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**AMENDED ARTICLES OF ASSOCIATION**

**OF**

**THE WARWICKSHIRE LADIES COUNTY GOLF ASSOCIATION LIMITED**

**A PRIVATE COMPANY LIMITED BY GUARANTEE**

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THE COMPANIES ACTS 1985, 1989 AND 2006

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PRIVATE COMPANY LIMITED BY GUARANTEE

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Amended  
ARTICLES OF ASSOCIATION<sup>1</sup>

- of -

THE WARWICKSHIRE LADIES COUNTY GOLF ASSOCIATION LIMITED<sup>2</sup>

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**PART 1**

**DETAILS, INTERPRETATION AND LIMITATION OF LIABILITY**

**1. Defined terms**

1.1 In these Articles, unless the context requires otherwise:

"the 2006 Act" means the Companies Act 2006 as modified by statute or re-enacted from time to time;

"Affiliated Club" means those clubs admitted from time to time to membership of the Association in accordance with Article 30 and any applicable Rules and who are entitled to receive notice of, attend and vote at general

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<sup>1</sup> Articles 27.1 and 31.2 were amended by written resolution passed as a special resolution and dated 4 November 2010

<sup>2</sup> The Company changed its company name from "The Warwickshire Ladies Golf Association Limited" to "The Warwickshire Ladies County Golf Association Limited" on 31 August 2010.

	meetings;
"Amateur Golf"	is the general name for the sport of golf which is governed by the Rules of Golf and played by women adhering to the Rules of Amateur Status;
"Articles"	means these articles of association, as may be amended from time to time;
Association	means the above named company;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
"the Board"	means the board of directors of the Association established from time to time in accordance with Article 18, the members of which are the directors of the Association for the purposes of the Companies Acts;
"clear days"	means a period of days exclusive of the day on which the notice is served and of the day for which it is given;
"Chairman"	means the chairman of the Board as appointed by the Board in accordance with Article 27;
"chairman of the meeting"	has the meaning given in Article 13.1 (in respect of a board meeting) or Article 36.2 (in respect of a general meeting);

"Companies Acts"	means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Association;
"County"	means the county of Warwickshire;
"County Captain"	means the person elected from time to time as captain of the Association under Article 23;
"director"	means a director of the Association, and includes any person occupying the position of director, by whatever name called;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"Elected Director"	means a director elected in accordance with Article 18.2.5
"electronic form"	has the meaning given in Section 1168 of the 2006 Act;
"general meeting"	means an annual general meeting or other general meeting of the Association;
"hard copy form"	has the meaning given in Section 1168 of the 2006 Act;
"Honorary Secretary"	means the person elected from time to time as Honorary Secretary under Article 26 and who shall also be the company secretary of the Association for the purposes of the Act;
"Honorary Treasurer"	means the person elected from time to time

	as Honorary Treasurer under Article 25;
"members"	means the Affiliated Clubs, female playing members of Affiliated Clubs, and associate members and honorary members who are admitted as members of the Association and are entitled to receive notice of, attend and vote at general meetings;
"the Office"	means the registered office of the Association;
"ordinary resolution"	has the meaning given in Section 282 of the 2006 Act;
"participate"	in relation to a directors' meeting, has the meaning given in Article 11;
"President"	means the person elected from time to time as president under Article 22;
"proxy notice"	has the meaning given in Article 43.1;
"Regulations"	means the regulations and policies of the Association made by the Board in accordance with Article 17.2 and amended from time to time;
"Rules"	means the rules and regulations of the Association made by the Board or by the Association in general meeting, as amended from time to time;
"Rules of Golf and Rules of Amateur Status"	means the rules for the sport of golf and governing amateur status as from time to

time laid down by R&A Rules Limited;

"special resolution" has the meaning given in Section 283 of the 2006 Act;

"subsidiary" has the meaning given in Section 1159 of the 2006 Act;

"Vice-Captain" means the person elected from time to time under Article 24 as vice-captain of the Association; and

"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 2006 Act as in force on the date when these Articles become binding on the Association.

