



25.11.09

RULES

of

THE LADIES' GOLF UNION

(Adopted on [] January 2010)

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Rules of The Ladies' Golf Union

1. Name

The Ladies' Golf Union (hereinafter referred to as "the LGU") is an unincorporated association. These are the Rules of the LGU.

2. Definitions

In these Rules:-

- (a) "**body**" means any corporation, body corporate, association, institution, organisation or other entity or aggregate of persons (whether incorporated or unincorporated);
- (b) "**Chairman**" means the Chairman from time to time and for the time being of the LGU elected pursuant to Rule **16.1**;
- (c) "**Chief Executive Officer**" means the person from time to time and for the time being holding office as the Chief Executive Officer of the LGU;
- (d) "**clear days**" means in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which the notice is given or on which the notice is to take effect;
- (e) "**Councillor**" means a member from time to time and for the time being of the Executive Council;
- (f) "**the EWGA Representative**" means the representative, if any, of English Women's Golf Association Limited appointed pursuant to Rule **12.1**;
- (g) "**the EWGA Substitute Representative**" means the substitute representative, if any, of English Women's Golf Association Limited appointed pursuant to Rule **12.2**;
- (h) "**the Executive Council**" means the Executive Council of the LGU constituted in terms of Rule **17**;
- (i) "**the GUW Representative**" means the representative, if any, of Golf Union of Wales Limited appointed pursuant to Rule **12.1**;
- (j) "**the GUW Substitute Representative**" means the substitute representative, if any, of Golf Union of Wales Limited appointed pursuant to Rule **12.2**;
- (k) an "**Honorary Vice President**" means an Honorary Vice President from time to time and for the time being of the LGU elected pursuant to Rule **14**;
- (l) "**the ILGU Representative**" means the representative, if any, of Irish Ladies' Golf Union Limited appointed pursuant to Rule **12.1**;

- (m) **"the ILGU Substitute Representative"** means the substitute representative, if any, of Irish Ladies' Golf Union Limited appointed pursuant to Rule **12.2**;
- (n) **"LGUCL"** means LGU Championships Limited (incorporated in Scotland with number 366854);
- (o) **"LGU Office"** means the office of the LGU at The Scores, St Andrews, Fife KY16 9AT or such other address in the United Kingdom as is from time to time and for the time being determined by the Executive Council to be the LGU Office for the purposes of these Rules and is intimated to the members of the LGU as being the LGU Office;
- (p) **"the National Organisations"** means:-
- (i) English Women's Golf Association Limited;
 - (ii) Irish Ladies' Golf Union Limited;
 - (iii) Scottish Ladies' Golfing Association Limited; and
 - (iv) Golf Union of Wales Limited
- and **"National Organisation"** means any of them;
- (q) **"Ordinary Member"** means an Ordinary Member of the LGU having as such an Ordinary Member the rights, privileges and benefits given in these Rules to Ordinary Members of the LGU;
- (r) **"Overseas Member"** means an Overseas Member of the LGU having as such an Overseas Member the rights, privileges and benefits given in these Rules to Overseas Members of the LGU;
- (s) an **"Overseas Vice President"** means an Overseas Vice President from time to time and for the time being of the LGU appointed pursuant to Rule **15.1**;
- (t) **"President"** means the President from time to time and for the time being of the LGU elected pursuant to Rule **13**;
- (u) **"Register of Interests"** means a register of the Relevant Interests of those persons who are from time to time and for the time being members of the Executive Council;
- (v) **"Relevant Interest"** means an interest which conflicts with or may conflict with the interests of the LGU and/or with the interests of LGUCL or of which:-
- (i) in the case of any discussion or meeting of the Executive Council, the members of the Executive Council should reasonably be aware; and
 - (ii) in the case of any discussion or meeting of the directors of LGUCL, the directors of LGUCL should reasonably be aware

including any personal interest, any financial interest, any professional interest, any interest in a contract or proposed contract, any interest as a member, officer or employee of (or consultant to) any body and any other interest of a type or nature which the Executive Council may from time to time and for the time being determine to be a Relevant Interest;

- (w) **"Register of Members"** means a register listing the names from time to time and for the time being of the members of the LGU and containing the following information in respect of each member of the LGU:-
- (i) the name of that member;
 - (ii) the address of that member registered with the LGU;
 - (iii) the date (if after the date of the adoption of these Rules as the Rules of the LGU) on which that member was admitted to membership of the LGU; and
 - (iv) the class of membership of the LGU of that member;
- (x) **"the SLGA Representative"** means the representative, if any, of Scottish Ladies' Golfing Association Limited appointed pursuant to Rule **12.1**;
- (y) **"the SLGA Substitute Representative"** means the substitute representative, if any, of Scottish Ladies' Golfing Association Limited appointed pursuant to Rule **12.2**;
- (z) **"Women Golfers' Museum"** means an unincorporated trust known as the "Women Golfers' Museum" set up in 1962 to preserve and maintain the golfing memorabilia collected by and donated to that trust and to ensure that the collection is available for display and research; and
- (aa) any reference to a Rule is to one of these Rules.

3. Objects

The objects of the LGU are:-

- (a) to advance and safeguard the interests of ladies' golf;
- (b) together and working with the National Organisations, to provide a collective strong voice for, and to represent the interests of, ladies' and girls' golf;
- (c) to influence actively and drive equality in golf;
- (d) to preserve and maintain the collection of golfing memorabilia and trophies owned by the LGU; and
- (e) to be the sole member of LGUCL.

4. Members

There are two classes of members of the LGU, namely:-

- (a) Ordinary Members; and
- (b) Overseas Members.

5. Ordinary Members

- 5.1 With effect from the adoption of these Rules as the Rules of the LGU, the Ordinary Members of the LGU shall be the four National Organisations, and each National Organisation shall be an Ordinary Member of the LGU until such time (if any) as that National Organisation shall resign as a member of the LGU or shall be dissolved.
- 5.2 The Executive Council (or a committee of the Executive Council) may admit to membership of the LGU as an Ordinary Member any body, provided always that:-
- (a) such body has applied in writing to the LGU to be admitted as an Ordinary Member; and
 - (b) each National Organisation which is an Ordinary Member has agreed in writing (i) to the admission of that body as an Ordinary Member and (ii) the number of votes to which that body is entitled as a member of the LGU.
- 5.3 Each Ordinary Member shall be entitled:-
- (a) to receive notice of each general meeting of the LGU;
 - (b) on any resolution put to any general meeting of the LGU, to that number of votes specified or referred to in Rule **11.11**;
 - (c) to appoint pursuant to Rule **12.1** a representative of that Ordinary Member to attend, speak and vote on behalf of that Ordinary Member at any general meeting of the LGU;
 - (d) to appoint pursuant to Rule **12.2** a substitute representative of that Ordinary Member to attend, speak and vote on behalf of that Ordinary Member at any general meeting of the LGU at which the representative appointed by that Ordinary Member pursuant to Rule **12.1** is not present;
 - (e) to appoint and remove a member of the Executive Council pursuant to Rule **17.3**; and
 - (f) to appoint and remove a deputy pursuant to Rule **17.4**.

