

The Companies Act 2006

Adopted by Special Resolution at the Annual General Meeting on 1 December 2021

Articles of Association

of

THE BROOMIEKNOWE GOLF CLUB LIMITED

A Private Company Limited by guarantee, having no share capital

Incorporated under the Companies Act 1948, on 31 October 1953

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

1.1. In the Articles, unless the context requires otherwise—

- a) The company shall be called ‘THE BROOMIEKNOWE GOLF CLUB LIMITED’ and is hereinafter referred to as ‘THE CLUB’;
- b) “Act” means The Companies Act 2006;
- c) "Annual General Meeting" means an annual general meeting of the Club;
- d) “Annual Subscription” means the annual fees due by a member to the Club in return for their membership of the Club;
- e) “Articles” means THE CLUB’S articles of association;
- f) “Captain” means the current captain of the Club;
- g) “Chairman” has the meaning given in article 12;
- h) “Chairman of the meeting” has the meaning given in article 30;
- i) “Companies Acts” means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the Club;
- j) “Director” means a director of the Club, and includes any person occupying the position of director, by whatever name called;
- k) The Board of Directors shall be called “The Council” in these Articles;
- l) “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
- m) “electronic form” has the meaning given in section 1168 of the Act;
- n) “member” has the meaning given in section 112 of the Act;
- o) “eligible members” are members of the Club who are eligible to vote;
- p) “Insolvency” includes individual bankruptcy proceedings in a jurisdiction other than Scotland which have an effect similar to that of insolvency;
- q) “Office Bearers” means those Directors of the Club who hold the positions of Captain, Vice-Captain, Director of Administration (or Secretary), Finance Director (or Treasurer) and Director of Golf Course Management (or Greens Convenor), each an Office Bearer;
- r) “ordinary resolution” has the meaning given in section 282 of the Act, passed on a simple majority of eligible members;

- s) “participate”, in relation to a Directors’ meeting, has the meaning given in article 10;
- t) “proxy notice” has the meaning given in article 36;
- u) “special resolution” has the meaning given in section 283 of the Act, passed on a majority of not less than 75% of eligible members;
- v) “subsidiary” has the meaning given in section 1159 of the Act;
- w) “Vice-Captain” means the current vice-captain of the Club”; and
- x) “writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2. Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Act as in force on the date when these articles become binding on the Club.

2. Liability of members

- 2.1. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Club in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for:
- a) payment of the Club’s debts and liabilities contracted before he or she ceases to be a member;
 - b) payment of the costs, charges and expenses of winding up; and
 - c) adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS’ POWERS AND RESPONSIBILITIES

3. Directors’ general authority

- 3.1. Subject to the articles, the Directors are responsible for the management of the Club, for which purpose they may exercise all the powers of the Club.
- 3.2. The Council shall prepare and maintain operational procedures (“Standing Orders”) that set out clearly: the process of appointment of Directors; the role and responsibilities of each Director or any other person with delegated powers and/or duties; and the remit and membership of any committee formed under Article 6.
- 3.3. The Council may, subject to all applicable laws make, vary or repeal bye-laws, rules, regulations, policies and procedures regarding the management of the Club as they may consider necessary and expedient. No member shall be absolved from the said bye-laws by reason of his/her not having received a copy of the same or of any alteration made thereon or having otherwise no notice of them.

4. Members' reserve power

- 4.1. The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
- 4.2. No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

5. Directors may delegate

- 5.1. Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:
 - a) to such person or committee;
 - b) by such means (including by power of attorney);
 - c) to such an extent;
 - d) in relation to such matters or territories; and
 - e) on such terms and conditions as they think fit.
- 5.2. If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 5.3. The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

6. Committees

- 6.1. The Council may delegate any of their powers to a committee concerned with any of the operational functions of the Club. Membership of such committees may include members of the Club and, as appropriate, employees of the Club.
- 6.2. The chair of such committees will be a Director, or a member who has delegated powers and/or duties, with responsibility for an operational function. The number of members and terms of membership of a committee shall be determined by the Council and contained in operating procedures in accordance with Article 6.4.
- 6.3. Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors. Such decisions that go beyond any delegated powers shall be recommended to the Council for approval.
- 6.4. The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

7. Decision making by Directors

7.1. Directors are to take decisions collectively with the general rule being that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 8.