1.3 Words importing the singular number 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.

1.4 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

## **2. Objects**

2.1 The objects for which the Association is established ("Objects") are:

- 2.1.1 to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as "Warwickshire Ladies County Golf Association" and to indemnify Warwickshire Ladies County Golf Association, its officers, members, and members of any of its council, Executive Committee and any other committees and its employees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Warwickshire Ladies County Golf Association and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Warwickshire Ladies County Golf Association and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;
- 2.1.2 to promote, administer and encourage the development of, and participation in Amateur Golf within the County;
- 2.1.3 to arrange championships, trophy events, matches, competitions and such other activities as the Board may think fit and to organise and administer the annual County championships;
- 2.1.4 to provide for, make and vary all such rules, regulations and bye-laws as they relate to persons involved in Amateur Golf in the County from time to time;
- 2.1.5 to co-operate with The English Women's Golf Association and other county golf Associations and golf organisations within England in all matters relating to the administration, promotion and playing of Amateur Golf;
- 2.1.6 to affiliate to The English Women's Golf Association and co-operate with The English Women's Golf Association in all matters relating to Amateur Golf, including compliance with the rules of The English Women's Golf Association and the rules and regulations of any body to which The English Women's Golf Association is itself affiliated;

- 2.1.7 to encourage and promote the interests of Amateur Golf at all levels;
- 2.1.8 to assist in maintaining a uniform system of handicapping as the Area Authority for the Council of National Golf Associations within the County and to duly operate the CONGU Unified Handicapping System as amended from time to time;
- 2.1.9 to take such action from time to time as the Board may consider desirable for the benefit of its members;
- 2.1.10 to undertake and execute charitable trusts relating to Amateur Golf in the County; and
- 2.1.11 to do all such other things as shall be thought fit to further the interests of the Association or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2.

### **3. Powers**

- 3.1 The Association shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects ("the Powers").
- 3.2 The income and property of the Association shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Association. No member shall be paid a salary, bonus fee or other remuneration for playing for the Association.
- 3.3 Nothing in Article 3.2 shall prevent the payment in good faith by the Association:
  - 3.3.1 to any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses in accordance with Article 21;
  - 3.3.2 of interest on money lent by a member of the Association or its directors at a commercial rate of interest;

- 3.3.3 of reasonable and proper rent for premises demised or let by any member of the Association or by any director;
- 3.3.4 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Association; or
- 3.3.5 other payments as are permitted by these Articles.

#### **4. Liability of members**

- 4.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while it or she is a member or within one year after it or she ceases to be a member, for any of the items set out in Article 4.2.
- 4.2 The items for which the members undertake to contribute are:
  - 4.2.1 payment of the Association's debts and liabilities contracted before it or she ceases to be a member;
  - 4.2.2 payment of the costs, charges and expenses of winding up; and
  - 4.2.3 adjustment of the rights of the contributories among themselves.

### **PART 2**

#### **BOARD**

#### **DIRECTORS' POWERS AND RESPONSIBILITIES**

#### **5. Directors' general authority**

- 5.1 Subject to these Articles, any Rules and Regulations made pursuant to them and the Companies Acts, the Board is responsible for the management of the Association's business, for which purpose it may exercise all the powers of the Association.

5.2 No Rule made by the Association in general meeting pursuant to Article 50 shall invalidate any prior act of the Board which would have been valid if such Rule had not been made.

## **6. Directors may delegate**

6.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:

6.1.1 to such person or committee;

6.1.2 by such means (including by power of attorney);

6.1.3 to such an extent;

6.1.4 in relation to such matters or territories; and

6.1.5 on such terms and conditions;

as it thinks fit.

6.2 All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course.

6.3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.

6.4 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

## **7. Committees**

7.1 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.

- 7.2 The Board may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.
- 7.3 The quorum for meetings of any sub-committee formed pursuant to the provisions of the Articles shall be three.

## **DECISION-MAKING BY DIRECTORS**

### **8. Directors to take decisions collectively**

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 9.

### **9. Unanimous decisions**

- 9.1 A decision of the Board 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.
- 9.2 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.
- 9.3 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 meeting of the Board.
- 9.4 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.

