



Knighton Heath Golf Club

Memorandum & Articles of Association (Club Rules)

**As amended
AGM 18 October 2018**

MEMORANDUM OF ASSOCIATION

1. The name of the Company is "KNIGHTON HEATH GOLF CLUB LIMITED"
2. The Registered Office of the Club will be situated in England.
3. The objects for which the club is established are:-
 - (a) To acquire by purchase, lease or otherwise golf links, grounds and other premises at or near Northbourne, Bournemouth in the County of Dorset or elsewhere and to carry on a golf club in connection with the said grounds or otherwise, and to maintain, expand, construct and provide buildings and all other usual or desirable accommodation and conveniences for the use and accommodation of members and others permitted to use the same.
 - (b) To promote and teach the game of golf and other recreations as may be thought fit, and to arrange, organise and hold matches and competitions, and provide and confer trophies, prizes and rewards in connection therewith.
 - (c) To carry on in connection with the above a restaurant, licenced premises and other accommodation and conveniences, entertainments: and to make, buy, sell or otherwise deal in refreshments, alcoholic and non-alcoholic beverages, golf requisites and sports requisites and clothing of all kinds.
 - (d) To apply for, obtain, hold and own either in the name of the Club or by nominee or nominees, agent or agents all the necessary refreshment or excise licenses.
 - (e) To raise money by subscriptions, entrance fees and otherwise.
 - (f) To become members of or promote or assist in promoting any association or body for the promotion or assistance of golf or any other game, recreation or pastime, and to subscribe or make grants to assist in the carrying on or promotion of games, recreations or pastimes.
 - (g) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Club may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Club.
 - (h) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Club as may be thought expedient with a view to the promotion of its objects
 - (I) To undertake and execute any trusts which may lawfully be undertaken by the Club and may be conducive to its objects.
 - (j) To borrow or raise money for the purposes of the Club on such terms and on such security as may be thought fit.
 - (k) To invest the moneys of the Club not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
 - (l) To establish, subsidise, promote, support or amalgamate with companies, institutions, societies or associations having objects altogether or in part similar to those of the Club.
 - (m) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected to further its objects.
 - (n) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Club shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Club would make it a Trade Union.

4. The income and property of the Club, whencesoever derived, shall be applied solely towards the promotion of the objects of the Club, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Club.

Provided that nothing herein shall prevent the payment in good faith, of fees or remuneration to any officer or servant of the Club, or to any member of the Club in return for any services actually rendered to the Club, or reasonable and proper rent for premises demised or let by any member to the Club.

5. The liability of the members is limited.
6. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for the payment of the debts and liabilities of the Club contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £6 (Six pounds) in the case of an ordinary member, £5 (Five pounds) in the case of a Lady Member and in the case of a Member in any other class 10p (Ten Pence).

ARTICLES OF ASSOCIATION

RULE DEFINITIONS

<i>Description</i>	<i>Definitions</i>
Approved pro-forma	A pro-forma created by the club manager and used by members for the submission of resolutions or for expressing intention to vote on resolutions
Correspondence	All communication with the club in any written format including paper and electronic but excluding that sent by phone text or similar which may not be saved to a database.
Director	An elected member who shall be a playing member over 18 years of age.
Flexi member	A member who pays a reduced membership fee and pays a green fee on each occasion that they play golf. Any restrictions applicable to the payment of the membership fee by any form of credit agreement may be applied by the Management Committee.
Honorary Member	Any person who has rendered distinguished service to the game of golf.
Junior	A playing member under 18 years of age on 1st July of year in question
Life member	A previous or current member who has rendered distinguished service to the Club.
Member	All members of the club irrespective of category.
Membership category	A split of the membership into various categories e.g. according to age, gender, length of membership, playing rights etc. as determined by the Management Committee.
Officer	Any playing member elected to a committee other than to the Management Committee (with the exception of Club Captain & Club Vice-Captain who will be elected to both the Management and Captain's Committee).
Player Hold	A Playing Member who on request and approval by the Management Committee suspends his playing membership for a period of time upon such terms and conditions as the Management Committee decide.
Playing Member	A Member (over 18 years of age) entitled to play according to his membership category.
Quorum	More than 50% of those members of a committee eligible to vote (unless specified otherwise).
Resolution	A submission by voting members to a General meeting or other Committee requiring a vote. To include those for election of Directors and Officers or any change/s to the Articles of Association.
Section	Any sub group of the club created from time to time
Senior	A member aged 60 or over