7.2. If—

a) the Club only has one Director, and

b) no provision of the articles requires it to have more than one Director,

the general rule does not apply, and the Director may take decisions without regard to any of the provisions of the articles relating to Directors' decision-making.

8. Unanimous decisions

8.1. A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other by any means that they share a common view on a matter.

8.2. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

8.3. References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

8.4. A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

9. Calling a Directors' meeting

9.1. Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice.

9.2. Notice of any Directors' meeting must indicate:

a) its proposed date and time;

b) where it is to take place; and

c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

9.3. Notice of a Directors' meeting must be given to each Director, but need not be in writing.

9.4. Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Club not more than 7 days after the date on which the meeting is held.

9.5. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

10. Participation in Directors' meetings

- 10.1. Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
 - a) the meeting has been called and takes place in accordance with the Articles, and
 - b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 10.2. In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 10.3. If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

11. Quorum for Directors' meetings

- 11.1. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 11.2. The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than five, and unless otherwise fixed it is five.
- 11.3. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
 - a) to appoint further Directors, or
 - b) to call a general meeting so as to enable the members to appoint further Directors.

12. Chairing of Directors' meetings

- 12.1. The Captain shall chair the meetings of the Council.
- 12.2. The person so appointed for the time being is known as the Chairman.
- 12.3. The Directors may terminate the Chairman's appointment at any time.
- 12.4. If the Chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the Vice-Captain shall chair the meeting. If the Vice-Captain is not participating in a Directors' meeting within 10 minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

13. Casting vote

- 13.1. If the numbers of votes for and against a proposal are equal, the Captain, the Vice-Captain, or other Director chairing the meeting has a casting vote.
- 13.2. But this does not apply if, in accordance with these Articles, the Captain, the Vice-Captain or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. Conflicts of interest

- 14.1. If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Club in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 14.2. But if article 14.3 applies, a Director who is interested in an actual or proposed transaction or arrangement with the Club is to be counted as participating in the decision-making process for quorum and voting purposes.
- 14.3. This paragraph applies when:
- a) the Club by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
 - b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - c) the Director's conflict of interest arises from a permitted cause.
- 14.4. For the purposes of this article, the following are permitted causes:
- a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Club or any of its subsidiaries;
 - b) subscription, or an agreement to subscribe, for securities of the Club or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Club or any of its subsidiaries which do not provide special benefits for Directors or former Directors.
- 14.5. For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- 14.6. Subject to Article 14.7 if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive.
- 14.7. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

15. Records of decisions to be kept

- 15.1. The Directors must ensure that the Club keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

16. Directors' discretion to make further rules

- 16.1. Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

APPOINTMENT OF DIRECTORS

17. Methods of appointing Directors

- 17.1. Any member who is willing to act as a director, and is permitted by law to do so, may be appointed to be a Director by:
- a) ordinary resolution, or
 - b) a decision of the Directors in accordance with Article 17.9.
- 17.2. The Council shall consist of not less than six or more than nine Directors, who shall be members of the Club and shall be made up of a Captain, Vice-Captain, Director of Administration (Secretary), Finance Director (Treasurer) and Director of Golf Course Management (Greens Convenor) and no more than four other members who shall be Directors of the Club.
- 17.3. The Council shall set out in Standing Orders the process of appointment and the arrangements for the rotation of Directors, aimed at ensuring continuity of the Club's management. The election of Office Bearers and other Directors shall take place at the annual general meeting of the Club as follows:
- a) a Captain and a Vice-Captain shall be elected to hold office for a two-year period and shall retire at the end of that two-year term;
 - b) the other Office Bearers shall be elected to hold office for a term of three years and a maximum of two consecutive terms may be served; and
 - c) four other Directors shall be elected at the Annual General Meeting to hold office for a three-year term and may serve a maximum of two consecutive terms.
- 17.4. A retiring Director shall not be eligible for re-election to the Council at the Annual General Meeting at which his or her term of office expires except:
- a) in the case of a person appointed to fill a casual vacancy who has served for not more than one year;
 - b) a person elected as an Office Bearer or other Director who has served only one term of office; or

