



Staffordshire Union of Golf Clubs

Rules

Memorandum & Articles of Association

No.

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

- of -

THE STAFFORDSHIRE UNION OF GOLF CLUBS LIMITED

Incorporated on August 10th 2006

1. The name of the Company (hereinafter called “the Union”) is “THE STAFFORDSHIRE UNION OF GOLF CLUBS LIMITED”. Unless stated to the contrary within this document, words and expressions used shall have the same meaning as set out in the Articles of Association of the Union.
2. The registered office of the Union will be situated in England.
3. The objects for which the Union is established shall be:
 - (i) to acquire and undertake the assets and liabilities transferred to the Union by and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as the Staffordshire Union

of Golf Clubs and to indemnify the Staffordshire Union of Golf Clubs, its officers, members, members of its Council, Executive Committee and any other committees and its employees against all costs, claims, demands, actions and proceedings relating to those assets and liabilities and the undertaking of the Staffordshire Union of Golf Clubs and in respect of all liabilities, obligations and commitments (whether legally binding or not) of the Staffordshire Union of Golf Clubs transferred to the Union and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;

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

(iii) to affiliate golf clubs situated, either partly or entirely, within the county of Staffordshire and certain West Midlands postal areas which fall within the original Staffordshire boundary lines being the area determined from time to time by The English Golf Union Limited (“the County”) and which:

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

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

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

(d) undertake to conform to the Rules of the Union;

(iv) to promote, administer and encourage the development of and participation in the sport of golf which is governed by the Rules of Golf

and played by men adhering to the Rules of Amateur Status (hereinafter called “Amateur Golf”) within the County;

- (v) to provide for, make and vary all such rules, regulations and bye-laws, from time to time, as they relate to persons involved in Amateur Golf in the County;
- (vi) to co-operate with the Royal and Ancient Golf Club of St Andrews and the Midland Golf Union and to recognise the R & A as the ruling authority for determining the Rules of Golf and the Rules of Amateur Status;
- (vii) to assist in maintaining a uniform system of handicapping as the Area Authority for the Council of National Golf Unions within the County and to duly operate the Standard Scratch Score and Handicapping Scheme 1983 as amended from time to time;
- (viii) to co-ordinate and support the affairs of Amateur Golf in the County and at all levels according to the provisions of the Union’s Memorandum and Articles of Association (and rules made thereunder) for the benefit of its Affiliated Clubs, golfers and of Amateur Golf as a whole;
- (ix) to take such action from time to time as the Executive Committee may consider desirable;
- (x) to undertake and execute charitable trusts relating to Amateur Golf in the County;
- (xi) to develop broad strategy for performance, development and competition for Amateur Golf throughout the County;
- (xii) to establish and be responsible for the maintenance of:

- (a) regulations to ensure compliance with national and international rules relating to doping control;
 - (b) a health and safety policy incorporating consideration for the welfare of junior golfers under the age of 18;
 - (c) an equity policy;
 - (d) regulations to ensure that golfers are not discriminated against on the grounds of disability;
 - (e) appropriate dispute resolution procedures to resolve disputes between the Union and its members and disputes between members;
 - (f) such other regulations or policies as the Executive Committee thinks fit;
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- (xiii) to secure, as far as practicable, a uniform policy in all matters affecting the administration and development of Amateur Golf in the County and, to that end, to co-operate with and enter into agreements with relevant organisations to set out the respective roles and functions of the Union;
 - (xiv) to monitor the performance of those bodies involved in the implementation and delivery of programmes and strategies developed by the Union;
 - (xv) to develop, lead and assist in commercial, marketing and public relations policies and activities for Amateur Golf in the County;
 - (xvi) to co-ordinate, organise and promote golf championships, trophy events, competitions and matches with participating golf unions and such other

activities as the Executive Committee may think fit and to organise and administer the annual County championships;

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

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

(xix) to commission and carry out research into any aspect of Amateur Golf;

