

THE COMPANIES ACT 1985 – 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

ENGLISH WOMEN'S GOLF ASSOCIATION

NAME

1. The name of the company is "THE ENGLISH WOMEN'S GOLF ASSOCIATION" (the "Association"). 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 Association.

REGISTERED OFFICE

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

OBJECTS AND POWERS

3. The object for which the Association is established is to act as the governing body for (and as such to promote, administer, and encourage) the sport of amateur golf which is governed by the Rules of Golf and played by women adhering to the Rules of Amateur Status (hereinafter called "Amateur Golf") in England and in particular:
 - 3.1 to acquire the assets and liabilities transferred to the Association by and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as the English Ladies' Golf Association;
 - 3.2 to indemnify the English Ladies' Golf Association, its officers, members, members of its 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 English Ladies' Golf Association and in respect of all liabilities, obligations and commitments (whether legally binding or not) of the English Ladies' Golf Association transferred to the Association;
 - 3.3 to co-operate with the Royal and Ancient Golf Club of St Andrews and in particular to recognise R&A Rules Limited as the ruling authority for determining the Rules of Golf and the Rules of Amateur Status;
 - 3.4 to co-operate with the English Golf Union, the Ladies' Golf Union, the Council of National Golf Unions, the European Golf Association, and other national golf associations in order to promote Amateur Golf;

- 3.5 to act as the representative member for England in international women's amateur golf affairs and to carry out functions delegated to it by, the European Golf Association, the International Golf Federation and other relevant bodies;
- 3.6 to appoint English representatives to the Ladies' Golf Union;
- 3.7 to co-ordinate and support English and international affairs of women's Amateur Golf according to the provisions of the Association's Memorandum and Articles of Association (and rules made thereunder) for the benefit of its Counties, Affiliated Clubs, Individual Members and of Amateur Golf as a whole;
- 3.8 to develop broad strategy for performance, development and competition for Amateur Golf throughout England;
- 3.9 to maintain, administer, manage and regulate County Golf and the County Golf Championship, National Championships and all other competitions held under the auspices of the Association across England and international competitions and other matches held in England;
- 3.10 to maintain, administer and enforce the Council of National Golf Unions (CONGU) system of handicapping;
- 3.11 to establish and be responsible for the maintenance of (without limitation):
 - 3.11.1 an anti-doping policy and anti-doping rules and procedures;
 - 3.11.2 a child protection policy and procedures;
 - 3.11.3 an equity policy;
 - 3.11.4 disciplinary procedures;
 - 3.11.5 gender policy;
 - 3.11.6 transportation policy; and
 - 3.11.7 codes of conduct.
- 3.12 to secure, as far as practicable, a uniform policy on all matters affecting the administration and development of women's Amateur Golf in England 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 Association and any golf Associations/ unions established for the home countries;
- 3.13 to monitor the performance of those bodies involved in the implementation and delivery of programmes and strategies developed by the Association;
- 3.14 to develop, lead and assist in commercial, marketing and public relations policies and activities for women's Amateur Golf in England;
- 3.15 to develop and nurture relationships between the Association and the Sports Council for England, the England Golf Limited Liability Partnership and any relevant government departments or authorities;

- 3.16 to oversee the selection of and co-ordination of officials for Amateur Golf events held in England;
- 3.17 to select co-ordinate and train teams to represent England at international Amateur Golf events;
- 3.18 to undertake and execute the management of the ELGA Charitable Trust or any other trust or fund that may be established from time to time by the Association in support of the Association's objects;
- 3.19 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 Association shall have the following powers:
 - 4.1 to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or erections;
 - 4.2 to be a member of, establish, purchase or otherwise acquire, any company or business which, in the opinion of the Management Board, may be carried on so as, directly or indirectly, to benefit the Association;
 - 4.3 to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Association subject to such consents as may be required by law;
 - 4.4 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;
 - 4.5 to borrow or raise money for the objects of the Association on such terms and on such security as may be thought fit subject to such consents as may be required by law;
 - 4.6 to take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Association;
 - 4.7 to print and publish any newspapers, periodicals, books, articles or leaflets;
 - 4.8 to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation, legacies, grants or otherwise;
 - 4.9 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
 - 4.10 to invest moneys of the Association 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;
 - 4.11 to make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or guarantee or lend money (with or without security) to or for any trusts, or Associations or institutions in any way connected with the purposes of the Association or calculated to further its objects;

- 4.12 to establish subsidiary or associated companies and to carry on through any subsidiary or associated company any activities which the Association is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as may be thought fit;
 - 4.13 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 Association;
 - 4.14 to insure and arrange insurance cover for, and to indemnify its Officers, Employees and Volunteers and those of its Members as thought fit from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
 - 4.15 to amalgamate with, subscribe to or become a member of any companies, institutions, societies or associations whose objects are wholly or partly similar to those of the Association, or the establishment or promotion of which may be beneficial to the Association or its objects;
 - 4.16 to pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association;
 - 4.17 to do all such other lawful things as will further or are conducive and incidental to the attainment of the objects of the Association or any of them; and
 - 4.18 to carry out all of the objects and powers of the Association in accordance with the principles of equal opportunities and without discrimination on the basis of sex, race, disability, marital status, sexual orientation, religion or political belief or trade union activity.
5. The income and property of the Association 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 Association. Any director of the Association may be remunerated or paid by salary or fees for discharging her/his duties on behalf of the Association, provided that:
- 5.1.1 She/he is employed by the Association and his or her remuneration:
 - 5.1.2 is fixed having regard to the current remuneration of directors in comparable posts; and
 - 5.1.3 does not exceed the general market rate for directors providing comparable services; and
 - 5.1.4 is not to any extent 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.
- No payment shall be made by way of remuneration to a non-executive director.
6. The liability of the Members is limited.
 7. Every Member agrees to contribute to the assets of the Association, in the event of the Association being wound up and its assets proving insufficient to meet all of its

liabilities in full while they are a Member or within one year of them ceasing to be a Member, for the payment of the Associations' various debts and liabilities. This contribution shall not exceed £1.00 (one pound).