- c) a year has elapsed since the Office Bearer or Director retired, having served two consecutive terms of office.
- 17.5. All nominations for new Directors (other than those made by the Directors) will be made in writing, signed by a proposer and a seconder, on a form designed by the Directors for that purpose. Such nominations will require to be lodged with the Club at least twenty-one days before the annual general meeting for which they are to be considered.
- 17.6. Such nominations in Article 17.3 must have the consent of the member so nominated and will be notified to members in the notice calling the annual general meeting.
- 17.7. No member shall be eligible for election to Council unless they have been a member of the Club for a minimum of 3 years.
- 17.8. The Club may from time to time by ordinary resolution increase or reduce the number of the Council and may also determine in what rotation the increased or reduced number is to retire from office, but always subject to the provisions of the Act.
- 17.9. The Council shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Council but so that the total of their number shall not at any time exceed the number fixed in accordance with these Articles.
- 17.10. Any Director or Office-bearer so appointed shall hold office only until the next following annual general meeting and taking account of the terms of Article 17.2 shall then be eligible for re-election. Such a Director's appointment shall not be taken into account in determining the Directors who are to retire by rotation at such annual general meeting.
- 17.11. The Club may by ordinary resolution, in accordance with section 282 of the Act, remove a Director before the expiration of his or her period of office, notwithstanding anything in any agreement between it and that Director.
- 17.12. Special notice is required of a resolution to remove a Director under sub-article 17.9 or to appoint somebody instead of a Director so removed at the meeting at which he is removed.
- 17.13. A vacancy created by the removal of a Director in accordance with Article 17.9, if not filled at the meeting at which the Director is removed, may be filled as a casual vacancy.
- 17.14. A person appointed Director in place of a person removed under Article 17.9 is treated, for the purpose of determining the time at which they or any other Director is to retire, as if he or she had become Director on the day on which the person in whose place he or she is appointed was last appointed a Director.
- 17.15. This section is not to be taken as:
- a) depriving a person removed under it of compensation or damages payable to him or her in respect of the termination of his or her appointment as Director or of any appointment terminating with that as Director, or
 - b) derogating from any power to remove a Director that may exist apart from this section.

18. Termination of Director's appointment

- 18.1. A person ceases to be a Director as soon as:
- a) that person ceases to be a Director by virtue of any provision of the Act or is prohibited from being a Director by law;
 - b) that person is removed as a Director in accordance with Article 17.11;
 - c) that person ceases to be a member by virtue of Article 22;
 - d) a bankruptcy order is made against that person;
 - e) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - f) a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - g) notification is received by the Club from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

19. Directors' expenses

- 19.1. The Club may pay any reasonable expenses which the Directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

20. Applications for membership

- 20.1. All categories of membership of the Club will be open to all persons irrespective of nationality, ethnicity, gender, sexual orientation, religion, belief, age or disability unless that category of membership has reached its limit as provided in these Articles.
- 20.2. No person shall become a member of the Club unless:
- a) that person has completed and submitted to the Director of Administration, an application for membership in a form approved by the Directors; and
 - b) the Directors have approved the application
- 20.3. The Council shall make procedures for the admission of new members in all categories and shall ensure that the details of all new members are added to the register of members.

- 20.4. The Council shall decide on the admission of all applicants. If the Council do not agree unanimously to admit an applicant, a majority vote will decide.

21. Categories of Membership

- 21.1. The number of members having the right to play golf at the Club shall not exceed 750 but the Council may from time to time increase the limit on the number of such playing members.
- 21.2. **Full Members** of the Club, regardless of gender, shall be full members who have attained the age of 30 years and have had their application for membership approved by the Council. Such members shall be eligible to vote at any general meeting.
- 21.3. If a Full Member, who joined the Club before 1st August 2014, attains the age of 65 years or more and has been a member of the Club for at least 20 years, his/her Annual Subscription shall be £200 less than the Full Members' Annual Subscription as approved by the members in general meeting or by the Council in terms of the authority delegated to the Council by Article 24.2, as the case may be. The reduction will take place in the financial year of the Club following the year in which the Full Member attains the age of 65 years or more and has paid their 20th Annual Subscription. All other terms and conditions of membership will remain unaltered.
- 21.4. **Young Adult Members:** members of the Club who are 18 to 24 years old on the first day of the financial year of the Club in which they join shall pay 50% of the Full Members' Annual Subscription. Thereafter, such Young Adult Members shall become liable to pay the following amounts of the Full Members' Annual Subscription when they are 25, 26, 27, 28 or 29 years old on the first day of the financial year of the Club i.e. 55%, 60%, 70%, 80% and 90% respectively. The full amount of the Full Members' Annual Subscription shall become payable when a Young Adult Member is 30 years old on the first day of the financial year of the Club. Such members shall be eligible to vote at any general meeting.
- 21.5. Junior Members may be admitted as Young Adult Members on attaining the age of 18 years without payment of any entry fee, subject to them having been an Associate Member for at least three years.
- 21.6. **Associate Members**, may be admitted at the discretion of the Council, on such terms and numbers as the Council may from time to time determine in the following categories:
- a) **Junior Members:** open to anyone under the age of 18 years. A Junior Member aged 8 years to 12 years shall pay 5% of the Full Members' Annual Subscription. A Junior Member aged 13 years to 16 years shall pay 15% of the Full Members' Annual Subscription and a Junior Member aged 17 or 18 years shall pay 25% of the Full Members' Annual Subscription.
 - b) **Five-day Members** Such members will have playing rights from Monday to Friday and will only be allowed to participate in mid-week competitions. A Five-day Member shall pay £200 less than the Full Members' Annual Subscription as approved by the members in general meeting or by the Council, subject to Article 24.2 below, as the case may be. Existing Full Members or Young Adult Members of the Club may only transfer to Five-day Membership at the sole discretion of the Council;