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

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

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

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

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

- (v) to borrow or raise money for the objects of the Union on such terms and on such security as may be thought fit subject to such consents as may be required by law and subject to an overall limit of £100,000;
- (vi) to take and accept any gift of money, property or other assets whether or not subject to any special trust for the objects of the Union;
- (vii) to print and publish any newspapers, periodicals, books, articles or leaflets;
- (viii) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise;
- (ix) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (x) to invest moneys of the Union not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (xi) to make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any trusts, unions or institutions which are for the benefit of Amateur Golf in England or any part thereof;
- (xii) to engage and pay any person or persons whether on a full or part time basis or whether as consultant or employee, to supervise, organise, carry on the work of and/or advise the Union;
- (xiii) subject to the provisions of clause 5 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or

on behalf of employees or former employees and their spouses and dependants;

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

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

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

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

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

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

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

6. The liability of the Voting Members is limited.

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

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

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Dated:

2006

Witness to the above signatures:

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE STAFFORDSHIRE UNION OF GOLF CLUBS LIMITED

INTERPRETATION

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

the Act

the Companies Act 1985 as amended by the Companies Act 1989 and as further modified by any

statutory modification or re-enactment for the time being in force;

Affiliated Club

those clubs admitted from time to time to membership of the Union in accordance with Article 3.1 and any applicable Rules and who

are entitled to receive notice of, attend and vote at general meetings;

Amateur Golf the general name for the sport of golf which is governed by the Rules of Golf and played by men adhering to the Rules of Amateur Status;

Articles these Articles of Association;

clear days a period of days exclusive of the day on which a notice is served or deemed to be served and of the day for which it is given;

communication the same meaning as in the Electronic Communications Act 2000;

County the county of Staffordshire (including certain West Midlands postal areas which fall within the original Staffordshire boundary lines) being the area determined from time to time by The English Golf Union Limited;

County Captain the person elected from time to time under Article 35 to be the Captain of the Union;

County Captain-Elect the person elected from time to time under Article 36 to be the Captain-Elect of the Union;

County Second Team Captain the person elected from time to time under Article 37 to be the Second Team Captain of the Union;

County Secretary	the person appointed from time to time under Article 34 as County Secretary and who shall also be the company secretary of the Union for the purposes of the Act;
County Treasurer	the person elected from time to time under Article 42 to be the County Treasurer of the Union and who shall also be an Elected Director of the Union;
directors or the Board	the board of directors of the Union established in accordance with Article 39, the members of which are the directors of the Union for the purposes of the Act;
Elected Directors	the directors of the Union (other than the President-Elect, the President and the Immediate Past President and the County Treasurer) elected, from time to time, pursuant to Article 39(e);
electronic communication	the same meaning as in the Electronic Communications Act 2000;
Executive Committee	a committee established by the Board (comprising the directors and the Officers of the Union) for the purpose of administering all of the affairs of the Union that may be delegated by the Board from time to time;
financial statements	the income and expenditure account, balance sheet and such other financial reports prepared in accordance with any statutory requirements from time to time in force;
general meeting the	an annual or an extraordinary general meeting of

Union;

Immediate Past President the person who served as President of the Union immediately prior to the current President;

in writing written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including, for the avoidance of doubt, electronic communications;

members the Voting Members;

membership membership of the Union by the members in accordance with these Articles;

the Office the registered office of the Union;

Officers the persons appointed from time to time in such manner as set out in these Articles to be the Officers of the Union;

Past President a living person who has served as President of the Union or its predecessor, the unincorporated association known as the Staffordshire Union of Golf Clubs at some time;

President the person appointed from time to time in such manner as set out in these Articles to be the President of the Union;

President-Elect	the person appointed from time to time in such manner as set out in these Articles to be the President-Elect of the Union;
Regulations	the regulations and policies of the Union made by the Board in accordance with Article 6 and amended from time to time;
Rules general and amended	the rules of the Union made by the Union in meeting in accordance with Article 5 from time to time;
Rules of Golf and Rules of the rules for the sport of golf and governing amateur	
Amateur Status & A	status as from time to time laid down by R Rules Limited;
Union	the above named company;
Vice President	those persons admitted by the Union in general meeting from time to time as Vice Presidents of the Union pursuant to Article 33;
Voting Members	the Affiliated Clubs of the Union who, under the Rules from time to time in force, are admitted as members of the Union pursuant to Article 3.1 and any applicable Rules and are entitled to receive notice of, attend and vote at general meetings.
Website	the Union's website which, at the date of incorporation, may be accessed at: www.staffsgolf.com

or such other successor website as notified to the members from time to time.