Show of hands	An alternate method of voting NOT requiring a secret ballot which may be used to simplify and expedite any 'non contentious' voting process e.g. an annual report etc. The Captain or Chairman of any committee will be permitted to sanction this type of vote subject to the agreement of those in attendance at such meeting by a show of hands. Where there are any objections to a show of hands a secret ballot must be held. Not to be used for election of officers or directors.
The Club	Knighton Heath Golf Club
Vote	A secret ballot or a show of hands
Voting Member	All playing members (over 18 years of age) including Life members.

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, and vice versa.
Words importing persons shall include corporations.

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1. THE CLUB

- 1.1 The Club;
 - 1.1.1 shall be called Knighton Heath Golf Club.
 - 1.1.2 is a member's club established and registered as a company limited by guarantee.
 - 1.1.3 is a company formed under a Memorandum and Articles of Association which may be inspected in the Manager's office.
 - 1.1.4 is formed to provide facilities for and promote participation in the amateur sport of golf in Bournemouth and the surrounding areas.
- 1.2 The property shall be under the control of the Directors of the club provided always that;
The Directors shall not unless so directed by a resolution passed by a two-thirds majority of voting members at a General Meeting;
 - 1.2.1 purchase any land or hold interest in any land
 - 1.2.2 enter into any contract concerning or making any conveyance or disposition whatsoever of any land or interest in land vested in them other than a mortgage
 - 1.2.3 charge the creation of an assured short-hold tenancy or a licence or tenancy in connection with the employment of an employee and terminable upon or before the termination of the employee's employment

2. NUMBERS

The Club shall consist of:

- 2.1 not more than 700 playing members.
- 2.2 the types of membership category and numbers within each as determined by Management Committee, limitations on membership will only be allowed based on available facilities on a non-discriminatory basis.

3. MEMBERS JOINING

- 3.1 Membership shall only be granted after a written proposal for membership has been considered and approved by the Captain's Committee of the Club.
- 3.2 The Captain's Committee may refuse membership only for good cause such as conduct or character likely to bring the Club or the sport into disrepute.
- 3.3 Membership of the Club shall be open to anyone interested in the sport on application regardless of gender, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs.
- 3.4 Each new member should be aware of the contents of the Memorandum and Articles of Association (Club Rules).

4. MEMBERS RESIGNATION / EXPELLED:

- 4.1 A member is requested, when leaving the club, to resign their membership, by correspondence to the Manager.
- 4.2 Any member expelled according to the Rules or otherwise ceasing to be a member of the Club shall forfeit all such rights to or claim upon the Club or its property or funds as he/she may have had by reason of membership.

5. MEMBERS ENTRANCE FEES, SUBSCRIPTIONS AND OTHER PAYMENTS

- 5.1 A member;
 - 5.1.1 is liable for any annual subscriptions, locker and trolley shed rentals and any imposed levy, which shall be payable in advance by the day on which the financial year shall commence
 - 5.1.2 who has not paid the amount due by the first day of the new financial year will be banned from competing in any club competition or voting at any meeting
 - 5.1.3 who has not paid the amount due by the 7th day thereafter, will cease to be a member, but may be re-instated by the Management Committee on payment of the arrears.
 - 5.1.5 who on provision of a medical certificate wishes to suspend his playing membership may request the Management Committee to transfer their membership to Player Hold.
- 5.2 The club will keep subscriptions and other payments at levels that will not pose a significant obstacle to people participating
- 5.3 Invoices will be issued one month before the end of the financial year.
- 5.4 Where a playing member using a credit facility, cancels membership, resigns or is expelled during the year they will continue to be liable for the outstanding payments due for the remainder of the year for which subscriptions are due
- 5.5 Should a playing member default in the payment of any fees fully/partly owed to the club the Management Committee reserve the right to appoint a collection agency to recover the fees and any associated costs due to the club.
- 5.6 Life Members are entitled to all the privileges of a playing member without paying the annual subscription.
- 5.7 Honorary members are entitled to all the privileges of a playing member without paying the annual subscription but may not serve as officers of the club or vote at an Annual General Meeting/General Meeting.
- 5.8 All members within non-voting categories are entitled to apply for a membership with voting rights upon paying the appropriate subscription and after going through the relevant membership application procedures.
- 5.9 Loans
 - 5.9.1 The Management Committee may request a loan from any member for the financing of a specific project etc. as proposed at an Annual General Meeting/General Meeting
 - 5.9.2 Upon ceasing to be a member, he/she shall be entitled to have any sum owed by the Club to him/her repaid within six months of the receipt by the Club Manager of notice by correspondence requesting such payment.
 - 5.9.3 Any loan not requested to be repaid within twelve months of them ceasing to be a member will revert back to the club
 - 5.9.4 Balances on bar cards, if not claimed within six months of a member having left the club will revert back to the club