- c) **Country Members:** This category of membership is restricted to those members whose permanent place of residence exceeds a 30 miles radius of the clubhouse. A Country Member whose permanent place of residence exceeds 30 miles, but is less than 50 miles radius of the clubhouse, shall pay 50% of the Full Members' Annual Subscription. Country members whose permanent place of residence exceeds 50 miles radius of the Clubhouse shall pay 35% of the Full Members' Annual Subscription. Country Members are eligible to enter all Club competitions. A Country Member may be admitted as a Full Member on payment of the current Annual Subscription and where appropriate the prevailing entry fee.
- d) **Honorary Members:** The distinction of Honorary Membership may be conferred upon anyone in recognition of him or her being a distinguished golfer or for services rendered to the Club or for such other reason which may seem good and sufficient. Nominations for Honorary Membership will be considered by the Council and where appropriate recommended to the Club by ordinary resolution for approval by members eligible to vote at a general meeting.
- e) **Non-Playing Members:** Shall be restricted to a maximum of 300 who, on payment of such Annual Subscription as the Council may determine, will have full use of the clubhouse facilities. Any golf played will be charged at the appropriate visitor's rate. A spouse, partner and child (aged 18 and over) of a member is eligible for a non-playing membership at such discounted rate as may be set by the Council from time to time. The Council may also offer non-playing family membership packages at such rates as it may from time to time determine.
- f) **Golden Members:** Full Members, as defined in Article 22.2 above who have paid a total of 50 Annual Subscriptions will become Golden Members of the Club in the financial year of the Club following the payment of their 50th Annual Subscription. The Annual Subscription for Golden Members will be set by the Council from time to time.
- g) **Veteran Members:** Full Members, as defined in Article 22.2 above who attain the age of 85 years or more and have paid at least 20 Annual Subscriptions, will become Veteran Members of the Club in the financial year of the Club following the year in which that member attains the age of 85 years or more and has paid their 20th Annual Subscription. The Annual Subscription for Veteran Members will be set by the Council from time to time.

21.7. Associate Members, with the exception of Honorary, Golden and Veteran members, have the right to attend but are not eligible to vote at any general meeting.

22. Termination of membership

22.1. A member wishing to resign their membership shall give seven days notice in writing to the Director of Administration. If the member has paid their Annual Subscription to the Club, they shall continue to have the privileges granted by their level of membership until the end of that financial year.

22.2. Membership is not transferable.

22.3. A person's membership terminates when that person dies or ceases to exist.

- 22.4. In cases of alleged misconduct by a member on the golf course, clubhouse, or, of any action that would bring the Club into disrepute and contrary to the Club's code of conduct, that member may be liable to censure, suspension, expulsion or other such sanction as may be appropriate.
- 22.5. In such cases as outlined in Article 22.4, the member will be subject to the Club's disciplinary procedures.
- 22.6. Any member who is subject to such discipline as provided for in Article 22.4 shall not be entitled to any refund of fees and will in addition be liable for payment of all fees for the period of ban or suspension, irrespective of category of membership, if membership is to be maintained.

23. Re-admission

- 23.1. The Council shall have the power to re-admit any former member of the Club on such conditions as the Council may consider appropriate.