- 5.4 An Ordinary Member may resign as a member of the LGU by giving notice to the LGU of the Ordinary Member's resignation as a member of the LGU, and the resignation of an Ordinary Member from membership of the LGU shall take effect on the date of receipt of such notice by the LGU or on such later date as may be specified in such notice. The Executive Council (or a committee of the Executive Council) shall remove the name of an Ordinary Member from the Register of Members upon the resignation of that Ordinary Member as a member of the LGU taking effect.
- 5.5 A former Ordinary Member shall remain liable to the LGU for any subscription (including (a) the full subscription in respect of the calendar year in which that former Ordinary Member ceased to be a member of the LGU and (b) any instalment of any subscription or other sum for which that former Ordinary Member became liable to the LGU at a time when that former Ordinary Member was a member of the LGU (and whether or not the due date for payment to the LGU of that subscription, instalment or other sum occurred before, on or after the day on which that former Ordinary Member ceased to be a member of the LGU).
- 5.6 No refund of any subscription or any part thereof shall be made by the LGU to any Ordinary Member on that Ordinary Member resigning as a member of the LGU.
- 5.7 The rights, privileges and benefits of an Ordinary Member shall be personal to that Ordinary Member and shall not be transferable or assignable by that Ordinary Member.

6. Overseas Members

- 6.1 With effect from the adoption of these Rules as the Rules of the LGU, there is no Overseas Member.
- 6.2 The Executive Council (or a committee of the Executive Council) may admit to membership of the LGU as an Overseas Member any body, provided always that:-
- (a) that body has applied in writing to the LGU to be admitted as an Overseas Member; and
 - (b) in the opinion of the Executive Council (or of a committee of the Executive Council) that body satisfies the criteria and requirements from time to time and for the time being set by the Executive Council (or by a committee of the Executive Council) to be satisfied by a body for the admission of a body to membership of the LGU as an Overseas Member.
- 6.3 There is no limit on the number of Overseas Members.

- 6.4 Subject always to Rule **6.5**, the rights, privileges and benefits of Overseas Members shall be determined from time to time by the Executive Council (or by a committee of the Executive Council).
- 6.5 Each Overseas Member shall be entitled:-
- (a) to receive notice of each general meeting of the LGU;
 - (b) to appoint pursuant to Rule **12.6** a representative of that Overseas Member to attend and speak on behalf of that Overseas Member at any general meeting of the LGU; and
 - (c) to appoint pursuant to Rule **15.1** an Overseas Vice President
- but shall not be entitled:-
- (a) to vote at any general meeting of the LGU (and the representative of an Overseas Member appointed pursuant to Rule **12.6** shall not be entitled to vote at any general meeting of the LGU); or
 - (b) to vote on any written resolution of the LGU; or
 - (c) to appoint any member of the Executive Council.
- 6.6 The rights, privileges and benefits of an Overseas Member shall be personal to that Overseas Member and shall not be transferable or assignable by that Overseas Member.

7. Applications for Membership of the LGU

- 7.1 Applications for membership of the LGU (whether for admission as an Ordinary Member or as an Overseas Member) shall be made in such manner or way, and an applicant for membership of the LGU shall be required to provide such information in support of the application and to pay to the LGU such application or admission fee, as shall from time to time be determined or approved by the Executive Council (or by a committee of the Executive Council).
- 7.2 Within 60 days of the acceptance or rejection by the Executive Council (or by a committee of the Executive Council) of any application for membership of the LGU, the applicant for membership shall be advised by the LGU whether the applicant's application has, as the case may be, been accepted or rejected.
- 7.3 When an application for membership of the LGU is accepted by the Executive Council (or by a committee of the Executive Council) the applicant for membership shall be admitted as an Ordinary Member or (as the case may be) an Overseas Member on that applicant:-

- (a) paying to the LGU in full any amount (including any application or admission fee and any subscription) payable by that applicant to the LGU as a condition of the admission of that applicant as a member of the LGU; and
- (b) satisfying any other condition required by the Executive Council (or by a committee of the Executive Council) to be satisfied by that applicant as a condition of the admission of that applicant as a member of the LGU.

7.4 The LGU shall not be obliged to give any reason for any body not being admitted to membership of the LGU, and the Executive Council (or a committee of the Executive Council) shall not be obliged to give any reason for any refusal to admit any body to membership of the LGU.

7.5 The LGU need not reimburse to an applicant for membership of the LGU whose application for membership of the LGU is rejected any application fee paid to the LGU by that applicant.

7.6 The Executive Council (or a committee of the Executive Council) may revoke the acceptance by the Executive Council (or by a committee of the Executive Council) of an application for admittance to membership of the LGU if the applicant for membership of the LGU has not within 90 days of that applicant having been notified that the applicant's application for membership of the LGU has been accepted:-

- (a) paid to the LGU in full any amount (including any application or admission fee and any subscription) payable by that applicant to the LGU as a condition of the admission of that applicant as a member of the LGU; and
- (b) satisfied any other condition required by the Executive Council (or by a committee of the Executive Council) to be satisfied by that applicant as a condition of the admission of that applicant as a member of the LGU.

8. Annual Subscriptions

8.1 An annual subscription shall in respect of each calendar year be payable to the LGU by each Ordinary Member of such an amount or calculated at such rate or calculated according to such scale or calculated on such basis as shall from time to time be agreed by the Executive Council with each National Organisation which is an Ordinary Member.

8.2 An annual subscription shall in respect of each calendar year be payable to the LGU by an Overseas Member of such an amount or calculated at such rate or calculated according to

such scale or calculated on such basis as shall be fixed from time to time by the Executive Council (or by a committee of the Executive Council).

- 8.3 The annual subscription payable to the LGU by a member of the LGU in respect of any calendar year shall (unless otherwise agreed in writing between the LGU and that member of the LGU) be payable to the LGU by that member in four instalments with an instalment of that annual subscription being payable in each of the quarters ending on 31 March, 30 June, 30 September and 31 December in that calendar year.
- 8.4 If an applicant for membership of the LGU is admitted as a member of the LGU other than on any 1 January, then the Executive Council (or a committee of the Executive Council) may reduce by such an amount or by such a proportion the subscription payable to the LGU by that applicant in respect of the calendar year in which that applicant is admitted to membership of the LGU, or may waive that subscription, as the Executive Council (or a committee of the Executive Council) sees fit.
- 8.5 If any Overseas Member has not paid to the LGU the annual subscription (or any instalment of the annual subscription) payable to the LGU by that Overseas Member within 30 days following the due date for the payment by that Overseas Member to the LGU of that annual subscription (or of that instalment), then the Executive Council (or a committee of the Executive Council) may require that Overseas Member to pay to the LGU a late payment surcharge of such amount or at such rate or scale as may be fixed from time to time by the Executive Council (or by a committee of the Executive Council).

9. Termination of Membership - Overseas Members

- 9.1 The Executive Council (or a committee of the Executive Council) shall be entitled to remove the name of an Overseas Member from the Register of Members if any annual subscription (or any instalment of any annual subscription) or other sum payable to the LGU by that Overseas Member is outstanding for a period of 90 days or more from the due date for payment to the LGU by that Overseas Member of that annual subscription (or of that instalment) or other sum.
- 9.2 The Executive Council (or a committee of the Executive Council) shall be entitled to remove the name of an Overseas Member from the Register of Members if:-
- (a) a notice asking that Overseas Member whether that Overseas Member wishes to remain a member of the LGU and seeking that Overseas Member's confirmation that

that Overseas Member satisfies the criteria and requirements, as at the date of that notice, for admission of a body to membership of the LGU as an Overseas Member; and

- (b) that Overseas Member has not, within 30 days of the deemed receipt (pursuant to Rule **25.3** or Rule **25.4**) by that Overseas Member of such notice, given notice to the LGU that that Overseas Member both wishes to remain an Overseas Member and satisfies such criteria and requirements.