8. 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 any successor body having similar objects or another golf association as determined by the Members.

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ARTICLES OF ASSOCIATION
OF
ENGLISH WOMEN'S GOLF ASSOCIATION

INTERPRETATION

9. The regulations contained in Table C of the Act shall not apply to the Association and the regulations contained in these Articles shall be the Articles of Association of the Association.
10. Except where otherwise specified or where the context requires otherwise, in these Articles the following words and expressions shall have the meanings given to them below:

“Act” means the Companies Act 1985 as amended by the Companies Act 1989 and as further modified by statute or re-enactment from time to time;

“Articles” means these Articles of Association, as altered from time to time;

“Association” means The English Women’s Golf Association;

“Appointments Committee” means the committee appointed by the Association to select and appoint the Directors pursuant to Article 53;

“Auditors” means the auditors of the Association appointed from time to time;

“Chief Executive” means the chief executive officer of the Association from time to time;

“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“Clubs” means the golf clubs affiliated to the Association and to the relevant County Association under the terms of Article 12;

“Club Delegate” means the person selected at each Club to represent the Club in respect of Association and County business and to attend and vote at County Meetings under Articles 89 to 96;

“County” means each of the English counties listed in Appendix A to these Articles as amended from time to time;

“County Association” means the body established to represent a County pursuant to Articles 8 and 9;

“County Delegate Meetings” means the meetings of the Club Delegates situated in a County;

“Electronic Communication” means an electronic communication (as defined in the Electronic Communications Act 2000);

“England” shall not include Wales but shall include the Isle of Man, Isle of Wight, the Channel Islands and the Isles of Scilly;

“General Meeting” means a general meeting of the Association, being either an annual general meeting or an extraordinary general meeting;

“Independent” means in relation to a Director an individual appointed from time to time pursuant to these Articles to serve on the Management Board (save for the Chief Executive) in an independent capacity and who does not hold any other office, position or appointment within the Association or any of the Regional Committees and who is not affiliated to the Association in any other capacity (save as an Individual Member and/or competitor in Golf events). Any question of the “independence” of any individual for these purposes shall be determined by the Board in their absolute discretion;

“Ladies Section” means women and girl members of a Golf Club;

“in writing” means any form or mode of representation or reproduction of words in a visible form;

“Management Board” means the Management Board of Directors of the Association appointed under Articles 47 and 48;

“Management Board Chairman” means the person selected from time to time by the Appointments Committee to be Chairman of the Association in accordance with Article 52;

“Members” means the members of the Association from time to time being the Voting Members, the Individual Members and the Club Members;

“Office” means the registered office of the Association from time to time;

“President” and “Honorary Life Presidents” has the meaning given to it in Articles 41 to 46;

“Regional Committees” means the regional committees established in accordance with these articles.

“Regional Committee Chairmen” means the chairmen of the Regional Committees appointed in accordance with Article 86;

“Secretary” means the person appointed from time to time by the Board to be company secretary of the Association in accordance with Article 50;

“Unincorporated Association” means the unincorporated association known as The English Ladies’ Golf Association or ‘ELGA’ existing at the date of the adoption of these Articles

“Voting Member” shall mean the County Associations.

11. In these Articles:

11.1 when the context requires, words denoting the singular number include the plural number and vice versa, words denoting persons include corporations;

11.2 words or expressions contained in these Articles that are not defined in these Articles but are defined in the Act have the same meaning as in the Act (but excluding any modification of the Act not in force at the date of adoption of these Articles) unless inconsistent with the subject or context;

11.3 subject to paragraph 11.2, references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force; and

11.4 headings are inserted for convenience only and do not affect the construction of these Articles.

OBJECTS

12. The Association is established for the purposes expressed in its Memorandum of Association.

CLASSES OF MEMBERSHIP

13. The Association shall have three classes of Member namely County Associations, Individual Members and Clubs.

14. The Members shall be entitled to services and benefits as provided by the Association from time to time as specified in these Articles and in any other official publications of the Association.

15. The Members shall be deemed to have agreed to be bound by these Articles, the Memorandum of Association and any rules, regulations, including the County Golf Regulations from time to time in force, policies and procedures (hereinafter referred to as “Regulations”) issued by the Association.

County Associations as Voting Members

16. There shall be 35 County Associations as set out at Appendix A.
17. The County Associations shall be the Voting Members of the Association.
18. Voting Members shall be entitled to receive notices of General Meetings and they shall be entitled to attend, speak and vote at those meetings in accordance with the provisions of these Articles.