### **10. Calling a meeting of the Board**

- 10.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four such meetings shall be held in each year.

- 10.2 The Board shall report on their activities to the members at the annual general meeting.
- 10.3 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Honorary Secretary to give such notice.
- 10.4 Notice of any meeting of the Board must indicate:
- 10.4.1 its proposed date and time;
  - 10.4.2 where it is to take place; and
  - 10.4.3 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.
- 10.5 Notice of a meeting of the Board must be given to each director, but need not be in writing. A director who is absent from Great Britain shall be entitled to notice of a meeting if she has provided a valid email address.

## **11. Participation in meetings of the Board**

- 11.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:
- 11.1.1 the meeting has been called and takes place in accordance with these Articles, and
  - 11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.

- 11.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **12. Composition of the Board and Quorum**

- 12.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 12.2 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three.

- 12.3 Subject to Article 12.4, the Board may act notwithstanding any vacancy in their body.

- 12.4 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:

12.4.1 to fill a casual vacancy arising among the directors in accordance with Article 29.1; or

12.4.2 to admit members to the Association.

## **13. Chairing of meetings of the Board**

- 13.1 The County Captain shall be chairman of the Board. The County Captain shall preside as chairman at all meetings of the Board at which she shall be present.

- 13.2 If at any meeting the County Captain is not present within fifteen minutes after the time appointed for holding the meeting or she is not willing to preside, the members of the Board present shall choose one of their number to be chairman of the meeting. The person so appointed for the time being is known as the chairman of the meeting.

## **14. Casting vote**

14.1 If the numbers of votes for and against a proposal are equal, the chairman of the meeting of the Board has a casting vote.

14.2 But this does not apply if, in accordance with these Articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

**15. Conflicts of interest**

15.1 Subject to Article 15.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Association 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.

15.2 The prohibition under Article 15.1 shall not apply when:

15.2.1 the Board approves the director counting towards the quorum and/or voting on the transaction or arrangement notwithstanding such interest;

15.2.2 the director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; or

15.2.3 the director's conflict of interest arises from a permitted cause.

15.3 For the purposes of Article 15.2, the following are "permitted causes":

15.3.1 a guarantee, security or indemnity given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries (if any);

15.3.2 subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

15.3.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Association or any

of its subsidiaries (if any) which do not provide special benefits for directors or former directors.

- 15.4 For the purposes of this Article 15, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.
- 15.5 Subject to Article 15.7, if a question arises at a meeting of the Board or of a committee of the Board 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 of the meeting whose ruling in relation to any director other than herself is to be final and conclusive.
- 15.6 Where proposals are under consideration concerning the appointment of two or more directors to employment with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each director separately and (provided she is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning her own appointment.
- 15.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 15.8 A director may vote, and count towards the quorum, in regard to any transaction or arrangement in which she has, or can have, a direct or indirect conflict of interest that conflicts, or possibly may conflict with the interests of the Association only where such matter has been authorised by the Board in accordance with Section 175 of the 2006 Act.
- 15.9 The Association 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 7.

**16. Records of decisions to be kept**

16.1 The Board must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board (and all sub-committees) and by the Association at general meeting

16.2 Any such records, if purporting to be signed by the chairman of the meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

**17. Directors' discretion to make further rules**

17.1 Subject to Article 50 below, the Board may from time to time make, vary and revoke Rules relating to the Association including (without limitation) rules:

17.1.1 setting out different categories of membership of the Association;

17.1.2 setting out rights, privileges and obligations of the different categories of member;

17.1.3 setting the levels of subscriptions or entrance fees to be paid by the different categories of member subject always to ratification in general meeting; and

17.1.4 for the appointment of committees to assist the Board in the better administration of the Association.