- 9.3 The Executive Council (or a committee of the Executive Council) shall be entitled to remove the name of an Overseas Member from the Register of Members if at any time the Executive Council (or a committee of the Executive Council) is satisfied that that Overseas Member does not satisfy the then current criteria and requirements for the admission of a body to membership of the LGU as an Overseas Member.
- 9.4 The Executive Council (or a committee of the Executive Council) shall be entitled to remove the name of an Overseas Member from the Register of Members if the Executive Council (or a committee of the Executive Council) is satisfied, in the sole and absolute discretion of the Executive Council (or of a committee of the Executive Council), that that Overseas Member is not a fit and proper body to be an Overseas Member.
- 9.5 An Overseas Member whose name is removed from the Register of Members pursuant to any of Rules **9.1**, **9.2**, **9.3** or **9.4** shall cease to be a member of the LGU on the date on which that Overseas Member's name is so removed from the Register of Members.
- 9.6 The Executive Council (or a committee of the Executive Council) shall remove the name of an Overseas Member from the Register of Members on receipt by the LGU of evidence of the dissolution of that Overseas Member.
- 9.7 An Overseas Member may resign as a member of the LGU by giving notice to the LGU of the Overseas Member's resignation as a member of the LGU, and the resignation of an Overseas Member from membership of the LGU shall take effect on the date of receipt of such notice by the LGU or on such later date as may be specified in such notice. The Executive Council (or a committee of the Executive Council) shall remove the name of an Overseas Member from the Register of Members upon the resignation of that Overseas Member as a member of the LGU taking effect.
- 9.8 A former Overseas Member shall remain liable to the LGU for any subscription (including (a) the full subscription in respect of the calendar year in which that former Overseas Member

ceased to be a member of the LGU and (b) any instalment of any subscription) or other sum for which that former Overseas Member became liable to the LGU at a time when that former Overseas Member was a member of the LGU (and whether or not the due date for payment to the LGU of that subscription, instalment or other sum occurred before, on or after the day on which that former Overseas Member ceased to be a member of the LGU).

- 9.9 No refund of any subscription or any part thereof shall be made by the LGU to any Overseas Member on that Overseas Member resigning as, or ceasing for any other reason to be, a member of the LGU.

10. General Meetings

- 10.1 The LGU shall in each calendar year hold a general meeting as the LGU's annual general meeting in addition to any other general meeting of the LGU held in that calendar year. Not more than 15 months shall elapse between the date of one annual general meeting of the LGU and that of the next.
- 10.2 The business to be transacted at each annual general meeting of the LGU shall include:-
- (a) the consideration of the reports on the LGU's activities and financial position, and of the audited financial statements of the LGU, to be presented to the meeting; and
 - (b) the appointment and fixing of (or the authorisation of the Executive Council to fix) the remuneration of the auditors of the LGU.
- 10.3 All general meetings of the LGU other than annual general meetings shall be called special general meetings.
- 10.4 The Executive Council may, whenever the Executive Council thinks fit, convene a special general meeting of the LGU, and a special general meeting of the LGU may also be convened on the requisition of any Ordinary Member.
- 10.5 A general meeting of the LGU shall be called by at least 21 clear days notice and shall be held at such time and place as the Executive Council shall determine.
- 10.6 The notice of a general meeting of the LGU shall specify the place, the day and the time of the meeting and, in the case of special business, the general nature of that business, and shall be given in the manner hereinafter mentioned (or in such other manner, if any, as may be prescribed by the LGU in general meeting) to:-
- (a) the Ordinary Members;
 - (b) the Overseas Members;

- (c) the President;
 - (d) the Honorary Vice Presidents;
 - (e) the Overseas Vice Presidents;
 - (f) the Councillors;
 - (g) the deputies appointed pursuant to Rule **17.4**; and
 - (h) the auditors of the LGU.
- 10.7 A general meeting of the LGU shall, notwithstanding that is called by shorter notice than that specified in Rule **10.5**, be deemed to have been duly called if it is so agreed in writing by each of the Ordinary Members.
- 10.8 The accidental omission to give notice of any general meeting of the LGU to, or the non-receipt of the notice of a general meeting of the LGU by, any person shall not invalidate the proceedings at that general meeting.
- 10.9 No resolution may be proposed or voted on at any general meeting of the LGU unless:-
- (a) that resolution is included or referred to in the notice convening that general meeting of the LGU; or
 - (b) if the resolution ("the new resolution") is a procedural resolution or a resolution making a minor or immaterial or grammatical alteration to (or giving effect to) a resolution included or referred to in the notice convening that general meeting of the LGU, the chairman of that general meeting of the LGU agrees to the new resolution being proposed and voted on at that general meeting of the LGU; or
 - (c) a notice of the intention to move that resolution at a general meeting of the LGU, signed by or on behalf of one or more of the Ordinary Members, has not less than 60 days prior to the date of that general meeting been given to the LGU.

11. Proceedings at General Meetings

- 11.1 All business shall be deemed special that is transacted at a special general meeting of the LGU, and also, with the exception of the business referred to in Rule **10.2**, all that is transacted at an annual general meeting of the LGU.
- 11.2 The representatives or (subject to Rule **11.4**) substitute representatives of three Ordinary Members appointed pursuant to Rule **12.1** or Rule **12.2** shall be a quorum for the transaction of business at any general meeting of the LGU.

- 11.3 No business shall be transacted at any general meeting of the LGU unless a quorum is present at the time when the general meeting proceeds to business.
- 11.4 A substitute representative of an Ordinary Member appointed pursuant to Rule **12.2** shall not be counted in determining whether a quorum is present at a general meeting of the LGU if the representative of that Ordinary Member appointed pursuant to Rule **12.1** is present at that general meeting.
- 11.5 If within 30 minutes from the time appointed for a general meeting of the LGU a quorum is not present at that general meeting, that general meeting shall be dissolved.
- 11.6 The Chairman shall preside and take the chair at a general meeting of the LGU if the Chairman is present and willing to take the chair at that general meeting. If the Chairman is not present and willing to take the chair at a general meeting of the LGU, then the chair of that general meeting shall be taken by a member of the Executive Council who is present and willing to preside and take the chair (and as between the members of the Executive Council who are present and willing to preside and take the chair at that general meeting that one of them who is to preside and take the chair shall be determined by agreement between them or, failing such agreement, shall be determined by lot).
- 11.7 If the Chairman is not present and willing to preside and take the chair at a general meeting of the LGU and no member of the Executive Council is present and willing to preside and take the chair at that general meeting, then the chair at that general meeting shall be taken by a representative of an Ordinary Member appointed pursuant to Rule **12.1** or (subject to Rule **11.8**) by a substitute representative of an Ordinary Member appointed pursuant to Rule **12.2** who is present and willing to preside and take the chair (and as between the representatives and substitute representatives of Ordinary Members who are present and willing to preside and take the chair at that general meeting that one of them who is to preside and take the chair shall be determined by agreement between them or, failing such agreement, shall be determined by lot).
- 11.8 A substitute representative of an Ordinary Member appointed pursuant to Rule **12.2** shall not be entitled to preside and take the chair at any general meeting of the LGU if the representative of that Ordinary Member appointed pursuant to Rule **12.1** is present at that general meeting.
- 11.9 The chairman of a general meeting of the LGU may, with the consent of a majority of the representatives of Ordinary Members present at that general meeting (including substitute

representatives of Ordinary Members who are present and entitled to vote at that general meeting) and shall if so directed by such a majority, adjourn that general meeting from time to time and from place to place, but no business shall be transacted at any adjourned general meeting of the LGU other than the business left unfinished at the general meeting of the LGU from which the adjournment took place. When a general meeting of the LGU is adjourned for 30 days or more, notice of the adjourned general meeting shall be given as in the case of an original general meeting of the LGU. Except as aforesaid, it shall not be necessary to give any notice of an adjournment of a general meeting of the LGU or of the business to be transacted at any adjourned general meeting of the LGU.