24. Entry Fees, Subscriptions and Levies

- 24.1. The amount of any entry fees shall be such sum as may be fixed from time to time by the Council.
- 24.2. The Council has the authority to increase the Full Members' Annual Subscription by a sum not exceeding 3% without calling a general meeting. The Council shall have the power to propose by ordinary resolution an increase in the Full Members' Annual Subscription by a sum in excess of 3%. Such an increase shall be payable upon the passing of such resolution by members eligible to vote at a general meeting, in accordance with the Articles.
- 24.3. The Council shall have the power to regulate the manner in which all entry fees and Annual Subscriptions shall be paid.
- 24.4. If a member's Annual Subscription remains unpaid on 30 April the Council shall have the power to remove that individual as a member.
- 24.5. A member removed in accordance with article 24.4 may only be re-admitted as a member if all outstanding amounts due to the Club have been repaid.
- 24.6. Members reinstated after having been removed in accordance with article 24.4 for non-payment of Annual Subscriptions by 30 April shall be liable for a surcharge of not more than 10% of the Annual Subscription.
- 24.7. The Council at the annual general meeting or at a general meeting shall have power to propose by ordinary resolution, a special levy upon all those persons who are members of the Club. Such levy shall be due and payable upon the passing of such resolution by members eligible to vote at a general meeting, in accordance with the Articles.
- 24.8. If any member fails to make payment of the levy within one month after a demand in writing has been sent to the person's address, the Council may, at its discretion, expel such member from the Club or suspend the privilege of use of all or some of the facilities provided by the Club on such conditions as the Council may determine.

25. Sections and Subsidiary Clubs

- 25.1. Groups of members shall be permitted to form and maintain sections or subsidiary clubs within the membership for the purpose of promoting the playing of golf provided that:
- a) The rules of any such section or subsidiary club are set out in a proper constitution which has been approved by the Council and has been published as an appendix to the bye-laws of the Club;
 - b) any such rules are consistent with the rules of golf and the principles set out in these Articles; and
 - c) the criteria for entry to any such section or subsidiary club are lawful and have been approved by the Council as being consistent with these articles and have been published as an appendix to the bye-laws of the Club.
- 25.2. Any section or subsidiary club in existence at the time of these Articles being approved will be permitted to continue, subject to compliance with Article 25.1.

ORGANISATION OF GENERAL MEETINGS

26. Calling of General Meetings

- 26.1. The Club shall in each year hold a general meeting as its Annual General Meeting in addition to any other general meetings in that year and shall specify the meeting as such in the notices calling it. An Annual General Meeting shall be called by giving members not less than fourteen days' notice in writing.
- 26.2. Such general meetings may be held via video conferencing, provided that those attending can each see and hear the proceedings and where required can speak to the meeting or ask questions, in accordance with Article 28.
- 26.3. All meetings of the Club, other than an Annual General Meeting, shall be called general meetings.
- 26.4. The Council may call a general meeting each year to determine the amount of the Full Members' Annual Subscription, if an increase greater than that stated in Article 24.2 is required.
- 26.5. All general meetings shall be called by giving members not less than fourteen days' notice in writing, such notice to include the agenda of the meeting being called and full supporting documents for all items on the said agenda, in accordance with Article 27.
- 26.6. The members of the Club may request the Directors to call a general meeting of the Club, in accordance with Articles 26.8 and 26.9, only if those members represent at least five percent of all eligible members.
- 26.7. In accordance with section 304 of the Act, the Council is required to call a general meeting once the Club has received such a request to do so from members and are satisfied that the request meets with the requirements of Articles 26.8 and 26.9. The notice calling such a meeting must be given within 21 days of the request and the meeting must take place on a

date not more than 28 days after the date of the notice. The members who requested the meeting, will be informed of the outcome of the Council's consideration of their request.