1.2 Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender (except where used in the definition of Amateur Golf). Words importing persons shall include corporations and unincorporated associations.

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

OBJECTS

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

MEMBERSHIP

- 3.1 The subscribers to the Memorandum of Association of the Union, the voting members as at the date of incorporation of the unincorporated association known as the Staffordshire Union of Golf Clubs and such other organisations as are admitted as Voting Members by the Board or the Union in accordance with the Articles and any applicable Rules shall be the Voting Members of the Union. Affiliated Clubs shall appoint a person as their representative to act in accordance

with their wishes in all dealings with the Union (including attendance and voting at general meetings) and shall inform the County Secretary of the name of such representative. No organisation shall be admitted as a Voting Member of the Union unless it is approved by the Board or the Union. Every organisation that wishes to become a Voting Member shall deliver to the Union, or such other person designated by the Board, an application for membership in such form as the Board requires. For the purposes of registration the number of members is declared to be unlimited. Every corporation and unincorporated association which is admitted as a Voting Member may exercise such powers as are prescribed by section 375 of the Act.

3.2 The approved subscriptions for Affiliated Clubs in the Union shall be payable on the first day of November each year. The subscriptions are in respect of:

- (a) the annual subscription payable to The English Golf Union Limited calculated on a “per capita” basis in respect of each male playing member (irrespective of category) of the Affiliated Club;
- (b) the annual subscription of the Union approved each year by the Executive Committee calculated on a “per capita” basis in respect of each male playing member (irrespective of category) of the Affiliated Club;
- (c) the round-sum annual subscription payable to the Midland Golf Union based on whether the Affiliated Club is a 9, 18, 27 or 36 hole golf course.

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

- 4. An Affiliated Club may withdraw from membership of the Union by giving notice to the County Secretary before 31 October in any year failing which the Affiliated Club shall be liable to pay the appropriate subscriptions for the following year. Membership shall not be transferable in any event and shall cease

immediately on dissolution or on the failure of the member to comply or to continue to comply with any condition of membership set out in the Articles or the Rules.

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

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

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

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

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

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

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

(b) mandatory regulations (other than rules relating to their membership) for Affiliated Clubs including:

- (i) the obligation (if so requested) to extend courtesy of the course and clubhouse to the Union on at least one day per calendar year for any tournament or match arranged by the Union provided that at least twelve months notice is given by the Union;
 - (ii) the obligation of other Affiliated Clubs to extend courtesy of the course and clubhouse to male playing members of the Affiliated Club at which such competitions and matches referred to in Article 6. (b) (i) above are being held during the day of such competition or match for a maximum of 18 holes provided that the selected club does not have a major event on that day, that no more than eight players need to be accommodated, that the visiting players have proper identification from their own club and that prior arrangements are made with the secretary or professional at the club to be visited; and,
 - (iii) the obligation (by prior arrangement) to extend courtesy of the course and clubhouse to the current Patron, Board, County Secretary, County Captain, County Second Team Captain, Chairman of the Junior Golf Committee and Staffordshire Amateur Champion.
- (c) regulations for the selection of competitors to represent the County in matches and competitions and the management of any team of competitors so selected;
- (d) regulations to ensure compliance with national and international rules relating to doping control;
- (e) regulations setting out procedures and powers of a disciplinary sub-committee the proceedings for which will be conducted in accordance with terms and conditions for such sub-committees recommended from time to time by The English Golf Union Limited;
- (f) regulations for the promotion and organisation of championships;
- (g) mechanisms for co-ordinating the arrangement of and the date of fixtures of Amateur Golf competitions and matches;