17.2 The Board (or any 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 better administration of the Association including (without limitation):

- 17.2.1 regulations as to the function, role and operation of committees to assist the Board in the better administration of the Association;
  - 17.2.2 mandatory regulations (other than rules relating to their membership) for Affiliated Clubs;
  - 17.2.3 regulations for the selection of competitors to represent the County in national and inter-county matches and competitions and the management of any team of competitors so selected;
  - 17.2.4 regulations to ensure compliance with national and international rules relating to doping control;
  - 17.2.5 regulations setting out disciplinary procedures for members;
  - 17.2.6 regulations for the promotion and organisation of championships;
  - 17.2.7 child protection policies;
  - 17.2.8 equity policies; and
  - 17.2.9 such other regulations or policies as the Board thinks fit.
- 17.3 Rules and Regulations made under Articles 17.1 and 17.2 must be compliant with the Companies Acts and these Articles in order to be valid.

## **APPOINTMENT OF DIRECTORS**

### **18. Methods of appointing directors**

- 18.1 The number of directors shall be not less than three and shall be subject to a maximum of seven.
- 18.2 The members of the Board shall be:
  - 18.2.1 the President;

18.2.2 the County Captain;

18.2.3 the Honorary Treasurer;

18.2.4 the Honorary Secretary;

18.2.5 up to three (3) (or such lower number as the Board shall from time to time decide) Elected Directors; and

18.2.6 such other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board until the next annual general meeting, provided that the total number of directors at any one time shall not exceed the maximum number fixed by these Articles. Co-opted directors shall be entitled to vote at the meetings of the Board. Any extension beyond the next annual general meeting shall require the approval of the members in general meeting.

18.3 The first directors, who shall hold office until such time as they are due to retire in accordance with these Articles, shall be:

	<b>Office</b>	<b>Name</b>	<b>End of Office</b>
18.3.1	the President	<i>Angela Dawson</i>	2010
18.3.2	the County Captain	<i>Dottie Beanland</i>	2011
18.3.3	the Honorary Treasurer	<i>Val Stene</i>	2012
18.3.4	the Honorary Secretary	<i>Liz Murdoch</i>	2010
18.3.5	the Elected	<i>[insert name]</i>	<i>[date]</i> 200[ ]

	Directors	[ <i>insert name</i> ]	[ <i>date</i> ] 200[ ]
		[ <i>insert name</i> ]	[ <i>date</i> ] 200[ ]

18.4 The first directors set out in Article 18.3 shall retire at the annual general meeting in the year set out in brackets after their respective names but may be re-elected in accordance with these Articles.

18.5 The Board may at its discretion award honoraria to such persons as it thinks fit provided that the honoraria shall not to any extent be determined by or conditional upon the profits or losses derived from some or all of the activities of the Association or by reference to the level of the Association's gross income from some or all of its activities.

18.6 All acts carried out in good faith at 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 person be as valid as if every such person had been duly appointed or had duly continued in office.

**19. Elected Directors**

Each Elected Director shall serve for a two year term from the annual general meeting at which she is elected to the annual general meeting in the second year after her election, but shall be eligible for re-election for one further two year term. The election for the office of Elected Directors shall be conducted in accordance with Article 28.

**20. Termination of director's appointment**

20.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Association as soon as:

20.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

- 20.1.2 a bankruptcy order is made against that person;
  - 20.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - 20.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - 20.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - 20.1.6 unless the Board resolves otherwise, that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board;
  - 20.1.7 that person is requested to resign by all the other members of the Board acting together;
  - 20.1.8 being a President, County Captain, Honorary Treasurer or Honorary Secretary, when her term of office expires and she is not re-elected; or
  - 20.1.9 notification is received by the Board from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 20.2 A President, County Captain, Honorary Treasurer or Honorary Secretary who is removed from office as a director of the Board for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Articles.

**21. Directors' expenses**

21.1 The Association may pay any reasonable expenses which the directors (including non-executive directors) properly incur in connection with their attendance at:

21.1.1 meetings of the Board or committees of the Board; or

21.1.2 general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

### **PART 3**

#### **APPOINTMENTS AND ELECTED POSITIONS**

##### **22. President**

22.1 At the annual general meeting in 2010 and at the annual general meeting every second year thereafter the President shall retire. The election of the President shall be in accordance with Article 28. A member so appointed shall hold office for a two year term.