MANAGEMENT OF THE CLUB

6. DIRECTORS:

Shall not serve as an Officer of the Club (with the exception of rule 6.1.6)

6.1 The Directors of the club:

- 6.1.1 shall be a minimum of 6 and a maximum of 9 (excluding the Captain and Vice-Captain)
- 6.1.2 shall serve for a term of three years
- 6.1.3 at the end of their 1st term of office they shall retire but be eligible for re-election for a second term.
- 6.1.4 may only stand for more than two consecutive terms should there be insufficient nominations for new directors
- 6.1.5 shall include a Finance Director who shall be voted into role at the AGM. If no suitable candidate is found the club Manager may seek the services of a professional firm
- 6.1.6 will include, if elected as Directors, the Club Captain or Club Vice-Captain (who shall serve as his alternate on Management Committee) who will become directors of the club for a term which will correspond to the period of time they serve as Club Captain and/or Vice-Captain.
- 6.1.7 will cease to be directors by virtue of any provision of the Companies Act 2006 or is by law prohibited from being a director or if they, without permission from the directors, have been absent for 4 consecutive meetings and the directors resolve that the office be vacated.

7. OFFICERS

Shall not be a Director of the club except in the case of Club Captain and Club Vice-Captain (who shall serve as his alternate on Management Committee)

7.1 The President;

- 7.1.1 should be a playing member of at least 10 years standing.
- 7.1.2 shall stand for a term of 3 years
- 7.1.3 shall at the end of his / her 1st term of office retire but be eligible for re-election for a second term.
- 7.1.4 may only stand for two consecutive terms

7.2 Captains & Vice-Captains

- 7.2.1 should be playing members of at least 5 years standing.
- 7.2.2 shall stand for a term of 1 year
- 7.2.3 may if elected by the members serve a subsequent term(s) in the same office.

7.3 Other Officers

- 7.3.1 should be playing members of at least 2 years standing
- 7.3.2 shall serve for a term of three years
- 7.3.3 At the end of their 1st term of office they shall retire but be eligible for re-election for a second term.
- 7.3.4 may only stand for more than two consecutive terms should there be insufficient nominations

COMMITTEE STRUCTURE

8. MANAGEMENT COMMITTEE shall comprise,

- 8.1 Those members entitled to vote;
 - 8.1.1 Directors
 - 8.1.2 Club Captain or Vice-Captain (designated alternate)
- 8.2 Those members not entitled to vote;
 - 8.2.1 President
 - 8.2.2 Manager
 - 8.2.3 Additional members may be co-opted onto the committee at the discretion of the Management Committee. Any member so appointed shall retire at the next AGM but be eligible as a candidate for election at such AGM.
- 8.3 The Management Committee shall elect a Chairman and Vice Chairman at its first session after each AGM to hold office for one year and be eligible for re-election thereafter.

9. CAPTAIN'S COMMITTEE shall comprise,

- 9.1 Those members entitled to vote;
 - 9.1.1 Club Captain and Club Vice-Captain.
 - 9.1.2 Ladies' Section Captain and Vice-Captain.
 - 9.1.3 Men's Seniors' Section Captain and Vice-Captain.
 - 9.1.4 Management Committee Chairman (or the Management Committee representative).
- 9.2 Those members not entitled to vote;
 - 9.2.1 President
 - 9.2.2 Manager
 - 9.2.3 Club Professional
 - 9.2.4 Junior Organiser
 - 9.2.5 Chairman or representative of the Handicaps & Competitions Sub-Committee
 - 9.2.6 Additional members may be co-opted onto the committee at Captain's committee discretion. Any member so appointed shall retire at the next AGM but be eligible as a candidate for election at such AGM.