Non-Voting Members

19. The Individual Members and the Clubs shall be Non-Voting Members of the Association and as such shall be entitled to receive notices of General Meetings in accordance with Article 111, attend and speak at General Meetings but they shall not be entitled to vote thereat. They shall be entitled to receive notice of, attend, speak and vote at Club and County level meetings as appropriate and as provided for in these Articles.

Clubs

20. Clubs can join the Association by applying for membership in the form proscribed from time to time by the Management Board and in all cases the following requirements will apply;
 - 20.1 No Club shall be entitled to become a member of the Association unless it has been officially assessed under the USGA or LGU course rating system and has attained a Standard Scratch Score for a women’s course.
 - 20.2 The issuing of a Standard Scratch Score to a Club entitles that Club to hold Qualifying Competitions over a measured course as allowed by the CONGU Unified Handicapping System.
 - 20.3 No Club shall be entitled to become a member of the Association unless it has first affiliated to their County Association.
 - 20.4 The Management Board may impose further conditions of Club membership as it reasonably considers to be in the interests of Women’s golf.
21. A Club may withdraw from the Association by written notice to the Secretary no later than the 31 March in any year. A Club that has previously withdrawn from membership of the Association and wishes to rejoin shall be required to satisfy all the conditions for joining as are at that time laid down in the same way as any other Golf Club seeking membership.

Individual Members

22. Individual Members shall be those women and girl golfers who are members of Golf Clubs and whose subscription has been paid in accordance with the provisions of these Articles.

SUBSCRIPTIONS AND LEVIES

23. Clubs in membership of the Association shall pay to the Association an annual membership subscription for every woman and girl golfer who is a member of that Club as at 1st January in each year (but excluding any Honorary Members), to support the work of the Association and the Ladies' Golf Union.
24. From 1st January 2008 each Club's annual subscription to the Association shall be calculated at the rate of £7.85 for each woman and girl golfer in membership of that Club. This sum shall be increased annually by the rate of inflation to the nearest 5p. The annual rate of inflation shall be determined by the Management Board based on statistics published by the Government and based on the Retail Price Index (RPI). RPI increases in the Association membership subscription shall be notified to Clubs in February each year with such increase to take effect the following January. Any further increases, over and above the rate of inflation, shall be approved by resolution of the Voting Members in General Meeting. To this amount shall be added the amount as required to enable the work of the Ladies' Golf Union, as agreed by the Association.
25. In addition to the annual membership subscription each member Club shall pay to the Association an annual Ladies' Section levy (the "Levy"), as collected by the 4 Divisions prior to the date of adoption of these articles. The Levy shall be separately accounted for in the books of the Association and shall be used to assist with the costs of County Match Week and Regional Competitions. The Levy shall be £15 per Club for the year from 1st January 2008 and any increase in this amount for following years shall be approved by resolution of the Voting Members in General Meeting.
26. The annual subscription and the Levy shall be calculated and payable on a calendar year basis and shall be due on the 1st January each year and payable at the latest by the 31st March in the same year.
27. Where applicable VAT will be charged on all the above amounts.

Consequences of non-payment

28. Any Member Club which fails to pay the annual Association membership Subscription(s) and/or the Levy by 31st March in any year shall;
 - 20.1 have its Standard Scratch Score revoked;
 - 20.2 no longer be a member of the Association and shall be struck off the Association's Membership Register and shall not be admitted as a member of the Association at any future time except by fulfilling all the requirements of a new member, making payment to the Association of the arrears that gave

rise to the termination of their membership and on such other conditions as the Management Board shall reasonably impose having regard to their previous default; and

- 20.3 its members shall cease to be Individual Members and shall no longer be entitled to hold a CONGU handicap.

Scratch score assessment fee

21. Any golf course having no Ladies' Section, which requires a Scratch Score, shall pay a Scratch Score assessment fee and thereafter will become registered with the Association on payment of an annual registration fee. The amount of such fee shall be determined by the Management Board.

COUNTY AFFILIATION

22. Each County Association shall pay to the Association an annual affiliation fee of such amount as shall from time to time be approved by the Annual General Meeting or an Extraordinary General Meeting. Payment of this affiliation fee becomes due on 1st January in each year and must be made on, or before, the 31st March in each year.
23. If any County Association shall fail to pay its annual affiliation fee by 31st March in any year it shall be ineligible to enter a team for the County Golf Championship in that year, except in special circumstances, which shall be decided on by the Management Board who shall have an unfettered discretion as to whether or not to allow the participation of the County Association at the County Golf Championship.

COLLECTION OF COUNTY PER CAPITA FEES

24. At the request of any County Association the Association will collect from every affiliated club in that County, at the same time it collects the Association's annual subscription, the County per capita fee on behalf of any County Association. The amount of such fee will be determined from time to time by the Members in County General Meetings.
25. Where a County Association's per capita fee is being collected by the Association the Association will pay the County a payment by the 1 February each year in respect of 80% of the previous year's per capita numbers, with the balance being paid at the end of March, or, when the club pays if it is after this date. If the number of County Associations requesting the Association to collect this fee on their behalf exceeds 15 the figure of 80% shall not apply and the Management Board shall be entitled to determine the amount to be paid to each County by the 1 February in each year taking account of the cash flow implications for the Association of these arrangements.