22.2 The President shall be a director by virtue of her office and shall have such rights and privileges as the Board shall from time to time prescribe.

##### **23. County Captain**

23.1 At the annual general meeting in 2011 and at the annual general meeting every second year thereafter, the County Captain shall retire. The election of the County Captain shall be in accordance with Article 28. A person so elected shall hold office for a two year term but shall be eligible for re-election for a two year term.

23.2 The County Captain shall be a director by virtue of her office and shall have such rights and privileges as the Board shall from time to time prescribe.

##### **24. Vice-Captain**

24.1 At the annual general meeting in 2010 and at a general meeting in every other year thereafter, the Vice-Captain shall be elected. The election of the Vice-Captain shall be in accordance with Article 28. A person so appointed shall hold office for a one year term (for the current Captain's second or fourth year of office, as appropriate) and shall retire at the annual general meeting in the following year. A person who has served as Vice-Captain shall be eligible for re-election for a one year term.

**25. Honorary Treasurer**

25.1 At the annual general meeting in 2012 and at the annual general meeting every third year thereafter the Honorary Treasurer shall retire. The election of the Honorary Treasurer shall be in accordance with Article 28. A person so appointed shall hold office for a three year term, but shall be eligible for re-election for a further three year term.

25.2 The Honorary Treasurer shall be a director by virtue of her office and shall have such rights and privileges as the Board shall from time to time prescribe.

**26. Honorary Secretary**

26.1 At the annual general meeting in 2010 and at the annual general meeting every third year thereafter the Honorary Secretary shall retire. The election of the Honorary Secretary shall be in accordance with Article 28. A person so appointed shall hold office for a three year term until the annual general meeting in the third year after her appointment but shall be eligible for re-election in accordance with these Articles.

26.2 The Honorary Secretary shall be a director by virtue of her office and shall have such rights and privileges as the Board shall from time to time prescribe.

26.3 The Honorary Secretary shall also be the company secretary for the purposes of the Act.

**27. Chairman**

- 27.1 The Board may, subject to Articles 21, appoint an Elected Director or a director co-opted under Article 18.2.6 to be the Chairman on such terms and for such period as they think fit and may delegate to her such of their powers as they think desirable to be executed by her.
- 27.2 The Chairman shall have such rights and privileges as the Board shall from time to time prescribe.
- 27.3 The office of Chairman shall be vacated with immediate effect if the person appointed as Chairman ceases to be a director of the Association.

**28. Elections**

- 28.1 Any member may nominate another member to be President, County Captain, Vice-Captain, Honorary Treasurer, Honorary Secretary or an Elected Director. Any nomination must be made on the form prescribed from time to time by the Board and signed by the nominee. Any nomination must be seconded by another member and the form must be completed and returned to the Honorary Secretary not later than such date as the Board shall prescribe each year.
- 28.2 In respect of the following appointments, the following provisions shall apply:
- 28.2.1 in relation to the appointment of the President, nominations may be made by the Board;
- 28.2.2 in relation to the appointment of the County Captain, nominations may be made by the Board;
- 28.2.3 in relation to the appointment of the Vice-Captain, nominations may be made by the Board;
- 28.2.4 in relation to the appointment of the Honorary Treasurer, nominations may be made by the Board; and
- 28.2.5 in relation to the appointment of the Honorary Secretary, nominations may be made by the Board.

28.3 If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting or a postal ballot in accordance with the provisions of Article 42 as directed by the Board. The results of any such election must be announced at the annual general meeting.

**29. Casual Vacancies**

29.1 A casual vacancy arising among the offices of President, County Captain, Vice-Captain, Honorary Treasurer, Honorary Secretary or an Elected Director, shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until such time as the person she replaced was due to retire but shall be eligible for re-election in accordance with these Articles.

**BECOMING AND CEASING TO BE A MEMBER**

**30. Applications for membership**

30.1 The subscribers to the Memorandum of Association of the Association; the members of the unincorporated association known as "Warwickshire Ladies County Golf Association" as at the date of incorporation; and such other persons as are admitted to membership by the Board or the Association in general meeting in accordance with these Articles (and any applicable Rules), shall be the members of the Association.

