

Company Name: Wells (Somerset) Golf Club Ltd
Company registration number: 00131626

SATURDAY



Members' Special Resolution – Amendment to Articles of Association

MEMBERS SPECIAL RESOLUTION

Deletion and Replacement of unwanted articles

That the following Company's articles of association be deleted and replaced as set as below:

- The definition of Member under General. Clause 1. be deleted and replaced with 'Any person who is a voting member under the Rules.
- The wording under Votes of Members, Clause 24, be deleted and replaced with ' Only voting members under the rules of the club are entitled to vote.
- The wording under The Secretary. Clause 31. be deleted and replaced with 'The provisions of sections 283 and 284 of the Act shall apply and be observed. The Directors may from time to time by resolution, appoint an Assistant or Deputy Company Secretary, and any person so appointed may act in place of the Company Secretary if there be no Company Secretary capable of acting.
- Clause 39(b) Rotation of Officers, be deleted and replaced with ' In each year, the Past Captains of the Club, who are presently Members of the Club. may nominate candidates for the office of Captain Elect.
- Clause 39(c) Rotation of Officers, be deleted and replaced with ' In each year, the Management Committee at a meeting comprising not less than five of its members, may nominate candidates for the office of Captain.
- Clause 40(a) Election of President and Life Members, be deleted and replaced with 'The President of the Club shall be nominated by the Management Committee for a minimum of 3 years and a maximum of 6 and he/she shall be elected by a show of hands at the Annual General Meeting.

Amended Articles

That the Company's articles of association be amended by the following changes:

- Clause 10. General Meetings.
add at the end of the paragraph...as the Members may think fit.
- Clause 17. Proceedings at General Meetings.
After the words 'demanded by the Chairman' on the 3rd line, add '(who should explain his reasoning and obtain the agreement of the attendees).

- Clause 27. Directors and Officers.

Add at the end of the paragraph....Such appointment is deemed temporary until ratified at a General Meeting.

- Clause 29. Powers of Directors.

Delete the word Directors on the first line, after the words ' The business of the Club shall be managed by' and add ' the Management Committee, which comprises of Directors of the Club and other Members appointed or seconded to the Committee by the Directors'.

- Clause 39. Rotation of Officers..


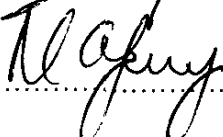
After the words 'The Officers of the Club shall be the Chairman' add " Vice Chairman and the Treasurer'. Delete '....and the non portfolio member who shall act as Company Secretary'.

- Clause 58. Application of Income and Property.

At the end of the 2nd paragraph, delete the wording' another registered CASC, a registered charity or the sports governing body' and replace with 'some other institution or institutions having objects similar to the Company'

We being the Directors of the Company, hereby signify the irrevocable agreement of the Members, at the Annual General Meeting held on the 25th November 2019, on the above Resolutions.

Board Members:

Chairman		Date of Signature	16/12/19
Treasurer.....		Date of Signature	16/12/19