- (h) mechanisms for co-ordinating the commercial activities of the sport of Amateur Golf in the County;
 - (i) a health and safety policy incorporating consideration for the welfare of junior golfers under the age of 18;
 - (j) an equity policy;
 - (k) regulations to ensure that golfers are not discriminated against on the grounds of disability;
 - (l) regulations for an appropriate level of expenses to be paid to directors, Officers, committee and sub-committee members who undertake duties on behalf of the Union and to players who represent the Union in golf matches and competitions and in regional, national and international tournaments; and,
 - (m) such other regulations or policies as the Board thinks fit.
7. It shall be the duty of the Board if at any time it shall be of the opinion that the interests of the Union so require, by notice in writing sent by prepaid post to a member's address, to request that member to withdraw from membership of the Union within a time specified in such notice. No such notice shall be sent except on a vote of a majority of the directors present and voting, which majority shall include one half of the total number of the Board for the time being.
8. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting written notice of the member's resignation, or if at any time after receipt of the notice requesting the member to withdraw from membership the member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the Board. The directors and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting and such notice shall specify the matter to be discussed. The member concerned shall be required to attend the meeting and shall be entitled to present a statement in the member's defence either

verbally or in writing, and shall not be required to withdraw from membership unless half of the directors present and voting shall, after receiving the statement in the member's defence, vote for the expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, the member shall thereupon cease to be a member and the member's name shall be erased from the register of members. The member may appeal to a general meeting of the Union against the decision of the Board but, if the Board's decision is upheld, the member will be liable for the costs of holding the general meeting.

GENERAL MEETINGS

9. The Union shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that so long as the Union holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.

10. The annual general meeting shall be held for the following purposes:
 - (a) to receive from the Board financial statements pursuant to Article 78;

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

 - (c) to receive a report from the President;

 - (d) to ratify the appointment of the President, the President-Elect and the Immediate Past President and to confirm their appointment as directors;

 - (e) to elect the Elected Directors in place of those retiring;

(f) to ratify the appointment of the Officers and the Vice Presidents; and,

(g) to transact such other business as may be brought before it.

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

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

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

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

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

14. The notice shall specify the place, the day and the hour of the meeting and the general nature of the business to be transacted and, in the case of an annual

general meeting, shall specify the meeting as such. All business transacted at an extraordinary general meeting and all that is transacted at an annual general meeting with the exception of the business set out in Article 10, shall be deemed special business. The notice shall be given to all the members entitled to vote thereat and to the directors.

15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, 5 Voting Members present in person shall be a quorum.
17. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of the Voting Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Voting Members present shall be a quorum.
18. The President shall preside as chairman at every general meeting but, if the President shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the directors present shall choose a director who is present to preside.
19. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Voting

Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

20. The chairman of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to him that:
 - (a) Voting Members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
 - (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or,
 - (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
21. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special or extraordinary resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.
22. A resolution put to the vote of a meeting shall be decided on a show of hands.
23. A declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

24. In the case of an equality of votes, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

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

VOTES OF MEMBERS

26. Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote on a show of hands. Every Voting Member is entitled to send any number of representatives to general meetings but only one of those representatives shall have a vote. No person may represent more than one Voting Member.

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

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

PRESIDENT

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

PRESIDENT-ELECT

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

IMMEDIATE PAST PRESIDENT

31. A person who completes his term as President shall automatically be entitled to fulfil the role as Immediate Past President. Such person shall hold office for a two-year term until the next but one annual general meeting and shall remain on the Board for that period. In the absence of the President at any time during this two-year term, the Immediate Past President shall chair all general meetings, all meetings of the Board and all Executive Committee meetings and shall fulfil (in the absence of the President) all other duties normally carried out by the President.