- 11.10 At any general meeting of the LGU a resolution put to the vote of the general meeting shall be decided on a show of hands, and a resolution put to the vote of a general meeting of the LGU shall not be passed unless 75 per cent or more of the votes cast on the resolution are in favour of the resolution.
- 11.11 On a show of hands at any general meeting of the LGU:-
- (a) the vote of the EWGA Representative shall, if the EWGA Representative is present at that general meeting, count as nine votes;
 - (b) the vote of the EWGA Substitute Representative shall, if the EWGA Substitute Representative is present at that general meeting but the EWGA Representative is not present at that general meeting, count as nine votes;
 - (c) the vote of the ILGU Representative shall, if the ILGU Representative is present at that general meeting, count as four votes;
 - (d) the vote of the ILGU Substitute Representative shall, if the ILGU Substitute Representative is present at that general meeting but the ILGU Representative is not present at that general meeting, count as four votes;
 - (e) the vote of the SLGA Representative shall, if the SLGA Representative is present at that general meeting, count as two votes;
 - (f) the vote of the SLGA Substitute Representative shall, if the SLGA Substitute Representative is present at that general meeting but the SLGA Representative is not present at that general meeting, count as two votes;
 - (g) the vote of the GUW Representative shall, if the GUW Representative is present at that general meeting, count as one vote;

- (h) the vote of the GUW Substitute Representative shall, if the GUW Substitute Representative is present at that general meeting but the GUW Representative is not present at that general meeting, count as one vote;
 - (i) the vote of each representative of an Ordinary Member appointed pursuant to Rule **12.1** who is present at that general meeting shall, if that Ordinary Member is not a National Organisation, count as the number of votes to which that Ordinary Member is entitled as agreed pursuant to Rule **5.2(b)**;
 - (j) the vote of each substitute representative of an Ordinary Member appointed pursuant to Rule **12.2** who is present at that general meeting shall, if that Ordinary Member is not a National Organisation and the representative of that Ordinary Member appointed pursuant to Rule **12.1** is not present at that general meeting, count as the number of votes to which that Ordinary Member is entitled as agreed pursuant to Rule **5.2(b)**; and
 - (k) the vote of each Councillor who is present shall count as two votes.
- 11.12 A substitute representative appointed by an Ordinary Member pursuant to Rule **12.2** shall not be entitled to vote at any general meeting of the LGU if the representative appointed by that Ordinary Member pursuant to Rule **12.1** is present at that general meeting.
- 11.13 In the case of an equality of votes on any resolution put to a general meeting of the LGU, the chairman of the general meeting shall not be entitled to a casting vote.
- 11.14 No objection shall be raised as to the entitlement of any person to vote at any general meeting of the LGU except at the general meeting or adjourned general meeting at which the vote objected to is tendered, and every vote not disallowed at a general meeting of the LGU shall be valid. Any objection shall be referred to the chairman of the general meeting, whose decision shall be final and conclusive.
- 11.15 A declaration by the chairman of a general meeting of the LGU that a resolution at that general meeting has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the LGU shall be conclusive evidence of the fact, without proof of the number of votes recorded in favour of or against the resolution.
- 11.16 A resolution in writing signed by or on behalf of all of the Ordinary Members and by all of the Councillors shall be as valid and effective as if the resolution had been passed at a duly convened and held general meeting of the LGU, and may consist of several documents in the

like form each signed by or on behalf of one or more of the Ordinary Members and by one or more of the Councillors.

- 11.17 Each of the Councillors shall be entitled to attend, speak and vote at each general meeting of the LGU.
- 11.18 The President, each Honorary Vice President, each Overseas Vice President, each deputy appointed by an Ordinary Member pursuant to Rule **17.4** and the auditors of the LGU shall be entitled to attend and speak, but not to vote, at each general meeting of the LGU.
- 11.19 The Executive Council may invite or allow any person or persons to attend and speak, but not to vote, at any general meeting or general meetings of the LGU.

12. Representatives at General Meetings

- 12.1 An Ordinary Member may by resolution of its directors, executive committee or other governing body appoint such person as the directors, executive committee or other governing body of that Ordinary Member think or thinks fit to act as the representative of that Ordinary Member at any general meeting of the LGU, and the representative of an Ordinary Member so appointed shall be entitled to attend, speak and vote on behalf of that Ordinary Member at any general meeting of the LGU.
- 12.2 An Ordinary Member may also by resolution of its directors, executive committee or other governing body appoint such person as the directors, executive committee or other governing body of that Ordinary Member think or thinks fit to act as the substitute representative of that Ordinary Member at any general meeting of the LGU at which the representative of that Ordinary Member appointed pursuant to Rule **12.1** is not present, and the substitute representative of an Ordinary Member appointed pursuant to this Rule **12.2** shall be entitled to attend, speak and vote on behalf of that Ordinary Member at any general meeting of the LGU at which the representative of that Ordinary Member appointed pursuant to Rule **12.1** is not present.
- 12.3 An Ordinary Member may by resolution of its directors, executive committee or other governing body terminate any appointment pursuant to Rule **12.1** of any representative of that Ordinary Member and may appoint pursuant to Rule **12.1** another representative of that Ordinary Member in place of any representative of that Ordinary Member appointed pursuant to Rule **12.1**.

- 12.4 An Ordinary Member may by resolution of its directors, executive committee or other governing body terminate any appointment pursuant to Rule **12.2** of any substitute representative of that Ordinary Member and may appoint pursuant to Rule **12.2** another substitute representative of that Ordinary Member in place of any substitute representative of that Ordinary Member appointed pursuant to Rule **12.2**.
- 12.5 An Ordinary Member shall notify the LGU in writing as to who is from time to time and for the time being the representative of that Ordinary Member appointed pursuant to Rule **12.1** and who is from time to time and for the time being the substitute representative of that Ordinary Member appointed pursuant to Rule **12.2**.
- 12.6 An Overseas Member may by resolution of its directors, executive committee or other governing body appoint such person as the directors, executive committee or other governing body of that Overseas Member think or thinks fit to act as the representative of that Overseas Member at any general meeting of the LGU, and the representative of an Overseas Member so appointed shall be entitled to attend and speak on behalf of that Overseas Member at any general meeting of the LGU.
- 12.7 An Overseas Member may by resolution of its directors, executive committee or other governing body terminate any appointment pursuant to Rule **12.6** of any representative of that Overseas Member and may appoint pursuant to Rule **12.6** another representative of that Overseas Member in place of any representative of that Overseas Member appointed pursuant to Rule **12.6**.
- 12.8 An Overseas Member shall notify the LGU in writing as to who is from time to time and for the time being the representative of that Overseas Member appointed pursuant to Rule **12.6**.

13. President

- 13.1 The Executive Council shall elect the President.
- 13.2 The Chairman shall not be eligible to be elected as the President, and anyone who is a member of the Executive Council appointed pursuant to Rule **17.3** or is a deputy appointed pursuant to Rule **17.4** or is a member of the Executive Council co-opted pursuant to Rule **17.15** shall not be eligible to be elected as the President.
- 13.3 The President shall retire as the President at the close of the second annual general meeting of the LGU held following his or her election as the President.