- 26.8. A request from members to call a general meeting:
- a) must state the general nature of the business to be dealt with at the meeting;
 - b) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting;
 - c) may be in hard copy form or in electronic form; and
 - d) must be authenticated by the person or persons making it.
- 26.9. A resolution may properly be moved at a meeting unless:
- a) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Club's articles or otherwise);
 - b) it is defamatory of any person; or
 - c) it is frivolous or vexatious.
- 26.10. If the Council is satisfied that the request meets with the requirements of Articles 26.8 and 26.9 but then fail to call a meeting so requested, in accordance with Article 26.7, the members, or more than one half of the members who requested the meeting, may themselves, provided that the requirements of Articles 26.8 and 26.9 are met, call a general meeting for a date no more than 3 months after the date on which the request was made to the Council. This should be in the same manner, as nearly as possible, as that in which meetings are required to be called by the Council. The business which may be dealt with at the meeting includes a resolution of which notice is given, in accordance with the Articles. Any reasonable expense incurred by the members requesting the meeting, by failure of the Directors' duty to call a meeting, will be reimbursed by the Club, unless the meeting so called is outside the requirements of the Act or the Articles.
- 26.11. All notices given in respect of general meetings shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the general meeting and shall be given as described above or in such other manner, if any, as may be prescribed by the Club in general meeting, to such persons as are under the Articles of the Club, entitled to receive such notices from the Club.
- 26.12. It is provided that a general meeting of the Club shall, notwithstanding that it is called by shorter notice than that specified in the Articles, be deemed to have been duly called if it is so agreed:
- a) in the case of a meeting called as the Annual General Meeting by all the members entitled to attend and vote thereat; and
 - b) in the case of any other general meeting, by a majority in number of the members having a right to attend and vote at the general meeting being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

- 26.13. The accidental omission to give notice of a general meeting to or the non-receipt of notice of a general meeting by any person entitled to receive notice shall not invalidate the proceedings at that general meeting.
- 26.14. At an Annual General meeting, the election of the Captain, Vice-Captain, other Office Bearers and other Directors shall be considered and approved by ordinary resolution.
- 26.15. The notice calling an Annual General Meeting or a general meeting shall include details of all business to be considered and shall, subject to the Articles, state whether such business is to be approved by special or ordinary resolution.

27. Notices

- 27.1. A notice may be given by the Club to any member either personally or by sending it by post to them or to their registered address or by means of electronic communication, provided the member has provided their email address for that purpose.
- 27.2. When a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 27.3. A notice sent electronically will be deemed to be delivered unless the sender is notified of a transmission failure.
- 27.4. As regards those members who have no registered address in the United Kingdom a notice posted in the clubhouse shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted.
- 27.5. Notice of every general meeting shall be sent to:
- a) every member by sending copies at the same time (so far as is reasonably practicable) in hard copy form, as in article 27.2 or in electronic form. (Such communication may include associated documentation, including written resolutions); and
 - b) the accountants for the time being of the Club.
- 27.6. No other person shall be entitled to receive notices of general meeting.

28. Attendance and speaking at general meetings

- 28.1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 28.2. A person is able to exercise the right to vote at a general meeting when:
- a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

28.3. The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

28.4. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

28.5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

29. Quorum for general meetings

29.1. No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

29.2. Save as herein otherwise provided, twenty-five eligible members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and such other time and place, as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the eligible members present shall be a quorum.

30. Chairing general meetings

30.1. The Captain or in the Captain's absence the Vice Captain, shall preside as Chair at every general meeting of the Club, or if neither is present within fifteen minutes after the time appointed for holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chair of the meeting.

30.2. If at any meeting no Director is willing to act as Chair or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the eligible members of the Club present shall choose one of their number to Chair the meeting.

30.3. The person chairing a meeting in accordance with this article is referred to as "the Chairman of the meeting".

31. Attendance and speaking by Directors and non-members

31.1. Directors may attend and speak at general meetings, whether or not they are members.

31.2. The Chairman of the meeting may permit other persons who are not members of the Club to attend and speak at a general meeting.

32. Adjournment

32.1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the meeting must adjourn it.

- 32.2. The Chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- a) the meeting consents to an adjournment; or
 - b) it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 32.3. The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 32.4. When adjourning a general meeting, the Chairman of the meeting must:
- a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
 - b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 32.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- a) to the same persons to whom notice of the Club's general meetings is required to be given, and
 - b) containing the same information which such notice is required to contain.
- 32.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

RESOLUTIONS AND MEETINGS

33. Voting: general

- 33.1. A resolution put to the vote of a general meeting must be decided on a show of hands, plus any proxy votes cast, unless a poll is demanded before or on the declaration of the result, in accordance with Article 36.
- 33.2. Unless a poll is so demanded, a declaration by the Chairman of the meeting, in accordance with Article 33.1 above, that a resolution has been carried or carried unanimously or by a particular majority, or lost shall be sufficient and an entry to that effect in the book containing the minutes of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
- 33.3. Except as provided in Article 33.5, if a poll is duly demanded it shall be taken in such manner as the Chairman of the meeting directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- 33.4. Every eligible member at a general meeting shall have one vote only. Any eligible member unable to attend a general meeting may appoint a proxy in accordance with Articles 37 and 38. No eligible member shall be entitled to vote at any meeting unless all moneys due from such member to the Club have been paid.
- 33.5. 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 at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of a poll.