COMMITTEE RESPONSIBILITIES

10. MANAGEMENT COMMITTEE will be responsible for;

- 10.1 all non-golfing policy
- 10.2 the control of financial matters of the Club
- 10.3 engaging, control and dismissal of employees of the club
- 10.4 all such administrative powers as may be necessary for properly carrying out the business of the Club
- 10.5 The purchase of intoxicating liquor for supply by the Club. The permitted hours for the supply of intoxicating liquor shall be within the normal licensing hours for the district.
- 10.6 Opening and closing of the clubhouse / bar or any part thereof. A notice to this effect shall be displayed in the club-house.

11. CAPTAIN'S COMMITTEE will be responsible for;

- 11.1 all golfing matters
- 11.2 membership induction process
- 11.3 overall responsibility for organising and running of social events
- 11.4 and shall be the guardian of the standards, tone and atmosphere of the Club.

12. MANAGEMENT COMMITTEE/ CAPTAIN'S COMMITTEE will be jointly responsible for;

- 12.1 the recommendation of Life Members and Honorary Members
- 12.2 setting up sub-committees as deemed necessary.
- 12.3 each sub-committee reporting back to its parent committee through its chairman.

13. SECTION COMMITTEES

All sections will be bound by the club rules and will be considered as an integral part of the Club and shall be responsible for where appropriate;

- 13.1 Arranging matches, competitions and other activities
- 13.2 Co-operating in support of any activities for the benefit of the Club when requested by the Captain's committee or the Management committee.
- 13.3 Complying with any policy requirements of the Club or as requested by the Management Committee/Captain's Committee

EMPLOYEE ROLES & RESPONSIBILITIES

14. THE MANAGER shall:

- 14.1 The Manager shall;
 - 14.1.1 conduct the correspondence of the Club
 - 14.1.2 have the custody of all documents belonging to the Club
 - 14.1.3 keep full and correct minutes of all Management Committee and the Captain's Committee proceedings
 - 14.1.4 provide the administrative support to the various sections of the Club where previously agreed
 - 14.1.5 assist the Financial Director to keep the accounts of the Club
 - 14.1.6 assist the Financial Director to make up the Annual Statements of Accounts to the 30th June in each year
 - 14.1.7 circulate the Statement of Accounts to the members following the annual audit.
- 14.2 The full duties and responsibilities of the Manager are contained in his/her contract/job description.

15. AUDITOR

The accounts shall be audited annually by the auditors of the Club.

ELECTION PROCEDURE

16. RESOLUTIONS

Resolutions;

- 16.1.1 for any amendments to the Articles of Association, may only be made on the approved pro-forma by two voting members of the Club of at least two years standing.
- 16.1.2 for the election of a director or officer, shall be accompanied by the approved pro-forma from the candidate consenting to serve if elected.

17. VOTING

- 17.1 All voting at AGM's and General Meetings shall be by a show of hands unless a secret ballot is requested by either the Chairman or two members.
- 17.2 Each voting member of the club will be allowed one vote
- 17.3 Members are to cast a vote either in favour, against or abstain for each resolution in the manner prescribed on the ballot paper.
- 17.4 The number of votes obtained for any resolution will be the NET position of those cast 'For' less those cast 'Against'.
- 17.5 Any resolution, requiring a vote, except for a rule change, where more votes are cast Against than For will be rejected.
- 17.6 No rule of the Club shall be repealed or altered and no new rule shall be made save by a two-thirds majority of the voting members in attendance and those having submitted an approved pro-forma. .
- 17.7 Wherever possible the votes should be counted and recorded and verified by an independent party.
- 17.8 Where the result of resolution results in an equal number of votes, the Chairman of the Committee shall have the casting vote.
- 17.9 The number of votes cast for and against each resolution shall be announced to the members attending the meeting as soon as the ballot result is known

- 17.10 The result of the ballot shall be posted on the club notice board and on the Club web site by the manager (or respective chairman of the section committee)
- 17.11 Any voting member who is unable to attend an AGM / General Meeting and who is entitled to vote, may submit an approved pro-form voting form or proxy voting form by post or via an electronic voting form, to the Manager at least 48 hours prior to any meeting.
Any form delivered after these times will be declared null and void.