- 13.4 Anyone who retires as the President or who otherwise ceases to be the President shall not be eligible to hold office again as the President prior to the close of the annual general meeting of the LGU held in the fifth calendar year following the calendar year in which he or she retired as or otherwise ceased to hold office as the President.
- 13.5 The President may resign as the President by notice to the LGU.
- 13.6 Any notice of resignation as the President pursuant to Rule **13.5** shall take effect as from the time that the notice is delivered to the LGU Office (or, if earlier, as from the time that the notice is delivered to a duly convened meeting of the Executive Council) or with effect from such later time as may be specified in the notice.
- 13.7 The President may be removed from office as the President by a resolution passed at a duly convened and held meeting of the Executive Council if not less than two thirds in aggregate of those members of the Executive Council who are present at the meeting vote in favour of the resolution, provided always that not less than 28 clear days notice has been given to the President and to each member of the Executive Council of the intention to propose at that meeting of the Executive Council a resolution to remove the President from office.
- 13.8 The President shall be entitled to receive notice of and to attend and speak at any general meeting of the LGU, but shall not be entitled to vote at any general meeting of the LGU.
- 13.9 The President shall not be a member of the Executive Council.
- 13.10 The President shall be entitled to receive notice of and to attend and speak at each meeting of the Executive Council, but shall not be entitled to vote at any meeting of the Executive Council.
- 13.11 Any period of office as President of the LGU prior to the adoption of these Rules as the Rules of the LGU shall count as office as President for the purposes of these Rules.

14. Honorary Vice Presidents

- 14.1 There shall from time to time and for the time being be not less than four, and not more than 12, Honorary Vice Presidents of the LGU elected by the Executive Council pursuant to Rule **14.2**.
- 14.2 Subject to the minimum and maximum number fixed by Rule **14.1** of the Honorary Vice Presidents to be elected by the Executive Council and subject to Rule **14.4**, the Executive Council shall elect such persons as the Executive Council sees fit as Honorary Vice Presidents.

- 14.3 If at any time there are less than four Honorary Vice Presidents elected by the Executive Council pursuant to Rule **14.2**, the Executive Council shall, subject to Rule **14.4**, elect such person to be an Honorary Vice President or such persons to be Honorary Vice Presidents so that the number of Honorary Vice Presidents elected by the Executive Council is not less than four.
- 14.4 Of the Honorary Vice Presidents from time to time and for the time being elected by the Executive Council:-
- (l) at least one shall be or have been the president or the chairman of, or a vice president or a director (or equivalent) of, The English Women's Golf Association or its predecessor;
 - (m) at least one shall be or have been the president or the chairman of, or a vice president or a director (or equivalent) of, Irish Ladies' Golf Union Limited or its predecessor;
 - (n) at least one shall be or have been the president or the chairman of, or a vice president or a director (or equivalent) of, Scottish Ladies' Golf Association Limited or its predecessor; and
 - (o) at least one shall be or have been the president or the chairman of, or a vice president or a director (or equivalent) of, Golf Union of Wales Limited or its predecessor.
- 14.5 An Honorary Vice President may resign as an Honorary Vice President by notice to the LGU.
- 14.6 A notice of resignation as an Honorary Vice President pursuant to Rule **14.5** shall take effect as from the time that the notice is delivered to the LGU Office (or, if earlier, as from the time that the notice is delivered to a duly convened meeting of the Executive Council) or with effect from such later time as may be specified in the notice.
- 14.7 An Honorary Vice President may be removed from office as an Honorary Vice President by a resolution passed at a duly convened and held meeting of the Executive Council if not less than two thirds in aggregate of those members of the Executive Council who are present at the meeting vote in favour of the resolution, provided always (a) that not less than 28 clear days notice has been given to that Honorary Vice President and to each member of the Executive Council of the intention to propose at that meeting of the Executive Council a resolution to remove that Honorary Vice President from office and (b) that Honorary Vice

President shall be entitled to attend and speak, but not to vote, at that meeting of the Executive Council.

- 14.8 An Honorary Vice President shall be entitled to receive notice of, and to attend and speak at, any general meeting of the LGU, but shall not be entitled to vote at any general meeting of the LGU
- 14.9 An Honorary Vice President shall not be a member of the Executive Council.
- 14.10 Subject to Rule **14.7**, an Honorary Vice President shall not be entitled to receive notice of, or to attend, speak or vote at, any meeting of the Executive Council, but an Honorary Vice President may be invited or allowed by the Executive Council to attend and speak, but not to vote, at a meeting of the Executive Council.

15. Overseas Vice Presidents

- 15.1 An Overseas Member may, subject always to Rule **15.6**, by resolution of its directors, executive committee or other governing body appoint such person as the directors, executive committee or other governing body of that Overseas Member think or thinks fit be an Overseas Vice President of the LGU.
- 15.2 An Overseas Member may by resolution of its directors, executive committee or other governing body terminate any appointment pursuant to Rule **15.1** of an Overseas Vice President by that Overseas Member and may appoint pursuant to Rule **15.1** another Overseas Vice President in place of any Overseas Vice President appointed by that Overseas Member pursuant to Rule **15.1**.
- 15.3 An Overseas Member shall notify the LGU in writing as to who is from time to time and for the time being the Overseas Vice President of the LGU appointed by that Overseas Member pursuant to Rule **15.1**.
- 15.4 An Overseas Vice President may resign as an Overseas Vice President by notice to the LGU.
- 15.5 Any notice of resignation as an Overseas Vice President pursuant to Rule **15.4** shall take effect as from the time that the notice is delivered to the LGU Office (or, if earlier, as from the time that the notice is delivered to a duly convened meeting of the Executive Council) or with effect from such later time as may be specified in the notice.
- 15.6 An Overseas Vice President may be removed from office as an Overseas Vice President by a resolution passed at a duly convened and held general meeting of the LGU or by a resolution in writing signed by or on behalf of all of the Ordinary Members. Any person who is removed

as an Overseas Vice President pursuant to this Rule **15.6** shall not be eligible to be appointed as an Overseas Vice President unless a resolution that such person is eligible to be appointed as an Overseas Vice President is passed at a duly convened and held general meeting of the LGU or a resolution in writing that such person is eligible to be appointed as an Overseas Vice President is signed by or on behalf of all of the Ordinary Members.

- 15.7 An Overseas Vice President shall be entitled to receive notice of, and to attend and speak at, any general meeting of the LGU, but shall not be entitled to vote at any general meeting of the LGU.
- 15.8 An Overseas Vice President shall not be a member of the Executive Council.
- 15.9 An Overseas Vice President shall not be entitled to receive notice of, or to attend, speak or vote at, any meeting of the Executive Council, but an Overseas Vice President may be invited or allowed by the Executive Council to attend and speak, but not to vote, at any meeting of the Executive Council.

16. Chairman

- 16.1 The Executive Council shall elect the Chairman of the LGU.
- 16.2 Anyone who is a member of the Executive Council appointed pursuant to Rule **17.3** or is a deputy appointed pursuant to Rule **17.4** or is a member of the Executive Council co-opted pursuant to Rule **17.15** shall not be eligible to be elected as the Chairman.
- 16.3 The Chairman shall ex officio be a member of the Executive Council.
- 16.4 The Chairman shall retire as Chairman at the close of the third annual general meeting of the LGU held following his or her having become Chairman but shall be eligible to be re-elected as Chairman with effect from the close of that third annual general meeting, and there shall be no break in the continuous period of office of the Chairman if the Chairman is re-elected as Chairman with effect from the close of that third annual general meeting.
- 16.5 If the Chairman was on retiring as Chairman at the close of the third annual general meeting of the LGU held following his or her having become Chairman re-elected as Chairman with effect from the close of that annual general meeting, then the Chairman shall retire as Chairman at the close of the sixth annual general meeting of the LGU held following his or her having become Chairman.
- 16.6 The Chairman may resign as the Chairman by notice to the LGU.