34. Written Resolutions

- 34.1. In accordance with sections 288 to 291 and sections 296 to 298 of the Act, decisions of the Club can be taken without holding a general meeting, by the circulation of a written resolution to every eligible member.
- 34.2. In such circumstances, the Council shall circulate a written resolution notice, in accordance with Article 27, to every eligible member. The circulation notice will include:
- a) A copy of the resolution;
 - b) A copy of any accompanying statement;
 - c) How to signify agreement to the resolution; and
 - d) The date by which the resolution must be passed.
- 34.3. The circulation date will be the date on which the resolution is sent to every eligible member at the same time, so far as is reasonably practicable. Anyone joining the Club as a member between the circulation date and the date on which the resolution must be passed, (inclusive) will not be permitted to vote on that resolution.
- 34.4. All eligible members (or someone acting on a member's behalf) will be asked to signify their agreement on an authenticated document, sent in hard copy form or in electronic form (email). The document must:
- a) Identify the resolution to which it relates; and
 - b) Indicate their name and agreement to it.
- 34.5. Once submitted, a member's agreement to a written resolution cannot be revoked.
- 34.6. Eligible members who represent at least 5% of the total number of eligible members of the Club, may request the Council to circulate a resolution that meets the criteria of 26.7. The members making the request may submit a written statement of not more than 1,000 words. The circulation date must not be more than 21 days after the Council receive the request from members and in accordance with the Articles 34.2 to 34.5.
- 34.7. In accordance with sections 294 and 295 of the Act, the expenses up to a maximum of £100 that may be incurred by the Club in complying with Article 34.6, must be paid in advance by those members making the request, otherwise, the Club will not be bound to comply with the request, unless the Club resolves otherwise. Furthermore, if it is considered to be an abuse of Article 34.6, the Club, or another person who claims to be aggrieved, may

make an application to the Court for an order not to circulate a members' statement made under Article 34.6 and if the Court is satisfied that it is an abuse, then the Court may order those members making the request to pay the whole or part of the Club's expenses.

- 34.8. A written resolution is approved when an adequate number of eligible members signify their agreement and is calculated by assessing the following stated percentages against the total number of members eligible to vote (not the number of votes cast):
- a) a simple majority (50.1% rounded up) for each ordinary resolution; or
 - b) no less than 75% for each special resolution.

35. Errors and disputes

- 35.1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 35.2. Any such objection must be referred to the Chairman of the meeting whose decision is final.

36. Poll votes

- 36.1. A poll on a resolution may be demanded:
- a) in advance of the general meeting where it is to be put to the vote, or
 - b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 36.2. A poll may be demanded by:
- a) the Chairman of the meeting;
 - b) the Directors;
 - c) ten or more persons having the right to vote on the resolution;
 - d) a person or persons representing not less than one tenth of the voting rights of all members having the right to vote on the resolution.
- 36.3. A demand for a poll may be withdrawn if:
- a) the poll has not yet been taken, and
 - b) the Chairman of the meeting consents to the withdrawal.
- 36.4. Polls must be taken immediately and in such manner as the Chairman of the meeting directs.

37. Content of proxy notices

- 37.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- a) states the name and address of the member appointing the proxy;
- b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
- d) is delivered to the Club in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

37.2. The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

37.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

37.4. Unless a proxy notice indicates otherwise, it must be treated as:

- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

38. Delivery of proxy notices

38.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that person.

38.2. An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

38.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

38.4. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

39. Amendments to resolutions

39.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- a) notice of the proposed amendment is given to the Club in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the meeting may determine), and

- b) the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution.
- 39.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- a) the Chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 39.3. If the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman's error does not invalidate the vote on that resolution.