PAST PRESIDENTS

32. A person other than the Immediate Past President who has served as President of the Union (or as President of the unincorporated association known as the Staffordshire Union of Golf Clubs) shall become a Past President. All Past Presidents shall be Officers by virtue of their office and shall have the right to attend and speak at general meetings and shall have such other rights and privileges as the Union shall from time to time prescribe. All Past Presidents shall have the right to attend, speak and vote at meetings of the Executive Committee.

VICE-PRESIDENTS

33. The Union may appoint up to 20 Vice-Presidents.. A nomination for Vice-President may be made in writing to any member of the Board or to the County Secretary. If accepted, such nomination shall be submitted to the annual general meeting for approval by the Voting Members. All Vice Presidents shall have the right to attend and speak at general meetings and shall have such other rights and privileges as the Union shall from time to time prescribe.

COUNTY SECRETARY

34. The Board may, subject to Articles 67 and 68 below, appoint a person to be the County Secretary on such terms and for such period as they think fit and may delegate to him such of their powers as they think desirable to be executed by him. The County Secretary shall be an Officer by virtue of his office and shall have such rights and privileges as the Executive Committee shall, from time to time, prescribe. In particular, the County Secretary shall:

- (a) diligently carry out the instructions of the Board and the Executive Committee;
- (b) keep proper records of the Affiliated Clubs in the Union;
- (c) give the required notice of all general meetings, Board meetings, Executive Committee meetings and, if appropriate, sub-committee meetings to all organisations or persons who are entitled to attend such meetings;
- (d) prepare minutes of all such meetings and issue copies of such minutes within the timescale agreed from time to time by the Executive Committee;
- (e) by 30 September of each year, send out a circular letter to all Affiliated Clubs inviting nominations for President, President-Elect, Elected Directors or Officers of the Union.

COUNTY CAPTAIN

35. Nominations for the office of County Captain shall be made by the Executive Committee for ratification at the annual general meeting. If there is only one candidate nominated, that candidate shall be declared elected unopposed at the annual general meeting. In the event of there being two or more nominations, there shall be an election at the annual general meeting. A person so elected shall hold office for a two-year term until the annual general meeting in the second year after his election. The County Captain shall be an Officer by virtue of his office.

COUNTY CAPTAIN-ELECT

36. Nominations for the office of County Captain-Elect shall be made by the Executive Committee for ratification at the annual general meeting. If there is only one candidate nominated, that candidate shall be declared elected unopposed at the annual general meeting. In the event of there being two or more nominations, there shall be an election at the annual general meeting. A person so elected shall hold office until the annual general meeting at which the County Captain retires at the end of his two-year term at which time he shall be eligible for nomination as the next County Captain. The County Captain-Elect shall be an Officer by virtue of his office.

COUNTY SECOND TEAM CAPTAIN

37. Nominations for the office of County Second Team Captain shall be made by the Executive Committee for ratification at the annual general meeting. If there is only one candidate nominated, that candidate shall be declared elected unopposed at the annual general meeting. In the event of there being two or more nominations, there shall be an election at the annual general meeting. A person so elected shall hold office for a one-year term until the next annual general meeting after his election but shall be eligible for nomination for further one-year terms. The County Second Team Captain shall be an Officer by virtue of his office.

BOARD

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

39. The directors shall be:

- (a) the President;
- (b) the Immediate Past President;
- (c) the President-Elect;
- (d) the County Treasurer;
- (e) up to three Elected Directors;
- (f) such other person (if any) as the Board may from time to time in its sole discretion co-opt to the Board provided that the number of directors shall not exceed any maximum fixed by these Articles. Any person so co-opted shall require the approval of the Union at the next annual general meeting.

40. From the resignation of the directors on incorporation, the first directors, who shall hold office until such time as they are due to retire in accordance with these Articles, shall be:

- (a) the President: J M Keen (2010)
- (b) the Immediate Past President: B A Cox (2008)
- (c) the President-Elect: D J E Thomas (2012)
- (d) the County Treasurer: T D Leece

(e) the Elected Directors

J F Baugh

E R Hassall

G C Marks

41. The directors set out in sub-paragraphs (a), (b) and (c) of Article 40 shall hold office until the annual general meeting in the year set out in brackets after their respective names, at which meeting the director concerned shall retire but shall be eligible for re-election if permitted in accordance with these Articles. The directors set out in sub-paragraphs (d) and (e) of Article 40 shall serve for a one-year term from the annual general meeting at which he is elected to the annual general meeting in the year after his election but shall be eligible for re-election for further one-year terms.