30.2 No person shall become a member of the Association unless:

30.2.1 that person has completed an application for membership in such form as required by the Board; and

30.2.2 the Board has approved the application.

30.3 Every corporation and unincorporated association which is admitted as a member may exercise such powers as are prescribed by Part 9 of the Act.

30.4 The Board may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of members.

**31. Conditions of membership**

31.1 All members shall be subject to the Rules and Regulations.

31.2 The members shall pay any entrance fees and annual subscription set by the Board under Article 30.4. Any member whose subscription is more than six months in arrears shall be deemed to have resigned her membership of the Association unless the Board decides otherwise.

**32. Termination of membership**

32.1 It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Association 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 Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors present and voting, which majority shall include one half of the total number of the Board for the time being.

32.2 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 her resignation, or if at any time after receipt of the notice requesting her 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 Board 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 at the meeting be entitled to present a statement in her defence either verbally or in hard copy form, and she shall not be required to withdraw from membership unless a majority of the Board members present and voting shall, after receiving the statement in her defence, vote for her 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, she shall thereupon cease to be a member and her

name shall be erased from the register of members. The Board may exclude the member from the Association's premises until the meeting considering her expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend the Association's premises to attend that meeting (if it is held at them) for the purpose of making her representations. A Member may appeal against such decision by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting. If the Board's decision is upheld, the member will be liable for the costs of holding the general meeting.

- 32.3 A member may withdraw from membership of the Association by giving notice to the Honorary Secretary before 31 October in any year in accordance with the Rules, failing which the member will be liable to pay the appropriate subscription for the following year.
- 32.4 A membership terminates automatically when that person dies or ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or Regulations.
- 32.5 Membership is not transferable.
- 32.6 Any person ceasing to be a member forfeits all rights in relation to and claims upon the Association, its property and its funds and has no right to the return of any part of her subscription.

## **ORGANISATION OF GENERAL MEETINGS**

### **33. Annual General Meetings**

- 33.1 The Association 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 Association 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.

- 33.2 The annual general meeting shall be held for the following purposes:
- 33.2.1 to receive from the Board the Association's accounts;
  - 33.2.2 to receive from the Board a report of the activities of the Association since the previous annual general meeting;
  - 33.2.3 to appoint the Association's auditors;
  - 33.2.4 to receive a report from the County Captain;
  - 33.2.5 to appoint (as appropriate) the President, County Captain, Vice-Captain, Honorary Treasurer, and Honorary Secretary;
  - 33.2.6 to elect the Elected Directors in place of those retiring; and
  - 33.2.7 to transact such other business as may be brought before it.
- 33.3 All general meetings, other than annual general meetings, shall be called general meetings.

**34. Attendance and speaking at general meetings**

- 34.1 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.
- 34.2 A person is able to exercise the right to vote at a general meeting when:
- 34.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - 34.2.2 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.

- 34.3 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 34.4 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.
- 34.5 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.

**35. Quorum for general meetings**

- 35.1 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.
- 35.2 Subject to Article 38.6, 10 members present in person or by proxy shall be a quorum.

**36. Chairing general meetings**

- 36.1 The County Captain shall chair general meetings if present and willing to do so. If the County Captain shall be absent, or if at any meeting she is not present within fifteen minutes after the time appointed for holding the same:

36.1.1 the directors present, or

36.1.2 (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

- 36.2 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".

**37. Attendance and speaking by directors and non-members**

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

37.2 The chairman of the meeting may permit other persons who are not members of the Association to attend and speak at a general meeting.

### **38. Adjournment**

38.1 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.

38.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

38.2.1 the meeting consents to an adjournment, or

38.2.2 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.

38.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

38.4 When adjourning a general meeting, the chairman of the meeting must:

38.4.1 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

38.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

38.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least seven clear days' notice of it :

38.5.1 to the same persons to whom notice of the Association's general meetings is required to be given, and

38.5.2 containing the same information which such notice is required to contain.

38.6 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 provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting 10 members shall be a quorum.