PART 4 ADMINISTRATIVE ARRANGEMENTS

40. Means of communication to be used

- 40.1. Subject to the Articles, anything sent or supplied by or to the Club under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Club.
- 40.2. Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- 40.3. A Director may agree with the Club that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

41. Company seals

- 41.1. Any common seal may only be used by the authority of the Directors.
- 41.2. The Directors may decide by what means and in what form any common seal is to be used.
- 41.3. Unless otherwise decided by the Directors, if the Club has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 41.4. For the purposes of this article, an authorised person is:
- a) any Director of the Club;
 - b) the company secretary (if any); or

- c) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

42. Accounts

- 42.1. In accordance with section 386 of the Act, the Council shall ensure that an adequate accounting record is kept to give a true and fair view of the state of the Club's affairs and to explain its transactions, including:
 - a) all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;
 - b) all sales and purchases of goods by the Club; and
 - c) all assets and liabilities of the Club.
- 42.2. The books of account shall be kept at the registered office of the Club, or at such other place or places as the Council think fit, for a period of 3 years from the date they were made and shall always be open to the inspection of the Directors.
- 42.3. In accordance with section 396 of the Act, and schedule 1 of the Small Companies and Groups (Accounts and Directors' Report) Regulation 2008, the Council shall prepare accounts for each financial year as at 31 March (the accounting referencing date) that give a true and fair assessment of the Club's finances, including:
 - a) A profit and loss account (income and expenditure);
 - b) A balance sheet signed by a Director on behalf of the Council and the printed name of that Director; and
 - c) Notes to the accounts.
- 42.4. In accordance with section 415 of the Act, a Directors' report shall be prepared each year and approved by the Council, in accordance with section 419 of the Act and once so approved, a copy of the approved report and annual accounts shall be sent to every eligible member of the Club, in accordance with section 423 of the Act.
- 42.5. Auditors shall be appointed and their duties regulated in accordance with Section 485 of the Act.
- 42.6. No dividends shall be paid by the Club. All income of the Club after providing for working expenses shall be accumulated with the capital or otherwise dealt with as may be determined by the Council. The Club is hereby deemed to be non-profit making. The Club may not distribute any profit or surplus made, other than to another non-profit making body or on winding-up or dissolution of the Club in part or in whole to the members or to another non-profit making body.
- 42.7. All profit or surpluses deriving from the Club's playing activities is to be applied in maintaining or improving the related facilities or for the purposes of another non-profit making body. In no circumstances shall such profit or surplus be applied to either:
 - a) a salary paid to an Office Bearer of the Club calculated by reference to its profits or gross income; or

- b) goods or services (relevant supplies) purchased from:
 - i. any Office Bearer of the Club;
 - ii. any person connected with such Office Bearer;
 - iii. a person acting as an intermediary between the Club and such Office Bearer; or
 - iv. a person connected with any such person at ii) or iii) above.

43. No right to inspect accounts and other records

- 43.1. Except as provided by law or authorised by the Directors or an ordinary resolution of the Club, no person is entitled to inspect any of the Club's accounting or other records or documents merely by virtue of being a member.

44. Provision for employees on cessation of business

- 44.1. The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Club or any of its subsidiaries (other than a Director or former Director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Club or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

45. Indemnity

- 45.1. Subject to Article 45.2, a relevant director of the Club or an associated company may be indemnified out of the Club's assets against:
- a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Club or an associated company;
 - b) any liability incurred by that director in connection with the activities of the Club or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); and
 - c) any other liability incurred by that director as an officer of the Club or an associated company.
- 45.2. This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 45.3. In this article:
- a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - b) a "relevant director" means any Director or former Director of the Club or an associated company.

46. Insurance

- 46.1. The Directors may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant director in respect of any relevant loss.
- 46.2. In this article:
- a) a “relevant director” means any Director or former Director of the Club or an associated company;
 - b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Club, any associated company or any pension fund or employees’ share scheme of the Club or associated company; and
 - c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

47. Dissolution of the Club

- 47.1. In circumstances that necessitate the dissolution of the Club, the Council shall call a general meeting giving three weeks notice to every member, in accordance with Article 33.4.
- 47.2. The business to be considered at the meeting will be resolved by special resolution and will be contained in the notice of the meeting, in accordance with sub-article 26.15.
- 47.3. If at such a general meeting, the eligible members vote, in accordance with the Articles, to dissolve the Club, the Council must immediately, or at such future date as specified in the resolution, proceed to realise the property of the Club.
- 47.4. The proceeds will be used to establish another golf club of the same name elsewhere, failing which the proceeds will be donated to such sporting charity or charities as are agreed by the membership. In default of such agreement the proceeds will be donated to the Secretary for the time being of Scottish Golf.