

**RULES**

**of**

**CHESHIRE GOLF LIMITED**

**Adopted by the Company under Article 5  
of the Company's Articles of Association  
(the Articles) on 2024**

**Brabners**

Horton House  
Exchange Flags  
Liverpool  
L2 3YL  
Ref: REG/ANG/90855.2

## 1. DEFINITIONS AND INTERPRETATION

1.1 In these Rules, unless the context requires otherwise:

**“Company”** shall mean Cheshire Golf Limited (company number 08166406 and whose registered office is 1-3 Chester Road, Neston, South Wirral, Cheshire, CH64 9PA);

**“Member Clubs”** mean those golf clubs within the County of Cheshire and elsewhere who have been admitted to membership of the Company in accordance with Rule 2, all of whom are Voting Members;

**“Non Voting Members”** mean all members of the Company other than the Voting Members. Non-Voting Members are not members for the purposes of the Companies Acts.

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

## 2. MEMBERSHIP

2.1 Membership shall comprise:

### 2.1.1 Voting Members

2.1.1.1 Voting Members are entitled to receive notice of, attend and vote at general meetings. Membership as a Voting Member shall be open to all golf clubs within the County of Cheshire and/or whose application to join is approved by the Board and whose constitution and rules:

2.1.1.2 recognise the Rules of Golf as prescribed by R & A Rules Limited.

2.1.1.3 give control to its members or a committee thereof for the handicapping of its members in accordance with the National Handicapping Scheme in force from time to time.

2.1.1.4 undertake that any golfing events organised by the club shall comply with the Rules of Amateur status laid down by R & A Rules Limited and that such Rules of Amateur status shall be applied and form a condition of entry to any such events.

2.1.1.5 conform to and accept the objectives, rules and regulations of the Company and of England Golf.

### 2.1.2 Non-Voting Members

2.1.2.1 Non-Voting Members are entitled to receive notice of and attend but not vote at general meetings and consist of the following:

2.1.2.2 Playing Members – all playing members of a Member Club or Affiliated Facility irrespective of their category of membership of such club.

2.1.2.3 Honorary Members – such persons who at the adoption of these Rules, are Honorary Members of the Company or Cheshire County Ladies Golf Association Limited and such persons as Cheshire Golf may decide to honour in recognition of services to Cheshire Golf or to the game of golf.

## 2.2 Admission to Membership

- 2.2.1 Applications for admission to membership of the Company as a Voting Member shall be in the form prescribed by the Board and shall contain an undertaking by the club to conform to and accept the objects of the Company as set out in the Articles and to accept these Rules. The application for membership shall contain agreement to the Articles and to these Rules signed on behalf of a Member Club by an officer or an official otherwise authorised.
- 2.2.2 Applications for admission to membership shall be sent to the County Secretary who shall refer any such application to the Board which shall have the power to admit the applicant under Article 26.
- 2.2.3 Each year and as required by the County Secretary Member Clubs shall provide a list of the names and England Golf CDH numbers of their Playing Members to the County Secretary. Playing Members shall be Non-Voting Members of the Company as a consequence of their subsisting membership of a Member Club.
- 2.2.4 Honorary Members shall be nominated by the Board for approval at an annual general meeting.

## 2.3 Cessation of Membership

- 2.3.1 A Member Club may withdraw from membership of the Company by giving notice thereof to the County Secretary not less than 90 days before its re-affiliation date in any year failing which such Member Club shall be liable to pay the annual affiliation fee for the ensuing calendar year.
- 2.3.2 If the Board decides that a Member Club should be expelled the provisions of Article 30 shall apply.
- 2.3.3 A Playing Member shall cease to be a member if they cease to be a member of a Member Club.
- 2.3.4 An Honorary Member shall cease to hold such membership if their appointment is revoked by the Company in a general meeting or if they resign. Honorary Membership may be withdrawn by the Board at any time on notice to the Member.
- 2.3.5 Affiliation fees are not refundable in whole or in part.

## 3. **PRESIDENT, DEPUTY PRESIDENT AND COUNTY CAPTAIN(S)**

- 3.1 At the annual general meeting in 2025 and the annual general meeting every year thereafter, and subject to Rule 3.6, a candidate nominated by a Nominations Committee in accordance with Rule 3.4 shall be offered for election as President. The person elected as President shall hold office for a one year Term until the annual general meeting after their election.
- 3.2 At the annual general meeting in 2025 and the annual general meeting every year thereafter, a candidate nominated by a Nominations Committee in accordance with Rule 3.4 shall be offered for election as Deputy President. The person elected as Deputy President shall hold office for a one year Term until the annual general meeting after their election.
- 3.3 A Nominations Committee shall nominate candidates for the role(s) of County Captain in accordance with Rule 3.4. Candidates shall be approved by a simple majority of the Board and shall hold office for a minimum of one year.
- 3.4 Nominations Committees under this Rule 3 shall share the same meaning as defined in the Articles. It shall recommend nominees for the roles of President, Deputy President and County Captain using a skills matrix based on merit and objective criteria and any other factors that the Board shall specify, having due regard to the suitability of the candidate for each role and the

need to promote equality and diversity within the County. The intention is for the gender of the President to change each year but that shall not be a binding obligation on the Company.