GENERAL MEETINGS

26. The Association shall hold a General Meeting in January every year as its Annual General Meeting at such time and place as may be determined by the Management Board and shall specify the meeting as such in the notices calling it.
27. All Members shall receive notice of General Meetings in order that they can participate in the determination of the outcome of those meetings in the manner provided for in these Articles. Only representatives of the County Associations shall be entitled to vote at General Meetings and each County Association shall have one vote each.
28. The Annual General Meeting shall be held for the following purposes:
 - 28.1 to receive from the Management Board a full statement of account;
 - 28.2 to receive from the Management Board a report of the activities of the Association since the previous Annual General Meeting with specific reference to the matters set out as responsibilities of the Management Board;
 - 28.3 to receive from the Operational Board a report of the activities of the Association since the previous Annual General Meeting with specific reference to the matters set out as responsibilities of the Operational Board;
 - 28.4 to appoint the Auditors; and
 - 28.5 to transact such other business as may be brought before it.
29. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
30. The Company Secretary shall, on an order of the Management Board, or at the written request of no less than 9 of the Voting Members, convene an Extraordinary General Meeting. Such order or request must indicate the nature of the business to be conducted and shall be laid before the Chairman who shall authorise the holding of an Extraordinary General Meeting within 28 days of the receipt of such order or request.
31. There shall be given at least 28 clear days' notice in writing of every Annual General Meeting and of every Extraordinary General Meeting, specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company.
32. 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 the proceedings at any meeting.

33. The Chairman and Directors shall attend all General Meetings. The Voting Members may at any time require the Chairman or Directors to absent themselves from all or any part of a General Meeting where in the opinion of the meeting it is desirable for the discussion and voting on any proposed resolution to take place without their presence.

Proceedings at General Meetings

34. 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 25 Counties duly represented shall form a quorum.
35. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Management 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 Counties present shall be a quorum.
36. The Chairman shall preside as Chair at every General Meeting, but if the Chairman shall be absent, or if at any meeting he or she is not present within 15 minutes after the time appointed for holding the same (or if for some other reason it is thought desirable for the meeting to be chaired by another person), the Chairman of the Operational Board shall preside or, in his or her absence, the County representatives present shall choose a person who is present to act as the Chair.
37. The Chair of the meeting may, with the consent of any meeting of the Members at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other than business that might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
38. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of votes by those Counties present, and a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

39. The provisions of sections 381A-C and 382A of the Act provide that a resolution of the Voting Members may be passed without the need for a meeting if all the Voting Members unanimously pass the resolution in writing. The procedure laid down in the Act for such a written resolution must be followed in every case.
40. All acts bona fide done by any General Meeting, or by any person acting as a County representative shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such 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.

PRESIDENT AND HONORARY LIFE PRESIDENTS

41. There shall be a President of the Association who shall be appointed by the Management Board, after consultation with the Operational Board, and shall serve a two-year term of office. Any person who has served a term as President shall not be entitled to be appointed to serve in that post again.
42. The role of the President shall be to act as the figurehead of the Association representing the Association as its official representative (in a ceremonial capacity) at functions such as Club Centenary Dinners, National and International Championships, civic and political functions, and other functions and events at which the attendance of the President is deemed desirable by the Management Board.
43. The President shall be entitled to attend the Annual General Meeting of the Association, but shall not be entitled (as a privilege of his or her office) to vote thereat.
44. There shall be up to six Honorary Life Presidents of the Association who shall be appointed by the Management Board and their term of office is for life.
45. The Honorary Life Presidents shall perform a similar role to the President and may deputise for the President in his or her absence.
46. The Honorary Life Presidents shall be entitled to attend the Annual General Meetings of the Association but shall not be entitled (as a privilege of their office) to vote thereat.

MANAGEMENT BOARD

Chairman

47. There shall be a Chairman appointed who shall be a Director and who shall Chair meetings of the Management Board. In the event of the Chairman retiring before the end of his or her term, the other Management Board Directors shall elect from amongst themselves one of their number to chair

Management Board Meetings until such time as a new Chairman is appointed.

48. The Chairman shall be appointed for his or her competence and expertise in managing companies and/or other organisations and not for his or her knowledge of golf. He or she will be Independent.

Composition of the Management Board

49. The Management Board shall consist of seven Directors comprising the following positions:

- Independent Chairman
- Chief Executive Officer
- Company Secretary and/or Finance Director; and
- 4 Non-Executive Independent Directors

50. Save in the case of the Unincorporated Association's Chief Executive in office at the time of the adoption of these articles who will automatically become the Association's Chief Executive by operation of law, the Chief Executive will be appointed by the Board following an open and transparent recruitment process consisting at least of a public advertisement inviting any interested person to apply. The Chief Executive shall be a Director by virtue of his or her office and he or she shall resign as a Director upon ceasing to be employed as the Chief Executive of the Association for whatever reason, to be replaced on the Board by his or her successor as Chief Executive. The post to be filled by the Company Secretary/Finance Director will not be subject to retirement in accordance with the provisions of these articles but shall be filled from time to time by the Association's accountant who shall be appointed annually at the AGM.

51. The initial Directors of the Association shall be appointed by an appointments committee consisting of the President of the Unincorporated Association at the time, the Chairman of the Executive Board of the Unincorporated Association and the serving Chief Executive. These initial appointments shall be for terms of office of varying lengths as determined by the appointments committee.