MEETINGS

18. ANNUAL GENERAL MEETING

- 18.1 Shall be held once in every year as soon as possible after the end of the financial year at such place as the Management Committee shall determine.
- 18.2 Not more than 15 months may elapse between one AGM and the next.
- 18.3 The date shall be advertised 8 weeks before the date of the meeting on the Club notice board and via the club website
- 18.4 Resolutions from voting members must be submitted on the approved pro-forma to the Manager not less than 6 weeks before the date of the meeting.
- 18.5 Such resolutions (18.4) shall be exhibited on the main notice board of the club.
- 18.6 Any member wishing to propose amendments to the members resolutions shall do so by lodging the proposed amendment on the approved pro-forma in writing (or by hand), duly seconded, with the Manager within 4 weeks of the date of the meeting.
- 18.7 At least 2 weeks' notice must be given to members, with full details of any proposed members resolutions as well as proposed amendments, on the Club notice board and club website.

19 GENERAL MEETINGS

- 19.1 The Management Committee may call a meeting at any time
- 19.2 The Management Committee shall be bound to hold a meeting on receiving a petition signed by not less than 10% of the voting members of the Club
- 19.3 A General Meeting shall be held within 3 weeks of receipt of the petition
- 19.4 At least 2 week's notice shall be given to members by posting a notice on the Club notice board and on the club web site.
- 19.5 The quorum for a General Meeting shall be 10% of the voting members, which shall include proxy, postal & electronic votes.
- 19.6 All members of the club shall be entitled to attend General Meetings.

20. ANNUAL GENERAL MEETING / GENERAL MEETINGS - AGENDA

The President, or in his absence, the Chairman of the Management Committee shall preside.

The business of the Annual General Meeting may include the elections of;

- 20.1 President
- 20.2 Club Captain
- 20.3 Club Vice Captain
- 20.4 Directors
- 20.5 Finance Director
- 20.6 Auditor
- 20.7 Life Members
- 20.8 Honorary Members

Other business may include;

- 20.9 Voting on resolutions
- 20.10 No business other than that for which notice has been given shall be brought forward at the meeting.

MISCONDUCT

21. DISCIPLINARY COMMITTEE

- 21.1 Any complaint about a member of the Club should be made by correspondence to the Manager, detailing the circumstances
- 21.2 On receipt of a complaint against a member the Manager shall convene a meeting with the Club Captain and three other officers of the Captain's Committee
- 21.3 On hearing all the evidence submitted they shall take the appropriate action

APPEAL PROCESS

- 21.4 The Management Committee is the Appeal Committee and its task is to review the full report of the disciplinary committee
- 21.5 The decision of the Management Committee is final.

22. COMPLAINTS - STAFF

- 22.1 In no instance shall an employee of the Club be reprimanded directly by a member, director or officer
- 22.2 Any complaints shall be made by correspondence to the Manager who, if unable to deal with them, shall submit them to the Management Committee
- 22.3 The decision of the Management Committee shall be final

23. VISITORS AND GUESTS

- 23.1 All visitors may at the discretion of the Club Captain, Manager, Professional use the clubhouse, course or facilities on payment of the appropriate fee as prescribed by the Management Committee
- 23.2 A guest of a member may play no more than twelve times in any year unless approved by the Manager.

24. SUNDRY

- 24.1 No paper, notice or placard written or printed shall be put up in the clubhouse or grounds without the authority of the Manager.
- 24.2 The Club accepts no liability for the loss of or damage to any articles left on the Club's premises by members, guests or visitors. Members are only covered for third party liability and will be liable for any excess payments.
- 24.3 The Management Committee may make such bye-laws as they consider necessary for the well-being of the Club. The drafting of those that directly concern golfing matters may only be proposed by the Captain's Committee for agreement by the Management Committee
- 24.4 All surplus income or profits are to be reinvested in the club. No surpluses or assets will be distributed to members or third parties.

25. THE CLUB - WINDING UP / DISSOLUTION

If upon the winding up or dissolution of the club there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred to a registered Community Amateur Sports Club, a registered charity or the sport's governing body for use by them in related community sports.



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