- 3.5 The President and Deputy President shall be observers of the board and meetings of the Committees by virtue of their office and will be entitled to receive notice of, attend and speak at any such Board and Committee meetings but will not be entitled to vote. They shall otherwise have such rights and privileges as the Board shall from time to time prescribe.
- 3.6 The Deputy President shall normally (but not necessarily) become President upon expiry of their term as Deputy President. The Board shall approve the nomination of the Deputy President before being subject to election by the Company's members in accordance with Rule 3.1. Should the Board not approve the ascension of a Deputy President to President, the Board shall instead instruct a Nominations Committee to nominate a candidate for election at the annual general meeting in accordance with Rule 3.1,
- 3.7 A casual vacancy in the office of President or Deputy President shall be filled by the Board provided always that the person appointed to fill the casual vacancy shall hold office until the next annual general meeting. At such annual general meeting a candidate nominated in accordance with Rules 3.1 and 3.4 shall be elected President.
- 3.8 A casual vacancy in the office of County Captain shall be filled by a recommendation from the nomination committee to the Board provided always that the person appointed to fill the casual vacancy shall hold office until the next annual general meeting.

#### **4. VICE CHAIR**

The Board shall at their first meeting following the annual general meeting of the Company elect one of their number (other than the Chair) to act as vice-chair until the next annual general meeting. Should a vacancy occur during such period of time then the Board may elect an alternative from their number. The Board may also vote to remove such person from such role.

#### **5. AFFILIATION FEES**

- 5.1 Each Member Club shall pay such annual affiliation fees as shall be set by the Board.
- 5.2 Such annual affiliation fees shall be payable once per calendar year and shall be calculated on a per capita basis for every Playing Member irrespective of membership category as at and paid on a date 60 days after the Member Club's annual membership renewal date or, if a Member Club does not have one fixed date for renewal of membership for all Members, on such other date as may be agreed between the Member Club and the Company and, failing agreement, the 1st March each year.
- 5.3 Annual affiliation fees will normally be invoiced by Members Clubs to their Playing Members as a disbursement.
- 5.4 Failure by a Playing Member to pay such annual disbursement shall not exonerate the Club of which they are a playing member from its obligation to pay the annual affiliation fee in respect of that Playing Member.
- 5.5 Any Member Club whose affiliation fee is unpaid 60 days after that Member Club's annual membership renewal date in any year shall not be entitled to take part in any championship, county match meeting or competition run by the Company, nor shall any playing member of such Member Club be eligible to participate in any event organised by the Company until such time as the affiliation fee has been paid (subject to the discretion of the Board to the contrary).
- 5.6 Honorary Members of CCLGA shall not be required to pay an affiliation fee.
- 5.7 Affiliation fees are not refundable in whole or in part.

## 6. COMMITTEES

6.1 Committees shall be appointed by the Board to administer specific activities of the Company and shall report to and be responsible to the Board for the activities delegated to them.

6.2 Directors shall be assigned by the Board to lead the individual Committees. The Board shall assign one or more Directors to each Committee based on a skills matrix and any other criteria that the Board shall specify. The Directors shall lead their respective Committees in accordance with the Rules.

6.3 Members of the Committees will be appointed by the Board based on their relevant skills and experience, and their capacity to contribute to the effective running of their Committee.

6.4 The principal committees and their main responsibilities shall be:

### 6.4.1 Championship & Competitions Committee:

The members of the Competition Committee shall be the Championships & Competitions Director, the County Captain(s), and as many other persons appointed by the Board or co-opted by the Committee with the approval of the Board. Meetings shall be chaired by the Director of Competitions. The Competitions Committee shall be responsible for the organisation and administration of all approved county competitions.

### 6.4.2 Finance Committee

The membership of the finance committee shall be the Director of Finance, the County Secretary, Directors of Championships & Competitions, Golf Development, Player Development and up to three persons appointed by the Board or co-opted by the Committee with the approval of the Board. The Finance Committee shall be responsible for all matters financial, Insurances, safeguarding, data protection, risk, policies.

### 6.4.3 Communications Committee:

The members of the Communications Committee shall be the Director of Communications, Website administrator, Public Relations Officer and up to three other persons appointed by the Board or co-opted by the Communications Committee with the approval of the Board. Meetings shall be chaired by the Director of Communications. The Communications Committee shall be responsible for the Website, Social Media, Public Relations, Roadshows and Delegates meetings.

### 6.4.4 Golf Development Committee

The members of the Golf Development Committee shall be the Golf Development Director, the Junior Team Manager, and up to three other persons appointed by the Board or co-opted by the Committee with the approval of the Board. Meetings shall be chaired by the Golf Development Director. The Committee shall lead the efforts to grow the game in the county to identify and prioritise initiatives relevant to increasing golf participation generally in Cheshire.