52. Save as provided under Article 51 above in respect of the initial Directors of the Association, the Directors (other than the Chief Executive Officer) will be selected and appointed to the Board by an Appointments Committee following a formal, rigorous and transparent process, which will be competence based and conducted in accordance with the Association's recruitment policy. Each Director shall be selected according to his or her ability, experience and expertise in the organisation, management and development of business, companies or other organisations rather than their knowledge of or involvement in the sport of Golf.

53. The Appointments Committee shall comprise the Chairman of the Board, the Chairman of the Operational Board and the Chief Executive. If for any

reason one of these people is unable to sit on the Appointments Committee that person shall be replaced by one of the Non-Executive Directors.

54. At the Annual General Meeting following the appointment of any Director the Voting Members shall be asked to approve the appointment, which will be done by a simple majority. If the appointment is not approved that Director shall be deemed to have resigned his or her office three months after the meeting at which their appointment failed to achieve approval. The Appointments Committee will thereafter appoint a replacement.
55. With the exception of the Chief Executive and the Company Secretary/Finance Director and the initial Directors appointed under 51 above, each Director shall be appointed for a period of three years from the Board Meeting at which his or her appointment is confirmed but shall be eligible for reappointment once only provided such reappointment takes effect more than two years after the end of the previous term. The Chief Executive shall remain as a Director by virtue of his or her office for so long as he or she remains employed by the Association in such capacity.
56. The Chairman shall act as the chair of the Management Board from time to time but, if at any meeting he or she is not present within fifteen minutes after the time appointed for holding the meeting or is not willing to preside, the members of the Board present at the meeting shall choose one of their number to act as the Chair of the meeting in his or her place.

Powers and Functions of the Management Board

57. The business of the Association shall be under the overall management of the Management Board, which may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association in addition to those specifically conferred on the Management Board in these Articles and as are not by the Act or by these Articles required to be exercised or done by the Association in General Meetings. It is intended that certain sporting responsibilities will be primarily conducted by the Operational Board (and committees thereof) established under Articles 76 to 77 below.
58. Without prejudice to the generality of Article 57 the specific functions of the Management Board will be to have particular regard to the finances of the Association, Sport England funded programmes, the relationship with the England Golf Limited Liability Partnership, ELGA Trust and all the commercial activities of the Association.
59. The Management Board shall appoint the Chairman of the Operational Board.
60. The Management Board shall have the power from time to time to adopt, make, alter, add to or revoke rules, Regulations (save for the County Golf Regulations which shall be the responsibility of the Operational Board), bye-laws, policies and procedures for the carrying out of the objects and

purposes of the Association and for the administration of the Association and for the observance of Members.

61. Alterations of the Memorandum of Association or of these Articles shall not have retrospective effect such as to invalidate any prior act of the Management Board, which would have been valid if that alteration had not been made or that direction had not been given. The alteration shall however govern what is permissible from the close of the meeting at which it is passed unless some future date has been specified.
62. If the Management Board shall at any time be reduced in number to less than the number of Directors prescribed by or in accordance with these Articles, it shall be lawful for those Directors remaining to continue to act as the Management Board for the purpose of conducting the business of the Association until such time as the appointments committee will have appointed the relevant replacement Director or Directors.

Proceedings of the Management Board

63. Subject to the provisions of these Articles, the Management Board shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least six Management Board meetings shall be held in each calendar year.
64. The Secretary shall at any time upon the request of any one or more of the Directors summon a meeting of the Management Board by notice served upon all of the Directors and upon the Chairman.
65. The Management Board shall cause minutes to be made detailing those present at every meeting of the Management Board or of a committee of the Board and of the proceedings and resolutions passed thereat, which minutes shall be circulated to all Board or committee members (as the case may be). The minutes of Board meetings shall, once approved, be made available on the Association's official website, subject to the Association's confidentiality policy.
66. The quorum for meetings of the Management Board shall be four and for any committee formed pursuant to the provisions of these Articles the quorum shall be fixed by the Management Board from time to time provided that it shall never be a number less than fifty per cent of the total membership of the committee. If a meeting is inquorate, the Chair of the meeting may call a meeting at a later date to consider the business of the inquorate meeting. Any votes recorded at an inquorate meeting shall be invalid and discarded and shall not be carried forward to a later meeting.
67. Questions arising at meetings of the Management Board shall be decided by a majority of votes. Voting on any issue shall be by a show of hands. Each member of the Management Board shall be entitled to one vote. In the case of an equality of votes the resolution being voted on shall not be passed (and, for the avoidance of doubt, on an equality of votes the Chair of the meeting shall not have a second or casting vote). If at a quorate meeting,

there is agreement by consensus, a formal vote need not be taken; the Chair of the meeting may declare the motion to be passed.