### **VOTING AT GENERAL MEETINGS**

#### **39. Voting: general**

39.1 Every member shall be entitled to receive notice of, attend general meetings and cast one vote.

39.2 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.

#### **40. Errors and disputes**

40.1 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.

40.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

#### **41. Poll votes**

41.1 A poll on a resolution may be demanded:

41.1.1 in advance of the general meeting where it is to be put to the vote, or

- 41.1.2 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.
- 41.2 A poll may be demanded by:
- 41.2.1 the chairman of the meeting;
  - 41.2.2 the Board; or
  - 41.2.3 five or more members present in person or proxy having the right to vote on the resolution or, if less, a person or persons representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution.
- 41.3 A demand for a poll may be withdrawn if:
- 41.3.1 the poll has not yet been taken, and
  - 41.3.2 the chairman of the meeting consents to the withdrawal.
- 41.4 Polls shall be taken as the chairman directs and she 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.
- 41.5 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 either forthwith or at such time and place as the chairman directs not being more than thirty 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.

41.6 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.

**42. Postal Ballot**

42.1 The Board may decide, in advance of a general meeting, to call a postal ballot in respect of an election which would otherwise be put to the vote at the general meeting. If there is to be a postal ballot, the details of the resolution and voting papers shall be sent at such time as the Board shall prescribe to the members. Voting papers must be returned to the Honorary Secretary in a sealed envelope by such time as the Board shall prescribe and shall be opened and counted by such person or persons as the Board shall decide.

42.2 The result of the postal ballot will be declared at the general meeting at which it would otherwise have been put to the vote by the Board.

**43. Content of proxy notices**

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

43.1.1 states the name and address of the member appointing the proxy;

43.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

43.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

43.1.4 is delivered to the Office in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

- 43.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 43.3 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.
- 43.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 43.4.1 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
  - 43.4.2 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.

**44. Delivery of proxy notices**

- 44.1 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 Office by or on behalf of that person.
- 44.2 An appointment under a proxy notice may be revoked by delivering to the Office a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 44.3 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.
- 44.4 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 appointor's behalf.

**45. Amendments to resolutions**

- 45.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- 45.1.1 notice of the proposed amendment is given to the Association 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
- 45.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 45.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 45.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 45.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 45.3 With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 45.4 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**

#### **46. Means of communication to be used**

- 46.1 Subject to these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Association.

- 46.2 The applicable address for a member shall be her registered address as it appears in the register of members or by giving notice using electronic communications to an address for the time being notified to the Association by the member.
- 46.3 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board 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.
- 46.4 A director may agree with the Association 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.
- 46.5 Any member described in the register of members by an address not within Great Britain, who shall from time to time give the Association an address within England at which notices may be served upon her, shall be entitled to have notices served upon her at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within England shall be entitled to receive notices from the Association.
- 46.6 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

**47. No right to inspect accounts and other records**

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

**DIRECTORS' INDEMNITY AND INSURANCE**

## **48. Indemnity**

48.1 Subject to Article 48.2, a relevant director of the Association or an associated company may be indemnified out of the Association's assets against:

48.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company,

48.1.2 any liability incurred by that director in connection with the activities of the Association or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act),

48.1.3 any other liability incurred by that director as an officer of the Association or an associated company.

48.2 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.

48.3 In this Article:

48.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

48.3.2 a "relevant director" means any director or former director of the Association or an associated company.

## **49. Insurance**

49.1 The Board may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.

49.2 In this Article:

49.2.1 a "relevant director" means any director or former director of the Association or an associated company;

49.2.2 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 company, any associated company or any pension fund or employees' share scheme of the company or associated company; and

49.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **50. Rules**

50.1 Only the members in general meeting may from time to time make, vary and revoke Rules.

50.2 The creation, variation and revocation of the Rules will only be passed by a vote of a simple majority of the members present and voting at a general meeting.

50.3 Rules made pursuant to Article 50.1 must be compliant with the Companies Acts and these Articles in order to be valid.

## **51. Dissolution**

51.1 If upon the winding up or dissolution of the Association 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 Association in proportion to their contributions to such property.