### 6.4.5 Player Development Committee

The members of Player Development Committee shall be the Director of Player Development, the county captains, Head of Ladies Coaching, Head of Men's Coaching, the Team Managers and up to three other persons appointed by the Board or co-opted by the Committee with the approval of the Board.

#### 6.4.6 Clubs Committee

The members of the Clubs Committee shall be the Clubs Director, the County Welfare Officer, WHS administrator, Course Rating Administrator and up to two other persons appointed by the Board or co-opted by the Clubs Committee with the approval of the Board. Meetings shall be chaired by the Director with responsibility for Clubs. The Clubs Committee shall be responsible for the liaison with Member Club Secretaries and General Managers, Administration of County Cards, WHS, Handicaps and Course Ratings.

#### 6.4.7 NC & England Golf Committee

The members of the Northern Counties ("NC") & England Golf Committee shall be the Northern Counties and England Golf Director and at least two other persons appointed by the Board or coopted by the Northern Counties and England Golf Director with the approval of the Board.

- 6.5 The Chair, Finance Director and the County Welfare Officer shall be given notice of the dates and times of all Committee meetings and shall have the right to attend and speak but not vote at such meetings (unless they are a member of that committee).
- 6.6 The County Secretary may attend and speak but not vote at all committee meetings.
- 6.7 The quorum for a meeting of any committee shall be 51% of the members of such committee.
- 6.8 Committees shall provide copies of minutes of their meetings to the Board promptly after each meeting.

### 7. MEETINGS

- 7.1 The Board shall convene an annual general meeting each year in accordance with Article 29 and such delegates meetings as it shall consider appropriate.
- 7.2 A member of the Board shall be nominated as Director with responsibility for representing Cheshire Golf at Northern Counties and England Golf meetings. They or their representative, or another member or members, shall attend such meetings on behalf of the Company.
- 7.3 The Company is a member of England Golf. The Northern Counties and England Golf Director, or a delegate appointed by them, shall attend the relevant meetings of England Golf as the Company's representative. If a matter concerning England Golf has been considered by and decided upon by the Board, and matters of outstanding importance should be considered by the Board wherever possible, the Northern Counties and England Golf Director or their delegate shall vote at England Golf meetings in accordance with the decision of the Board. In all other matters, the representative shall act in their discretion in what they consider to be the best interests of the Company.
- 7.4 The Company is a member of the NC. A member, or members, of the NC & England Golf Committee shall attend the relevant meetings of the NC as the Company's representative(s). If a matter concerning the NC has been considered by and decided upon the Board, and matters of outstanding importance should be considered by the Board wherever possible, the representative(s) shall be directed to vote in accordance with the decision of the Board. In all other matters, the representative(s) shall act at their discretion and in what they consider to be the best interests of the Company.

### 8. DISCIPLINE

- 8.1 The Board shall ensure that Members comply with the objects set out in the Articles and with these Rules and that these Rules are enforced.

- 8.2 Subject to any variation or amendment made by the Company in general meeting the disciplinary procedures set out in the Schedule to these Rules shall apply.
- 8.3 The Board is authorised to impose such sanctions, penalties or punishment on any Member it deems necessary or appropriate pursuant to the disciplinary procedures.
- 8.4 In the event of an appeal against a sanction imposed by the Board the Board shall appoint an independent appeal committee comprising a chair and two others who have not been involved in the original disciplinary procedure.
- 8.5 The provisions of this Rule 8 are without prejudice to the provisions of Article 28.2 which shall prevail where relevant.

## **9. COMPETITIONS, MATCHES AND COURTESY OF COURSES**

- 9.1 When requested by the County Captain(s), the County Secretary or the Director of Competitions, Member Clubs will, whenever possible, grant the courtesy of their courses to the Company to hold the County Championship, County Matches and other approved County Competitions. A facility fee may be paid at the discretion of the Board for certain competitions and events.
- 9.2 On the day of a County Match the first tee shall be closed preferably 45 minutes but not less than 30 minutes prior to the start of each round.
- 9.3 All competitions shall be played in accordance with the current Rules set by R & A Rules Limited and any local Rules of the Member Club at which the competition is being played.
- 9.4 Member Clubs shall provide copies of their Safeguarding Policy, Health & Safety Rules and requirements and of any relevant Health & Safety risk assessments for use when a county competition or match is to be played on that course.

## **10. COUNTY DRESS**

County dress and qualification for county colours shall be decided by the Board.

## **11. BANK MANDATE**

- 11.1 The Bank Mandate shall require that payments in excess of £5,000, whether by cheque or electronic transfer, must be authorised in advance in writing by not less than two Finance Committee members, of which one must be the County Secretary.
- 11.2 All other payments from the Company bank account must be authorised by the Finance Director or member of the Board responsible for the area of activity for which the payment is made, or their nominee.
- 11.3 Company employees and representatives are prohibited from entering into any arrangements on behalf of the Company with a value in excess, or incurring any liability or indebtedness in excess, of £5,000 for any purpose whatsoever, without first obtaining the written consent of two Finance Committee members, of which one must be the County Secretary.