68. The Management Board may at its discretion invite people to attend any meeting of the Board to submit reports to the Board and/or advise the Board.
69. A person entitled to be present at a meeting of the Management Board or of a committee of the Management Board shall be deemed to be present for all purposes if he or she is able (directly or by electronic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A person so deemed to be present shall be entitled to vote and be counted in a quorum. Such a meeting shall be deemed to take place where it is convened to be held or (if no person is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the Chair of the meeting is present.
70. All resolutions of the Management Board or acts done on the authority (or apparent authority) of the Management Board or of a committee of the Management Board, or by any person acting as a member of the Management Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or person so acting, or that they or any of them were disqualified from holding office, or were not entitled to vote, be as valid as if every such person had been duly appointed and entitled to vote.
71. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Management Board or of any committee of the Management Board shall be as valid and effectual as if it had been passed at a meeting of the Management Board or (as the case may be) a committee of the Management Board duly convened and held and may consist of several documents in the like form signed by one or more of the Directors.
72. Whenever a Director has a financial interest or any duty which is material and which conflicts or may conflict with the interests of the Association in relation to a matter to be discussed at a meeting of the Management Board or committee of the Board, that individual shall:
 - 72.1 declare the nature of the interest at the time or before discussion begins on the matter;
 - 72.2 withdraw from the meeting whilst that matter (only) is discussed, unless expressly invited to remain in order to provide information;
 - 72.3 not be counted in the quorum for that part of the meeting; and
 - 72.4 withdraw during the vote and have no vote on the matter.
73. If a question arises at a meeting of the Management Board or a committee of the Board as to whether an individual has a personal interest in any matter to be dealt with at the meeting pursuant to Article 72, the question

may be referred to the Chair of the meeting and his or her ruling in relation to any individual other than him or herself shall be conclusive of the matter.

THE OPERATIONAL BOARD

74. There shall be a body established by the Association called the Operational Board, which, subject to the overall control of the Management Board, shall be responsible for the sporting activities of the Association.
75. The Operational Board shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least five Operational Board meetings shall be held in each calendar year.

Role

76. The Operational Board will be responsible for performance and development of golf in England including (without limitation):
 - 76.1 to manage the work of the Association as outlined in the Operational Plan;
 - 76.2 to appoint the Chairmen of the various sub committees and to oversee and agree the work of the sub committees;
 - 76.3 to adopt, make, alter, add to or revoke the County Golf Regulations; and
 - 76.4 to appoint England Selection Committees and International Selector.
77. The Operational Board shall appoint the Association's representatives to CONGU, the LGU, the English Schools Golf Association and to any other body or bodies as the Operational Board may consider appropriate.

Membership of the Operational Board

78. The following shall be members of the Operational Board:
 - 78.1 the Chairman; and
 - 78.2 the Regional Committee Chairmen, and
 - 78.3 the Chief Executive.
79. Each of the members of the Operational Board listed at Article 78 above shall be entitled to receive notice of, attend, speak and exercise one vote at meetings of the Operational Board.

Operational Board Sub-Committees

80. The Operational Board shall establish and control at least four Sub-Committees including (without limitation):
 - 80.1 the championships, venues and rules of golf Sub-Committee;

- 80.2 the handicapping Sub-Committee;
 - 80.3 the course rating Sub-Committee; and
 - 80.4 the England selection Sub-Committee,
together, the Sub-Committees.
81. The Sub-Committees shall have the roles and responsibilities set out in the Appendix C to these Articles as varied from time to time by the Operational Board. Any other Sub-Committees appointed by the Operational Board from time to time shall have the roles and responsibilities given to them by the Operational Board, which must be set out in writing.
82. The Chairman of the Sub-Committee or another representative of each Sub-Committee may attend meetings of the Operational Board in an advisory capacity, but unless he or she is also a member of the Operational Board he or she shall not be entitled to vote.

THE REGIONAL COMMITTEES

83. There shall be six Regional Committees as set out in the Appendix B to these Articles, each made up of and representing the counties under their jurisdiction as identified in Appendix B.
84. The Regional Committees shall meet no less than four times per calendar year and the work of the Regional Committees shall include but not be limited to the following:
- 84.1 discussing and pursuing golfing matters as raised by the Counties;
 - 84.2 providing two way communication between the Operational Board and the County Committees;
 - 84.3 providing information about the work of the Association and the Counties to the Club Delegates;
 - 84.4 providing an opportunity for Counties to raise and discuss concerns of their club members on all golfing matters;
 - 84.5 establishing a rota between the Counties within the Region to organise and host County Golf match week and three regional competitions, being a ladies' competition, girls' competition and a foursomes event; and
 - 84.6 assisting with the identification of talent by appointing a regional talent assessor to work with the regional England selector.
85. For the avoidance of doubt, the Regional Committees shall not have the power to:
- 85.1 run championships or set up a sub-committee to do the same; or

- 85.2 levy a fee on Clubs, Individual or Voting Members.
- 86. Each Regional Committee shall appoint a Regional Committee Chairman for a period of 3 years from the Association's General Meeting at which his or her appointment is announced. The Regional Committee Chairman shall be eligible for reappointment provided such reappointment takes effect more than two years after the end of the previous term.
- 86.1 A Regional Committee representative appointed to Chairman shall be replaced by a new representative appointed by the County.
- 87. A secretary shall be appointed by the Regional Committee.
- 88. The costs of Regional Committee meetings including postage and stationery, and the expenses of the Regional Committee Chairman and of the secretary of the Regional Committee shall be met by the Association.

THE COUNTY CLUB DELEGATES MEETING

- 89. The County Associations shall organise no less than four County Delegates Meetings per calendar year, one of which may be an Annual Meeting, to consider matters including but not limited to the following:
 - 89.1 providing information and an opportunity for discussion on the work of the Association and the County to the Club Delegates; and
 - 89.2 providing an opportunity for Club Delegates to raise and discuss concerns of their club members on all golfing matters.
 - 89.3 When appropriate conduct voting on Resolutions as proposed by the Association.
- 90. There shall be given at least 14 clear days' notice in writing of every County Delegates Meeting, specifying the place, the day and the hour of the meeting.