COUNTY TREASURER

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

(a) properly record all financial transactions of the Union;

(b) prepare the annual financial statements and present them to the annual general meeting following acceptance by the Executive Committee and the Board;

(c) receive all monies paid to the Union and pay all financial obligations of the Union in accordance with instructions received, from time to time, by the Executive Committee or the Board;

(d) arrange appropriate policies of insurance.

Any Voting Member may nominate a person for the office of County Treasurer and must do so on the form prescribed by the Board. Any nomination must be seconded by another Voting Member and signed by the nominee. Voting Members may only nominate or second one candidate and the form must be completed and returned to the Office not later than such date as the Board may prescribe.

ELECTED DIRECTORS

43. Any Voting Member may nominate a person to be an Elected Director and must do so on the form prescribed by the Board. Any nomination must be seconded by another Voting Member and signed by the nominee. Voting Members may only nominate or second one candidate and the form must be completed and returned to the Office not later than such date as the Board shall prescribe.

44. If there are fewer or an equal number of candidates nominated as there are vacancies, the candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more candidates nominated than vacancies, there shall be an election at the annual general meeting.

CASUAL VACANCIES

45. A casual vacancy arising among the offices of President, Immediate Past President, President-Elect, County Treasurer or Elected Directors shall be filled by the Board and a casual vacancy arising among the Officers shall be filled by the

Executive Committee provided that all such appointments are subject to ratification at the next annual general meeting and provided also that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election for further terms.

REMOVAL OF DIRECTORS

46. In addition and without prejudice to the provisions of section 303 of the Act, the Voting Members may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the director in whose place he is appointed would have held the same if he had not been removed.
47. The office of director shall be vacated:
- (a) once he attains the age of 80 (unless the other directors recommend, unanimously, that he be nominated for re-election at the next annual general meeting);
 - (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) if he becomes of unsound mind;
 - (d) if by notice in writing to the Board he resigns his office;
 - (e) if he becomes prohibited from holding office by law or by reason of any court order made under the Act;

(f) if he is removed from office by a resolution duly passed pursuant to section 303 of the Act;

(g) if he is requested to resign by all the other directors acting together;

(h) in the case of the President, Immediate Past President and President-Elect, when their term of office expires.

Section 293 of the Act shall not apply.

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

POWERS OF THE BOARD

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

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

51. If the Board shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons as Voting Members, or summoning a general meeting, but not for any other purpose.
52. The Board may, from time to time and at their absolute discretion, delegate such of their powers, rights and obligations to the Executive Committee as they think fit.

PROCEEDINGS OF THE BOARD

53. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that at least two such meetings shall be held in each year.
54. Questions arising at a meeting shall be decided by a majority of votes. Voting on any issue shall be by show of hands. Subject to Article 63 each director shall be entitled to one vote. In the case of an equality of votes, the chairman of any meeting of the Board shall have a casting vote.
55. A director, and the County Secretary at the request of a director, shall at any time summon a meeting of the Board by notice served upon the directors. Notice of all meetings and minutes of all meetings shall be served on all members of the Board.
56. The President shall be chairman of the Board. The President (or, in his absence, the Immediate Past President) shall preside as chairman at all meetings of the Board but if neither the President nor the Immediate Past President is present within five minutes after the time appointed for holding the meeting or are not willing to preside, the directors present shall choose one of their number to be chairman of the meeting.

57. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Union for the time being vested in the Board generally. The quorum for meetings of the Board or any committee formed pursuant to the provisions of Article 58 shall be three.
58. The Board may delegate any of their powers to any sub-committee consisting of such of their number and such other persons as they think fit.
59. The Executive Committee and any sub-committee formed pursuant to Articles 52 and 58 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Board. The resolution making the delegation shall specify the terms of reference and financial limits within which the Executive Committee and any sub-committee shall function. The meetings and proceedings of the Executive Committee and any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. All acts and proceedings of the Executive Committee and such sub-committees shall be reported in due course to the Board.
60. All acts bona fide done by any meeting of the Board, the Executive Committee or of any sub-committee, or by any person acting as a director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.
61. The Board shall cause proper minutes to be made of all appointments of the Board and of the proceedings of all meetings of the Union and of the Board, the Executive Committee and of sub-committees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
62. A resolution in writing signed by all the directors for the time being or by all the members for the time being of the Executive Committee or any sub-committee who are entitled to receive notice of a meeting of the Board or of such Executive Committee or sub-committee shall be as valid and effectual as if it had been

passed at a meeting of the Board or of such Executive Committee or sub-committee duly convened and constituted.

DIRECTORS' APPOINTMENTS AND INTERESTS

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

- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Union;
- (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Union for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

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

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

65. The Union may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of the Board, a meeting of the Executive Committee or a sub-committee formed under Article 58.

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

67. Subject to the provisions of the Act and to Article 68 below, the Executive Committee may enter into an agreement or arrangement with any Officer for his employment by the Union or for the provision by him of any services outside the scope of the ordinary duties of an Officer.

68. Any appointment, agreement or arrangement made with any Officer in accordance with Article 67 above may be made upon such terms as the Executive Committee determine and they may remunerate any such Officer for his services as they think fit provided that such remuneration:
 - (a) is fixed having regard to the current remuneration of Officers in comparable posts;

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

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

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

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Union or in which the Union is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Union or in which the Union is otherwise interested; and,
- (c) shall not, by reason of his office, be accountable to the Union for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

70. For the purposes of these Articles:

- (a) a general notice given to the Board that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and,
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

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

EXECUTIVE COMMITTEE

72. All directors and Officers of the Union shall be entitled to receive notice of, attend, speak and vote at meetings of the Executive Committee and to receive minutes of such meetings. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that at least four such meetings shall be held in each year. The Executive Committee shall deal with such powers, rights and obligations that may be delegated to it from time to time by the Board and, at its meetings, shall consider reports from the County Treasurer, County Captain, County Second Team Captain, Chairman of the Junior Golf Committee, Honorary Secretary of the County Seniors and Honorary Secretary of the County Membership Scheme in addition to dealing with matters of importance that affect the Union as notified by The English Golf Union Limited or the Midland Golf Union and any other matters that may be reported from time to time by the County Secretary. The Executive Committee shall appoint persons to act as their representatives at relevant meetings of The English Golf Union Limited and the Midland Golf Union (or their successors).

OFFICERS

73. The Officers of the Union shall be:

- (a) the Past Presidents of the Union (and of the unincorporated association known as the Staffordshire Union of Golf Clubs) other than the Immediate Past President;
- (b) the County Secretary;
- (c) the County Captain;
- (d) the County Captain-Elect;

- (e) the County Second Team Captain;
- (f) the Chairman of the Junior Golf Committee;
- (g) the Honorary Secretary of the County Membership Scheme;
- (h) the Honorary Secretary of the County Seniors;
- (i) the Golf Development Liaison Officer;
- (j) six representatives of Affiliated Clubs of which not less than two shall be members of clubs in North Staffordshire and not less than two shall be members of clubs in South Staffordshire;
- (k) such other persons that may be appointed from time to time by the Executive Committee to carry out specific tasks on behalf of the Union.

74. All Officers of the Union (other than the Past Presidents and the County Secretary) shall be appointed by the Executive Committee for such periods as the Executive Committee sees fit from time to time and all Officers so appointed may be removed by the Executive Committee.

75. The Officers of the Union shall have the right to attend and speak at general meetings but shall not be entitled to vote at such meetings unless acting as a representative for a Voting Member. The Officers of the Union shall have the right to attend, speak and vote at meetings of the Executive Committee and shall have such other rights and privileges as the Executive Committee shall from time to time prescribe.