- 16.7 Any notice of resignation as the Chairman pursuant to Rule **16.6** shall take effect as from the time that the notice is delivered to the LGU Office (or, if earlier, as from the time that the notice is delivered to a duly convened meeting of the Executive Council) or with effect from such later time as may be specified in the notice.
- 16.8 The Chairman may be removed from office as the Chairman by a resolution passed at a duly convened and held meeting of the Executive Council if not less than two thirds in aggregate of those members of the Executive Council who are present at the meeting vote in favour of the resolution, provided always that not less than 28 clear days notice has been given to the Chairman and to each other member of the Executive Council of the intention to propose at that meeting of the Executive Council a resolution to remove the Chairman from office.
- 16.9 If the Chairman is removed as Chairman pursuant to Rule **16.8** he or she shall on being removed as Chairman cease to be a member of the Executive Council.
- 16.10 Subject always to Rule **16.4** if the Chairman retires or resigns as Chairman or otherwise ceases to be the Chairman for any reason whatsoever, then he or she will not be eligible to hold office as:-
- (a) the Chairman;
 - (b) as a member of the Executive Council appointed pursuant to Rule **17.3**;
 - (c) as a deputy appointed pursuant to Rule **17.4**; or
 - (d) as a member of the Executive Council co-opted pursuant to Rule **17.15**
- at any time prior to the close of the annual general meeting of the LGU held in the calendar year following the calendar year in which the Chairman so retired, resigned or otherwise ceased to be Chairman.
- 16.11 Any period of office as Chairman of the LGU prior to the adoption of these Rules as the Rules of the LGU shall count as office as Chairman for the purposes of these Rules.

17. Executive Council

- 17.1 The business and affairs of the LGU shall be managed by the Executive Council.
- 17.2 The Executive Council shall consist of:-
- (a) the Chairman as an ex officio member of the Executive Council;
 - (b) the members of the Executive Council appointed by the Ordinary Members pursuant to Rule **17.3**;
 - (c) up to two members co-opted by the Executive Council pursuant to Rule **17.15**.

- 17.3 Each Ordinary Member shall, subject always to Rule **17.5**, be entitled to appoint one person to be a member of the Executive Council and, at any time, to remove from office any member of the Executive Council so appointed by that Ordinary Member and, subject always to Rule **17.5**, to appoint another member of the Executive Council in place of any member of the Executive Council so appointed by that Ordinary Member who is so removed from office as a member of the Executive Council or who may die, resign or otherwise vacate office as a member of the Executive Council.
- 17.4 Each Ordinary Member shall, subject always to Rule **17.5**, be entitled to appoint one person to be the deputy of the person appointed by that Ordinary Member pursuant to Rule **17.3** to be a member of the Executive Council and, at any time, to remove from office the deputy so appointed by that Ordinary Member and, subject always to Rule **17.5**, to appoint another deputy in place of any deputy so appointed by that Ordinary Member who is so removed from office as such a deputy or who may die, resign or otherwise vacate office as such a deputy. A deputy appointed pursuant to this Rule **17.4** shall be entitled to receive notice of each meeting of the Executive Council.
- 17.5 An Ordinary Member may not appoint pursuant to Rule **17.3** as member of the Executive Council, and an Ordinary Member may not appoint pursuant to Rule **17.4** as a deputy, anyone who is an employee of that Ordinary Member.
- 17.6 Every appointment or removal of a member of the Executive Council pursuant to Rule **17.3** or of a deputy pursuant to Rule **17.4** shall be effected by notice given to the LGU or delivered to a duly constituted meeting of the Executive Council and shall be signed on behalf of the Ordinary Member by whom that notice is given, and the appointment or removal shall take effect as from the time that the notice is so given or delivered or with effect from such later date or time as shall be specified in the notice.
- 17.7 A deputy appointed by an Ordinary Member pursuant to Rule **17.4** shall be entitled to attend any meeting of the Executive Council which the member of the Executive Council appointed by that Ordinary Member pursuant to Rule **17.3** for any reason cannot or does not attend and a deputy who is pursuant to this Rule **17.7** entitled to attend any meeting of the Executive Council shall be entitled to speak and to vote at that meeting of the Executive Council in place of the member of the Executive Council appointed by that Ordinary Member pursuant to Rule **17.3**.
- 17.8 A deputy appointed pursuant to Rule **17.4** shall not be a Councillor.

- 17.9 A member of the Executive Council appointed by an Ordinary Member pursuant to Rule **17.3** may not be a member of the Executive Council for longer than four years, and upon a member of the Executive Council appointed by an Ordinary Member pursuant to Rule **17.3** having been a member of the Executive Council for four years that member of the Executive Council shall cease to be a member of the Executive Council (without prejudice to the right of that Ordinary Member to appoint pursuant to Rule **17.3** another person as a member of the Executive Council). Any period of office prior to the adoption of these Rules as the Rules of the LGU of any member of the Executive Council in office as a member of the Executive Council on the date of the adoption of these Rules as the Rules of the LGU shall count towards the four years limit imposed by this Rule **17.9** on the period for which that member of the Executive Council may be a member of the Executive Council.
- 17.10 A member of the Executive Council may resign as a member of the Executive Council by a notice to the LGU, with the resignation taking effect as from the time that the notice is delivered to the LGU Office (or, if earlier, as from the time that the notice is delivered to a duly convened meeting of the Executive Council) or with effect from such later time as may be specified in the notice.
- 17.11 A deputy appointed by an Ordinary Member pursuant to Rule **17.4** may not be such a deputy for longer than four years, and upon such a deputy having been such a deputy for four years that deputy shall cease to be such a deputy (without prejudice to the right of that Ordinary Member to appoint pursuant to Rule **17.4** another person as such a deputy). Any period of office prior to the adoption of these Rules as the Rules of the LGU of any deputy member of the Executive Council in office as such a deputy on the date of the adoption of these Rules as the Rules of the LGU shall count towards the four years limit imposed by this Rule **17.11** on the period for which that deputy may be a deputy appointed pursuant to Rule **17.4**.
- 17.12 A deputy appointed by an Ordinary Member pursuant to Rule **17.4** may resign as such a deputy by a notice to the LGU, with the resignation taking effect as from the time that the notice is delivered to the LGU Office (or, if earlier, as from the time that the notice is delivered to a duly convened meeting of the Executive Council) or with effect from such later time as may be specified in the notice.
- 17.13 The same person may not be appointed pursuant to Rule **17.3** as a member of the Executive Council by two or more Ordinary Members and the same person may not be appointed as a deputy pursuant to Rule **17.4** by two or more Ordinary Members. No one may be both (a) a

member of the Executive Council appointed pursuant to Rule **17.3** or co-opted pursuant to Rule **17.15** and (b) a deputy appointed pursuant to Rule **17.4**.

