain shall be made by the Board for ratification at the annual general meeting. If there is only one candidate nominated, that candidate shall be declared elected unopposed at the annual general meeting. In the event of there being two or more nominations, there shall be an election at the annual general meeting. A person so elected shall hold office for a two-year term until the next but one annual general meeting after his election unless at the end of such term he and the Board shall agree otherwise.

COUNTY SECOND TEAM CAPTAIN

46. At the annual general meeting in 2008 and at the annual general meeting every second year thereafter the County Second Team Captain shall retire unless he and the Board shall agree otherwise. Nominations for the office of County Second Team Captain shall be made by the Board for ratification at the annual general meeting. If there is only one candidate nominated, that candidate shall be declared elected unopposed at the annual general meeting. In the event of there being two or more nominations, there shall be an election at the annual general meeting. A person so elected shall hold office for a two-year term until the next but one annual general meeting after his election unless he and the Board shall agree otherwise.

BOARD

47. The number of directors shall be not less than three and unless and until varied by ordinary resolution of the Union in general meeting shall be subject to a maximum of five.

48. The directors shall be:

    (a) the President but only up to the Annual General Meeting held in 2018;

    (b) the County Operations Director;

    (c) the County Treasurer;

    (d) up to two Elected Directors (if so elected) in respect of the year ending with the annual general meeting held in 2018 and thereafter up to three Elected Directors (if elected);

    (e) such other person(s) (if any) as the Board may from time to time in its sole discretion co-opt to the Board provided that the number of directors shall not exceed any maximum fixed by these Articles. Any person so co-opted shall require the approval of the Union at the next annual general meeting.

ELECTED DIRECTOR

49. Any Elected Director shall serve for a one year term from the annual general meeting at which he is elected to the annual general meeting in the following year, but shall be eligible for re-election for further year terms. Any Member may nominate a person to be an Elected Director and must do so on the form prescribed by the Board. Any nomination must be seconded by another Member and signed by the nominee. Members may only nominate or second one candidate and the form must be completed and returned to the Office not later than such date as the Board shall prescribe.

CASUAL VACANCIES

50. A casual vacancy arising among the offices of President, Immediate Past President, President-Elect, County Operations Director, County Treasurer or Elected Director shall be filled by the Board and a casual vacancy arising among the Officials shall be filled by the Board provided that all such appointments are subject to ratification at the next annual general meeting (if requisite) and provided also that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election for further terms.

REMOVAL OF DIRECTORS

51. In addition and without prejudice to the provisions of section 168 of the Companies Act 2006, the Members may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the director in whose place he is appointed would have held the same if he had not been removed.

52. The office of director shall be vacated:

    (a) once he attains the age of 80 (unless the other directors recommend unanimously that he be nominated for re-election at the next annual general meeting);

    (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;

    (c) if he becomes of unsound mind;

    (d) if by notice in writing to the Board he resigns his office;

    (e) if he becomes prohibited from holding office by law or by reason of any court order made under the Companies Acts; and

(f) if he is removed from office by a resolution duly passed pursuant to section 168 of the Companies Act 2006.

53. Unless the Board resolves otherwise, any director who shall, without sufficient reason, absent himself from three consecutive meetings of the Board, will be understood to have resigned his position as a director, and the Board shall be entitled to appoint another director in his place.

POWERS OF THE BOARD

54. The business of the Union shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Union as they think fit and may exercise all such powers of the Union, and do on behalf of the Union all such acts as may be exercised and done by the Union including, without prejudice to the generality of the foregoing, the power to borrow, and as are not by the Acts or by these Articles required to be exercised or done by the Union in general meeting, subject nevertheless to the Memorandum of Association or by any regulations of these Articles, to the provisions of the Companies Acts for the time being in force and affecting the Union, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Union in general meeting, but no regulation made by the Union in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

55. The Board may act notwithstanding any vacancy in their body.

56. If the Board shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons as Members, or summoning a general meeting, but not for any other purpose.

PROCEEDINGS OF THE BOARD

57. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that at least four such meetings shall be held in each year.

58. Questions arising at a meeting shall be decided by a majority of votes. Voting on any issue shall be by show of hands. Subject to Article 70 each director shall be entitled to one vote. In the case of an equality of votes, the chairman of any meeting of the Board shall have a casting vote.

59. A director may at any time summon a meeting of the Board by notice served upon the directors. Notice of all meetings and minutes of all meetings shall be served on all members of the Board.

60. The Directors shall choose one of their number to be Chairman of the Board but if he is not present within fifteen minutes after the time appointed for holding the meeting or is not willing to preside, the directors present shall choose one of their number to be chairman of the meeting.

61. 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 Union for the time being vested in the Board generally. The quorum for meetings of the Board shall be three.

62. The Board may delegate any of their powers to any sub-committee consisting of such of their number and/or such other persons as they think fit.

63. Any sub-committee formed pursuant to Article 62 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Board. The resolution making the delegation shall specify the terms of reference and financial limits within which the sub-committee shall function. The meetings and proceedings of the Board of Directors and any such sub-committee 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. All acts and proceedings of the such sub-committees shall be reported in due course to the Board.

64. All acts bona fide done by any meeting of the Board, or of any sub-committee, or by any person acting as a director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such director 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.

65. The Board shall cause proper minutes to be made of all appointments of the Board and of the proceedings of all meetings of the Union and of the Board, and of sub-committees, 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.

66. A resolution in hard copy form signed by all the directors for the time being or by all the members for the time being of any sub-committee who are entitled to receive notice of a meeting of the Board or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Board or sub-committee duly convened and constituted.

67. Subject to Article 48, the President shall be entitled to attend meetings of the Board and to speak thereat but shall not be counted in the quorum and shall not be entitled to vote on any matter.