Proceedings at County Club Delegates Meetings

- 91. No business shall be transacted at any County Delegates Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 33 per cent of Club Delegates shall form a quorum.
- 92. If within half an hour from the time appointed for the holding of a County Delegates Meeting a quorum is not present, the meeting shall stand adjourned to a date within the following seven days, at the same time and place, or at such other place as the County Committee 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 Club Delegates present shall be a quorum.

93. Upon receipt of a notice of any General Meeting of the Association, there shall be convened a County Delegates Meeting to vote on the resolutions to be discussed and voted upon at such General Meeting. The date of the County meeting shall be such that sufficient time is allowed for each Club to debate the resolutions and to vote thereon.
94. Where a County Delegates meeting is being held to consider and vote on resolutions to be put to a General Meeting, Club Delegates shall arrange a vote of the Individual Members of their Club or the Ladies' Section thereof or the Club Committee as may be appropriate on the resolutions set out in such notice. Having taken the opinion of their Club in the manner specified Club Delegates or representative- nominated by the Club shall attend County Delegates Meetings on behalf of their Club and vote at such County Meetings in accordance with the wishes of their Club.
95. At any County Meeting a resolution put to the vote of the meeting may be decided on a show of hands or by a ballot as shall be determined by the Chair by those Club Delegates present and a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and a record to that effect in the minutes of the meeting signed by the Chair shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
96. The Chair of the meeting may vote on all matters, only where he or she is representing a Club Delegate. In the case of an equality of votes the Chair of the meeting shall not be entitled to a second or casting vote and the resolution being voted on shall not be passed.
97. All acts bona fide done by any County Meeting, or by any person representing a Club shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such 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.

OTHER COMMITTEES AND SUB-COMMITTEES

98. The Management Board may from time to time establish or appoint additional committees and sub-committees to those provided for in those Articles as it may deem necessary for the effective conduct of the affairs of the Association.
99. In the exercise of the powers so delegated any committee and sub-committee so formed shall be governed by and shall conduct its business in accordance with any terms of reference and standing orders set by the Management Board from time to time and otherwise by the provisions of these Articles for regulating the meetings and proceedings of the Management Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board and shall observe any conditions and limitations attached to the delegation.

DISQUALIFICATION OF DIRECTORS AND CASUAL VACANCIES

100. The office of a Director shall be vacated if:
- 100.1 he or she becomes bankrupt or a receiving order is made against him or her, or he or she makes any arrangement or composition with his or her creditors generally;
 - 100.2 he or she becomes of unsound mind and/or suffers from a mental disorder;
 - 100.3 he or she resigns his or her office by notice in writing to the Association;
 - 100.4 he or she ceases to hold office by virtue of any provision of the Act or he or she becomes prohibited by law from being a director of the Association;
 - 100.5 he or she is removed from office by a resolution duly passed pursuant to section 303 of the Act; or
 - 100.6 he or she shall without sufficient reason for three consecutive meetings of the Management Board have been absent without permission of the Management Board and the Management Board resolve that this office be vacated ("sufficient reason" for these purposes shall be judged by the Management Board in its absolute discretion).

COMPANY SECRETARY

101. The Management Board shall appoint the Company Secretary of the Association.
102. Unless the Management Board decides otherwise, the Association's accountant from time to time shall be the Company Secretary. In the event of the Company Secretary being the Association's accountant, he or she shall resign as a Company Secretary upon ceasing to be the Association's accountant.
103. The Directors shall have power to remove the Secretary on such terms as they may from time to time determine. The removal of the Secretary shall not in the case of such person being an employee of the Association by itself terminate such person's contract of employment.

REMUNERATION AND EXPENSES

104. No Director shall receive paid remuneration for or in connection with the discharge of their duties for or on behalf of the Association (save only for any Director who is employed by the Association under a contract of employment).
105. All Directors shall be entitled to be reimbursed for all out of pocket, accommodation and travel expenses properly incurred by them in connection with their attendance at meetings or otherwise in connection

with the discharge of their duties in accordance with any expenses policy established by the Board from time to time.

AUDITORS

106. The Board shall cause accounting records of the Association 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).
107. 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 Directors.
108. At the Annual General Meeting in every year the Board shall present a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) 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 the Auditors and to all other persons entitled to receive notices of General Meetings save that the accounts shall not be sent to the Individual Members.

AUDIT

109. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditors.
110. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

111. A notice may be served by the Association upon any Member by whichever of the following methods it may in its absolute discretion determine:
 - 111.1 personally by handing the same to an Officer of the Member or leaving it at the principal place of business of the Member;
 - 111.2 by sending it through the post in a prepaid envelope addressed to the Member at its address as appearing in the Register of Members of the Association;
 - 111.3 by using electronic communications to an address for the time being notified to the Association by the Member; or

- 111.4 by posting it on the Club noticeboard or in a conspicuous place on the Club premises.
112. Unless otherwise provided for in these Articles, a Member shall send any notice or other document pursuant to these Articles to the Association by whichever of the following methods he or she may in his or her absolute discretion determine:
- 112.1 by sending it through the post in a prepaid envelope addressed to the Office;
- 112.2 by leaving the notice at the Office; or
- 112.3 by using electronic communications to an address for the time being notified by the Association.
113. A Board Member present at a Board Meeting shall be deemed to have been sent a proper notice of that Board Meeting.
114. Proof that an envelope containing a notice or other document was properly addressed, prepaid and posted shall be conclusive evidence that the notice or document was sent. A notice or other document shall be deemed to have arrived with the addressee:
- 114.1. if sent by first class post, special delivery post or airmail on the day following that on which it was posted;
- 114.2 if personally, immediately; or
- 114.3 if contained in an electronic communication, at the expiration of 24 hours after the time it was sent.