ACCOUNTS

76. The Board shall cause accounting records of the Union to be kept in accordance with section 221 of the Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).
77. Accounting records shall be kept at the Office or, subject to section 222 of the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Board.
78. At the annual general meeting in every year the Board shall lay before the Voting Members financial statements for the period since the last preceding financial statements (or in the case of the first financial statements since the incorporation of the Union) made up to a date not more than seven months before such meeting. Copies of such financial statements and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, be sent to all persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

NOTICES

79. A notice may be served by the Union upon any Voting Member either personally or by sending it through the post in a prepaid letter to his 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 Union by the Voting Member.
80. 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.

INDEMNITY

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

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

DISSOLUTION

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Dated:

2006

WITNESS to the above signatures:

THE STAFFORDSHIRE UNION OF GOLF CLUBS LIMITED (“the Union”)

RULES

(adopted by the Union under Article 5 of the Union's Articles of Association on 25 September 2006)

These Rules are made pursuant to Article 5 of the Articles of Association. Words which are defined in the Articles of Association shall have the same meaning when used in these Rules. Where there is any inconsistency between these Rules and the provisions of the Articles of Association, the provisions of the Articles of Association shall prevail.

1. MEMBERSHIP

1.1 Membership shall comprise the Voting Members being the Affiliated Clubs of the Union.

1.2 Applications for membership of the Union as a Voting Member shall be sent to the County Secretary of the Union to be referred to the Board of the Union, which has the power to admit members under Article 3.

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

2. ANNUAL SUBSCRIPTIONS

2.1 Each Voting Member shall, on or after 1 November each year, pay such annual subscriptions to the Union as decided by the Union, The English Golf Union Limited and the Midland Golf Union on the bases set out in Article 3.2 and the Union shall forward the appropriate part of such annual subscriptions to The English Golf Union Limited and the Midland Golf Union.

2.2 In accordance with Article 3.2, if an annual subscription remains unpaid on 28 February following the date upon which it became due, then the membership of the Voting Member concerned shall immediately, and for all purposes, cease but such Voting Member may be reinstated by the Board on payment of all arrears.

2.3 All annual subscriptions shall be remitted by Voting Members to the County Treasurer of the Union.

3. COMMITTEES OF THE UNION

3.1 There shall be an Executive Committee of the Union which shall have such powers, rights and obligations that may, from time to time, be delegated to it by the Board under Article 52.

3.2 There shall be the following sub-committees of the Union:

3.2 (i) the Junior Golf Committee;

3.2 (ii) the County Membership Scheme;

3.2 (iii) the County Seniors;

3.2 (iv) the Coaching Committee;

3.2 (v) the Championship and Selection Committee;

3.2 (vi) the Development Committee.

Terms of reference for these sub-committees may be determined, from time to time,

by the Executive Committee.

For the avoidance of doubt, the Board may, of its own initiative, establish further sub-committees under Article 58 and delegate such of their powers to such sub-committees as they think fit.

4. REPRESENTATIVES TO OTHER GOLFING BODIES

The Executive Committee shall, under Article 72, nominate individuals to represent the Union's interests in other golfing bodies including:

The English Golf Union Limited;

The Midland Golf Union.

5. RULES RELATING TO PLAYING

5.1 All players shall respect the Rules of Amateur Status. Any infringement of the Rules of Amateur Status shall be referred to the R & A.

5.2 To play in County events or to represent the County, a player must:

5.2 (i) be a member of an Affiliated Club of the Union or have been born in the County and be a member of an affiliated club of another county;

5.2 (ii) not have taken part in any of the following events in, or for, another county

during the previous 12 months:

the English County Championship;

the county championship of another county union;

representative matches, including friendly matches, of another county union.

6. GENERAL

Any new Rule or the alteration, amendment or repeal of any existing Rule shall be approved at a general meeting of the Union in accordance with Article 5. The required notice of any such proposed change shall be given in accordance with Article 13.