DIRECTORS' APPOINTMENTS AND INTERESTS

68. Save as otherwise provided by these Articles, a director shall not vote at a meeting of the Board, or of a sub-committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Union unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

    (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Union;

    (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Union for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

    (c) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by HM Revenue & Customs for taxation purposes.

    For the purposes of this regulation, an interest of a person who is, for any purpose of the Companies Acts (excluding any statutory modification thereof not in force when this regulation becomes binding on the Union), connected with a director shall be treated as an interest of the director.

69. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

70. The Union may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of the Board, or a sub-committee formed under Article 62.

71. If a question arises at a meeting of the Board or of a sub-committee as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

72. Subject to the provisions of the Companies Acts and to Article 73 below, the Board may enter into an agreement or arrangement with any director for his employment by the Union or for the provision by him of any services outside the scope of the ordinary duties of a director.

73. Any appointment, agreement or arrangement made with any director in accordance with Article 72 above may be made upon such terms as the Board determine and they may remunerate any such director for his services as they think fit provided that such remuneration:

   (a) is fixed having regard to the current remuneration of directors in comparable posts;

   (b) does not exceed the general market rate for directors providing comparable services;

   (c) is not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of the Union, or by reference to the level of the Union's gross income from some or all of its activities.

74. Subject to the provisions of the Companies Acts, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a director notwithstanding his office:

   (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Union or in which the Union is otherwise interested;

(b) shall be an eligible director for the purposes of any proposed decision of the Board (or sub-committee of directors) in respect of such contract or proposed contract in which he is interested;

(c) shall be entitled to vote at a meeting of the Board or of a sub-committee of the directors, or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested;

(d) may act by himself or herself or his firm in a professional capacity for the Union (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;

   (e) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Union or in which the Union is otherwise interested; and,

   (f) shall not, by reason of his office, be accountable to the Union for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

75. For the purposes of these Articles:

   (a) a general notice given to the Board that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and

(b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

76. No director shall take any loan from the Union.

77. Subject to such benefits being provided in accordance with the principles set out in Article 75(a) and (b) above, the Board may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Union or with any body corporate which is or has been a subsidiary of the Union or a predecessor in business of the Union or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

OFFICIALS

78. The Officials of the Union shall be:

(a) the Past Presidents of the Union (and of the unincorporated association known as the Warwickshire Union of Golf Clubs);

(b) the County Captain;

(c) the County Second Team Captain;

(d) the Manager of the County Membership Scheme; and

(e) the members of any sub committees appointed by the Board.

79. All Officials of the Union (other than the Past Presidents, County Captain and County Second Team Captain who shall be appointed in accordance with these Articles) shall be appointed by the Board for such periods as the Board sees fit from time to time and all Officials so appointed may be removed by the Board .

80. The Officials of the Union shall have the right to attend and speak at general meetings but shall not be entitled to vote at such meetings unless acting as a representative for a Member.

ACCOUNTS

83. The Board shall cause accounting records of the Union to be kept in accordance with section 386 of the Companies Act 2006 and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).

84. Accounting records shall be kept at the Office or, subject to section 388 of the Companies Acts 2006, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Board.

85. If required by the provisions of the Companies Acts, the accounts of the Union shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors. Auditors, if required, shall be appointed and their duties regulated in accordance with the Companies Acts.

86. At the annual general meeting in every year the Board shall lay before the Members financial statements for the period since the last preceding financial statements (or in the case of the first financial statements since the incorporation of the Union) made up to a date not more than seven months before such meeting. Copies of such financial statements and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of section 424(4) of the Companies Acts 2006, be sent to all persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

NOTICES

87. The Union may validly send or supply any document (including any notice) or information to a member in hard copy form, electronic form or by making it available on the website in accordance with and subject to the "company communication provisions" of the Companies Act 2006, but this Article does not affect any other provision in any relevant legislation or these Articles requiring notices or documents to be supplied or delivered in a particular way.

88. The following provisions shall apply in relation to documents (including notices) and information sent or supplied by the Union to a member.

    (a) Where a document or information (whether in hard copy form or electronic form) is delivered by hand, it is deemed to have been received by the intended recipient at the time it is handed to or left for the member.

    (b) Where a document or information (whether in hard copy form or electronic form) is sent by post or courier, to an address in the United Kingdom, it is treated as being received by the intended recipient:

        (i) 48 hours after it was posted, if first class post was used; or

(ii) 72 hours after it was posted or given to the courier, if first class post was not used;

provided that it was properly addressed and either put into the post system or given to the courier with postage or delivery paid.

(c) Where a document or information is sent by fax or electronic mail, it is deemed to have been received by the intended recipient at the time it was sent provided that it was sent to the correct fax number or email address.

(d) Where a document or information is sent by means of the Website, it is deemed to have been received by the intended recipient when the material was first made available on the Website, or if later, when the recipient received (or is deemed to have received) information that it was available on the Website.

Proof that a notice contained in a communication in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

INDEMNITY

89. Subject to the provisions of the Companies Acts but without prejudice to any indemnity to which a director may otherwise be entitled, every director, other officer, Official sub-committee member and employee of the Union shall be indemnified out of the assets of the Union against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union.

90. The Board shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, other officers, Officials, sub-committee members or employees of the Union or who are or were at any time trustees of any pension fund in which any employees of the Union are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Union or pension fund.

DISSOLUTION

91. Clause 8 of the Memorandum of Association relating to the winding-up and dissolution of the Union shall have effect as if the provisions thereof were repeated in these Articles.

I certify that this is a true copy of the Articles of Association of the Company adopted by Special Resolution on the 23rd day of March 2017.

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Chairman