- 17.14 A deputy or former deputy appointed by an Ordinary Member pursuant to Rule **17.4** may, upon the member of the Executive Council appointed pursuant to Rule **17.3** by that Ordinary Member retiring or resigning as a member of the Executive Council or otherwise ceasing to be a member of the Executive Council, be appointed by an Ordinary Member as a member of the Executive Council. If a deputy appointed pursuant to Rule **17.4** by an Ordinary Member is appointed as a member of the Executive Council pursuant to Rule **17.3**, then that deputy shall cease to be a deputy.
- 17.15 The Executive Council may co-opt from time to time such person or persons as the Executive Council sees fit as a member or members of the Executive Council, provided always that:-
- (a) there shall not at any time be more than two co-opted members of the Executive Council; and
 - (b) a co-opted member of the Executive Council shall retire as a member of the Executive Council at the close of the fourth annual general meeting of the LGU following his or her having been co-opted as a member of the Executive Council.
- 17.16 Any member of the Executive Council co-opted as a member of the Executive Council pursuant to Rule **17.15** may be removed from office as a member of the Executive Council by a resolution passed at a duly convened and held general meeting of the LGU.
- 17.17 A member of the Executive Council who ceases to be a member of the Executive Council for any reason whatsoever shall not be eligible:-
- (a) to be appointed as a member of the Executive Council pursuant to Rule **17.3**; or
 - (b) to be co-opted as a member of the Executive Council pursuant to Rule **17.15**; or
 - (c) to be appointed as a deputy pursuant to Rule **17.4**
- prior to the close of the annual general meeting of the LGU held in the calendar year following the calendar year in which that member of the Executive Council ceased to be a member of the Executive Council.
- 17.18 If a deputy appointed by an Ordinary Member pursuant to Rule **17.4** retires or resigns as such a deputy or otherwise ceases to be such a deputy for any reason whatsoever, then he or she will not be eligible to be appointed as such a deputy by any Ordinary Member at any time prior to the close of the annual general meeting of the LGU held in the calendar year following

the calendar year in which he or she so retired, resigned or otherwise ceased to be such a deputy.

- 17.19 Any period of office prior to the adoption of these Rules as the Rules of the LGU of any member of the Executive Council in office as a member of the Executive Council on the date of the adoption of these Rules as the Rules of the LGU shall count towards the limit imposed by paragraph (b) of Rule **17.15** on the period for which a co-opted member of the Executive Council may be a member of the Executive Council.

18. Meetings of the Executive Council

- 18.1 Any member of the Executive Council may at any time summon a meeting of the Executive Council.
- 18.2 The Executive Council may meet for the despatch of business, adjourn and otherwise regulate the meetings of the Executive Council as the Executive Council thinks fit, provided always that the Executive Council shall meet not less than four times in each calendar year.
- 18.3 Each member of the Executive Council shall have one vote and questions arising at a meeting of the Executive Council shall be determined by a majority of votes.
- 18.4 The Chairman shall preside and take the chair at any meeting of the Executive Council if the Chairman is present and willing to take the chair at that meeting. If the Chairman is not present and willing to take the chair at a meeting of the Executive Council, then the chair of that meeting shall be taken by a member of the Executive Council who is present and willing to preside and take the chair (and as between the members of the Executive Council who are present and willing to take the chair at that meeting that one of them who is to preside and take the chair shall be determined by agreement between them or, failing such agreement, shall be determined by lot).
- 18.5 The chairman of a meeting of the Executive Council shall not be entitled to a casting vote on any resolution put to that meeting of the Executive Council.
- 18.6 The quorum of members of the Executive Council necessary for the transaction of business at any meeting of the Executive Council shall be four members of the Executive Council. A deputy appointed pursuant to Rule **17.4** shall in respect of any meeting of the Executive Council be counted for the purposes of this Rule **18.6** as a member of the Executive Council if that deputy is present at the meeting and the member of the Executive Council appointed by that Ordinary Member pursuant to Rule **17.3** is not present at that meeting.

- 18.7 A meeting of the Executive Council may consist of a conference between members of the Executive Council who are not all in one place, but of whom each is able to speak to each of the others and to be heard by each of the others simultaneously. A member of the Executive Council taking part in such a conference telephone call shall be deemed to be present in person at the meeting. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled or, if there is no such group, where the chairman of the meeting then is. The word "meeting" when referring to a meeting of the Executive Council in these Rules shall be construed accordingly.
- 18.8 A resolution in writing signed by all of the members of the Executive Council shall be as valid and effective as if it had been passed at a meeting of the Executive Council duly convened and held, and may consist of several documents in a like form each signed by one or more members of the Executive Council.
- 18.9 The Executive Council may invite or allow any person or persons to attend and speak, but not to vote, at any meeting or meetings of the Executive Council.

19. Committees of the Executive Council

- 19.1 The Executive Council may delegate any of the Executive Council's powers to a committee or committees consisting of such persons (whether or not being members of the Executive Council) as the Executive Council shall determine.
- 19.2 When establishing any committee in accordance with Rule **19.1**, the Executive Council shall prescribe rules and regulations for the appointment, retirement by rotation and removal of members of the committee and rules and regulations determining the remit, functions and authority of the committee and shall prescribe such rules and regulations (if any) as the Executive Council considers appropriate for the management and organisation of the committee.
- 19.3 The Executive Council shall be entitled from time to time to amend, vary, alter, revoke or renew any rule or regulation prescribed by the Executive Council in accordance with Rule **19.2**.
- 19.4 A committee of the Executive Council (shall subject to any rules and regulations prescribed by the Executive Council) meet and adjourn as the committee thinks proper.
- 19.5 The chairman of each committee of the Executive Council shall be nominated or approved by the Executive Council and shall hold office as such chairman for such period as shall be

determined or approved by the Executive Council. The chairman of a committee of the Executive Council shall preside and take the chair at every meeting of that committee at which he or she is present, unless he or she is unwilling or unable to preside and take the chair. If there is no chairman for the time being of a committee of the Executive Council, or if the chairman of the committee is unwilling or unable to preside and take the chair or is not present within five minutes after the time appointed for the meeting of the committee, the members of the committee present shall choose one of their own number to be acting chairman of the meeting.

- 19.6 A member of a committee of the Executive Council may resign as a member of that committee, and the chairman of a committee of the Executive Council may resign as chairman of that committee, by a notice to the LGU. Any notice of resignation as a member of a committee of the Executive Council, and any notice of resignation as the chairman of a committee of the Executive Council, shall take effect as from the time that the notice is delivered to the LGU Office (or, if earlier, as from the time that the notice is delivered to a duly convened meeting of the Executive Council) or with effect from such later time as may be specified in the notice.
- 19.7 Each member of a committee of the Executive Council shall (subject to any rules and regulations prescribed by the Executive Council) have one vote on any resolution put to the committee. Questions arising at any meeting of a committee of the Executive Council shall be determined by a majority of votes of the members of the committee present, and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 19.8 A meeting of a committee of the Executive Council may consist of a conference between members of the committee who are not all in one place, but of whom each is able to speak to each of the others and to be heard by each of the others simultaneously. A member of a committee of the Executive Council taking part in such a conference telephone call shall be deemed to be present in person at the meeting. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled or, if there is no such group, where the chairman of the meeting then is. The word "meeting" when referring to a meeting of a committee of the Executive Council in these Rules shall be construed accordingly.

- 19.9 A committee of the Executive Council may (unless the Executive Council shall otherwise determine) invite or allow any person or persons as the committee considers appropriate to attend and speak, but not to vote, at any meeting or meetings of the committee.
- 19.10 In making rules or regulations for the establishment of any committee of the Executive Council, the Executive Council shall be entitled to provide that the members of the committee can appoint additional members of the committee, subject always to the appointment not causing the number of members of the committee to exceed the maximum number of members of the committee prescribed by the Executive Council.