INDEMNITY

115. Subject to the provisions of the Act, these Articles and the Memorandum of Association of the Association, every Director, the Secretary and the members of those committees and sub-committees formed under these Articles shall be entitled to be indemnified out of the assets of the Association against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her responsibilities relating to the Association, save always that the indemnity shall not apply to any dishonest or fraudulent acts or omissions.

DISSOLUTION

116. Clause 7 of the Memorandum of Association of the Association that relates to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

APPENDIX A
ENGLISH COUNTIES

Bedfordshire
Buckinghamshire
Cheshire
Cumbria
Devon
Durham
Gloucestershire
Hertfordshire
Lancashire
Lincolnshire
Norfolk
Northumberland
Oxfordshire
Somerset
Suffolk
Sussex
Wiltshire
Yorkshire

Berkshire
Cambridgeshire s & Huntingdonshire
Cornwall
Derbyshire
Dorset
Essex
Hampshire
Kent
Leicestershire & Rutland
Middlesex
Northamptonshire
Nottinghamshire
Shropshire
Staffordshire
Surrey
Warwickshire
Worcestershire & Herefordshire

APPENDIX B

ENGLISH REGIONS

North

Cheshire
Cumbria
Northumberland
Durham
Lancashire
Yorkshire

Midlands South

Berkshire
Buckinghamshire
Northamptonshire
Oxfordshire
Warwickshire
Worcestershire & Herefordshire

South

Hampshire
Kent
Middlesex
Surrey
Sussex

Midlands North

Derbyshire
Leicestershire & Rutland
Lincolnshire
Nottinghamshire
Shropshire
Staffordshire

East

Bedfordshire
Cambridgeshire & Huntingdonshire
Essex
Hertfordshire
Norfolk
Suffolk

South West

Gloucestershire
Cornwall
Devon
Dorset
Somerset
Wiltshire

APPENDIX C

ARTICLES SUB COMMITTEES

The composition of each sub-committee will be as follows. However, at the discretion of the Management Board, the number of sub committees and sub committee members may be increased or decreased to meet the needs of the Association.

GENERAL

It is not a requirement that any member of a sub committee is a member of the Operational Board. However, each Region must be individually represented to provide for national coverage.

Championship, Venues and Rules of Golf Sub-Committee

Composition

The Championship, Venues and Rules of Golf Committee shall consist of a Chairman who shall be a member of the Operational Board, a representative from each of the six Regions, and the Tournament Secretariat

Term of Office

Each Representative shall serve a maximum of 6 years

Quorum

Three representatives from the Regions shall form a quorum.

Remit

- to select courses suitable for each Championships, County Golf Matches and other tournaments as detailed on the criteria forms.
- to assist with the organisation and running of Championships
- to act as Chairman of Championships
- to discuss and approve courses for County Greens
- to answer queries on County Golf Regulations from the Counties
- to answer Rules of Golf queries from the Counties
- to run Rules Courses and Seminars for Divisions and Counties

National Handicap Sub-Committee

Composition

The Handicap Committee shall consist of a representative from each of the 6 Regions, one of whom shall be Chairman.

Terms of Office

Each Representative shall serve a maximum of 6 years.

Quorum

Three representatives from the Regions shall form a quorum.

Remit

- to answer queries on the CONGU Unified Handicapping System

- to act as Regional Advisers to County Area Authorities
- to offer advice on disciplinary matters

Scratch Score/USGA Course Rating Committee Sub Committee

Composition

The Scratch Score and USGA Course Rating Committees shall consist of a representative from each of the six Regions and a Chairman appointed by the Operational Board.

Term of office

Each Representative shall serve a maximum of 10 years

Quorum

Three representatives from the Regions shall form a quorum.

Remit

- to assist with Temporary SS due to course alterations
- to rate courses under the USGA Course rating system

Selection Committee Sub-Committee

Composition

The Selection Committee shall consist of a six Selectors, one from each the six Regions one of who shall be the English Member of the International Selection Committee, Performance Director, National Training Manager, National Coach, and a Chairman who shall be a member of the Operational Board or appointed by the Board for his/her skills.

Powers to Co-opt:

The Selection Committee shall have the power to co-opt up to three additional members to be approved by the Operational Board

Terms of Office

Each member of the Selection Committee shall serve up to a maximum of five consecutive years except that a member on becoming an International Selector may continue as a member of the Selection Committee for the full period of her membership of the International Selection Committee.

Quorum

Three representatives from the Regions shall form a quorum.

Remit

- to submit to the Operational Board for appointment, nominations for Team Captains and Managers
- to select players to represent England
- to select players to represent EWGA
- the business of the Selection Committee shall be confidential until released for publication
- The English member of the International Selection Committee and Deputy when appropriate, are elected by the Operational Board and such representatives being subject to LGU Regulations (see LGU Handbook).