20. Chief Executive Officer

- 20.1 The Executive Council may appoint a Chief Executive Officer who shall be an employee of the LGU and the LGU's chief executive and who shall hold office on such terms and conditions and for such remuneration as may be fixed or approved by the Executive Council. The Executive Council may delegate to the Chief Executive Officer such powers and duties, including the appointment, management, supervision and dismissal of employees of the LGU, as the Executive Council sees fit.
- 20.2 The Executive Council (or a committee of the Executive Council or anyone, including the Chief Executive Officer, acting with the authority of the Executive Council) may appoint, dismiss and remove such employees of the LGU as the Executive Council considers (or a committee of the Executive Council or anyone including the Chief Executive Officer acting with the authority of Executive Council considers) to be necessary for the proper conduct and administration of the day to day business and affairs of the LGU.
- 20.3 The Chief Executive Officer may be referred to as "the CEO".

21. Honoraria and Reimbursement of Expenses

- 21.1 The President and/or the Chairman may be paid an honorarium of such amount or at such rate or scale as may be determined by the Executive Council (or by a committee of the Executive Council).
- 21.2 The President, each member of the Executive Council and each deputy appointed by an Ordinary Member pursuant to Rule 17.4 shall, subject to the policy (and at such rate or scale and subject to such maximum) from time to time determined by the Executive Council for the reimbursement of expenses by the LGU, be entitled to payment of travelling, hotel and other

expenses reasonably and properly incurred by the President or, as the case may be, that member of the Executive Council or that deputy in travelling to and from and attending general meetings of the LGU or meetings of the Executive Council or of any committee of or established by the Executive Council or otherwise in connection with the business and affairs of the LGU.

22. Minutes

The Chief Executive Officer shall keep or cause to keep a record of:-

- (a) the meetings of the Executive Council;
- (b) the names of the members of the Executive Council, and of the deputies appointed pursuant to Rule **17.4**, present at each meeting of the Executive Council; and
- (c) all resolutions and proceedings at all general meetings of the LGU, at all meetings of the Executive Council and at all meetings of any committee of or established by the Executive Council.

23. Register of Interests

Each member of the Executive Council and each deputy appointed pursuant to Rule **17.4** shall report to the Chief Executive Officer any Relevant Interest of that member of the Executive Council or of that deputy so that the record of the Relevant Interests of each member of the Executive Council and of each such deputy is kept up-to-date.

24. Accounts and Audit

24.1 The Executive Council shall cause to be kept by the LGU accounting records which are sufficient to show and explain the LGU's transactions and which are sufficient to disclose with reasonable accuracy at any time the financial position of the LGU at that time.

24.2 The accounting records of the LGU shall in particular contain:-

- (a) entries of all sums of money received and expended by the LGU, and of the matters in respect of which the receipt and expenditure takes place;
- (b) a record of all purchases and sales of goods by the LGU and of all purchases and supplies of services by the LGU; and
- (c) a record of the assets and liabilities of the LGU.

- 24.3 The accounting records of the LGU shall be kept at the LGU Office or at such other place as the Executive Council may think fit, and shall always be open to the inspection of any Councillor.
- 24.4 An Ordinary Member shall, acting reasonably, have the right to inspect any account, book or document of the LGU.
- 24.5 No Overseas Member shall have any right of inspecting any account or book or document of the LGU.
- 24.6 The financial year of the LGU shall be 1 November to 31 October.
- 24.7 The Executive Council shall cause to be prepared and to be laid before the LGU in general meeting the audited financial statements of the LGU for each financial year of the LGU.
- 24.8 The financial statements of the LGU for each financial year of the LGU shall be audited by auditors qualified to audit the accounts of a company incorporated in the United Kingdom.

25. Notices

- 25.1 Any notice may be given by the LGU pursuant to these Rules either:-
- (a) personally; or
 - (b) by sending the notice through the post in a prepaid properly addressed envelope to the addressee of such notice; or
 - (c) by email to the then current email address of the addressee of the notice as notified to the LGU by that addressee; or
 - (d) by fax to the then current fax number of the addressee of the notice as notified to the LGU by that addressee.
- 25.2 A notice may be given to the LGU pursuant to these Rules either:
- (a) by delivering the notice to the LGU Office marked for the attention of the Chief Executive Officer; or
 - (b) by sending the notice through the post to the LGU at the LGU Office in a prepaid properly addressed envelope marked for the attention of the Chief Executive Officer; or
 - (c) by email to the then current email address at the LGU of the Chief Executive Officer; or
 - (d) by fax to the then current fax number of the LGU.

- 25.3 Any notice which is sent by or to the LGU pursuant to these Rules in hard copy in a prepaid properly addressed envelope shall be deemed to have been received by the intended recipient 48 hours after the posting of that envelope, and in approving such receipt it shall be sufficient to show that such envelope contained that notice and was properly addressed, prepaid and posted.
- 25.4 Any notice which is sent by or to the LGU pursuant to these Rules by email or by fax shall be deemed to have been received by the intended recipient at the time of transmission, provided that if the time of transmission was after 17:00 (London time) on any business day or at any time on a day which is not a business day the notice shall be deemed to have been received at 09:00 (London time) on the next business day; and in proving such receipt it shall be sufficient to show that such notice was, in the case of a notice given by email, properly addressed and, in the case of a notice given by fax, sent to the then current fax number for the purposes of these Rules of the addressee of the notice. For the purposes of this Regulation **25.4**, a business day is a day on which clearing banks are open for business in London.

26. Indemnity

Every member of the Executive Council, every member of any committee of the Executive Council and every employee of the LGU from time to time shall be indemnified by the LGU against any liability incurred as a result of being such a member or employee unless such liability was incurred through his or her own dishonesty or wilful wrongdoing, and the LGU shall pay out of the funds of the LGU all costs, losses and expenses which any such person may incur or to which any such person may become liable by reason of any contract entered into or act or deed done in the discharge of his or her duties unless the same happened through his or her own dishonesty or wilful wrongdoing.

27. Trust Company

The title to any property (including any real or heritable property) owned by the LGU may be held on behalf of the LGU in the name of any company or other body which is wholly owned by the LGU.

28. Alterations to these Rules

- 28.1 These Rules, subject always to Rule **28.2**, may be altered, amended or replaced with the agreement in writing of each of the National Organisations which is an Ordinary Member.
- 28.2 No alteration or amendment to these Rules may be made, and these Rules may not be replaced, unless the alteration or amendment to, or replacement of, these Rules has been approved by a resolution passed pursuant to Rule **11.10** at a general meeting of the LGU.

29. Dissolution

- 29.1 The LGU may be wound up or dissolved (and may only be wound up or dissolved) with the agreement in writing of each of the National Organisations.
- 29.2 If upon the winding up or dissolution of the LGU there remains, after the satisfaction of all the debts and liabilities of the LGU, any property whatsoever (and the debts and liabilities of the LGU shall be satisfied first out of the assets of the LGU other than the golfing memorabilia and trophies owned by the LGU), such property shall not be paid to or distributed among the members of the LGU but:-
- (a) the golfing memorabilia owned by the LGU shall be given or transferred to the Women Golfers' Museum; and
 - (b) all other remaining property of the LGU shall be given, transferred or distributed to such person or persons and in such amounts or proportions as the National Organisations which are Ordinary Members shall unanimously agree in writing.

30. Governing Law

These Rules shall be governed by the law of Scotland.