

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 6448158

The Registrar of Companies for England and Wales hereby certifies that
EAST BERKSHIRE GOLF CLUB LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 7th December 2007



N06448158N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



12

Please complete in typescript,
or in bold black capitals

CHFP025

Declaration on application for registration

In 74851.

Company Name in full

EAST BERKSHIRE GOLF CLUB LIMITED

I, Michael John Crooks

of Thomas Eggar, Belmont House, Station Way Crawley, West
Sussex RH10 1JA

† Please delete as appropriate

do solemnly and sincerely declare that I am a † [Solicitor engaged in the
formation of the company][person named as director or secretary of the
company in the statement delivered to the Registrar under section 10 of the
Companies Act 1985] and that all the requirements of the Companies Act
1985 in respect of the registration of the above company and of matters
precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

mj Crooks

Declared at

Crawley, ENGLAND

Day Month Year

On

21 11 2007

before me

Dawn Ann Strahwood

Signed**Date**

21.11.07

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact
information in the box opposite but
if you do, it will help Companies
House to contact you if there is a
query on the form The contact
information that you give will be visible
to searchers of the public record

Thomas Eggar LLP
Belmont House
Station Way, Crawley
RH10 1JA

Tel (01293) 742700

DX number DX 85715 DX exchange Crawley

When you have completed and signed the form please send it to the
Registrar of Companies at
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland
DX 235 Edinburgh
or LP - 4 Edinburgh 2



A47

AL0WUV80
05/12/2007
COMPANIES HOUSE

104

WEDNESDAY



10

Please complete in typescript,
or in bold black capitals

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

6408158

Company Name in full

EAST BERKSHIRE GOLF CLUB LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Ravenswood Avenue

Post town

CROWTHORNE

County / Region

Berkshire

Postcode

RG45 6BD

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

6

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record

Thomas Eggar LLP
Belmont House
Station Way, Crawley
RH10 1JA

420/MJC/45041483 Tel (01293) 742700
DX number DX 85715 DX exchange Crawley

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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland
DX 235 Edinburgh
or LP - 4 Edinburgh 2

WEDNESDAY



A47

05/12/2007

103

COMPANIES HOUSE

Company Secretary (see notes 1-5)

Company name East Berkshire Golf Club Limited

NAME *Style / Title

Mr

*Honours etc

* Voluntary details

Forename(s)

COLIN

Surname

DAY

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

☐

Fleur Cottage

Church End

Post town

Great Dunmow

County / Region

Essex

Postcode

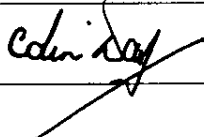
CM6 3QR

Country

England

I consent to act as secretary of the company named on page 1

Consent signature



Date

12.11.2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

CLIFFORD RYDER

Surname

CARROWAY

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

☐

3 Benbridge Court

Ravenswood Avenue

Post town

CROWTHORNE

County / Region

Berkshire

Postcode

RG45 3NQ

Country

England

Date of birth

Day Month Year

1 3 0 6

1 9 3 8

Nationality

British

Business occupation

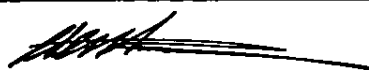
Retired

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature



Date

19/11/07

CHFP025

Company name EAST BERKSHIRE GOLF CLUB LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

PAUL RICHARD

Surname

DONNELLY

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Hampshire

Postcode

RG27 0LY

Country

England

Day Month Year

Date of birth

1 8 0 8

1 9 7 1

Nationality British

Business occupation

Executive

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

12.11.07

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

3 | 0 | 0 | 6

1 | 9 | 3 | 7

Nationality British

Business occupation

Retired

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

15 11 07

CHFP025

Company name

EAST BERKSHIRE GOLF CLUB LIMITED

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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☐

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

Mr

*Honours etc

Forename(s)

JOHN DONALD KERR

Surname

HEWITT

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

16 Coppice Gardens

CROWTHORNE

Berkshire

RG45 6EE

England

Day Month Year

Date of birth

0 6 0 7 1 9 4 3

Nationality British

Business occupation

Retired

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

15.11.07

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

2 | 5 | 0 | 5 | 1 | 9 | 4 | 5

Nationality British

Business occupation

Retired

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

12.11.07

CHFP025

Company name

EAST BERKSHIRE GOLF CLUB LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

ARCHIBALD MACINTYRE

Surname

MACKIE

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

Robins

30A Lowther Road

WOKINGHAM

Berkshire

RG41 1JD

England

Day Month Year

Date of birth

1 3 0 2

1 9 3 9

Nationality British

Business occupation

Retired

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

12.11.07

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

ALISTAIR GEORGE ST CLAIR

Surname

NAPIER

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

Oakley House

Oakley Lane

WOKINGHAM

Berkshire

RG40 2HP

England

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

Date of birth

0 | 5 | 0 | 3 | 1 | 9 | 4 | 7

Nationality

British

Business occupation

Retired

Other directorships

Gypsey Lane Management Co Limited

70 Sturges Road Limited

I consent to act as director of the company named on page 1

Consent signature

Date

12.11.07

CHFP025

Company name

EAST BERKSHIRE GOLF CLUB LIMITED

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

Mr

*Honours etc

Forename(s)

NEIL ROBERTSON

Surname

NINIAN

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

3 Jasmine Close

Post town

WOKINGHAM

County / Region

Berkshire

Postcode

RG41 3NQ

Country

England

Day Month Year

Date of birth

1 4 0 3

1 9 4 3

Nationality

British

Business occupation

Retired

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

12 11 07

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature**Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

3 | 0 | 0 | 8

1 | 9 | 5 | 0

Nationality

British

Business occupation

Marketing Manager

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature**Date**

13 Nov 07

CHFP025

Company name EAST BERKSHIRE GOLF CLUB LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

JOHN ERIC THOMSON

Surname

SMITH

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

74 Ellis Road

Post town

CROWTHORNE

County / Region

Berkshire

Postcode

RG45 6PT

Country

England

Date of birth

Day		Month		Year	
1	5	0	4	1	9
				4	3

Nationality British

Business occupation

Dental Surgeon

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

CHARLES

Surname

SWEENEY

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

432 Finchampstead Road

WOKINGHAM

Berkshire

RG40 3RB

England

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

Date of birth

2 | 9 | 0 | 6

1 | 9 | 3 | 7

Nationality

British

Business occupation

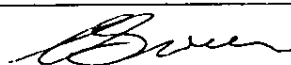
Retired

Other directorships

Broome Park Owners Club Limited

I consent to act as director of the company named on page 1

Consent signature



Date

12.11.07

CHFP025

Company name

EAST BERKSHIRE GOLF CLUB LIMITED

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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☐

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

Mr

*Honours etc

Forename(s)

PETER CYRIL

Surname

TAYLOR

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

Hollymead

Lower Wokingham Road

CROWTHORNE

Berkshire

RG45 6BX

England

Day Month Year

Date of birth

0 7 0 9 1 9 4 3

Nationality British

Business occupation

Retired

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

12.11.07

Company Secretary (see notes 1-5)**NAME** *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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☐

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature**Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

SIMON PATRICK KEDGE

Surname

TREDRAY

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Berkshire

Postcode

RG45 6DU

Country

England

Day Month Year

Date of birth

1 | 8 | 0 | 3 | 1 | 9 | 4 | 5

Nationality British**Business occupation**

Retired

Other directorships

Sandhills Management Limited

I consent to act as director of the company named on page 1


Consent signature**Date**

12. 11. 07

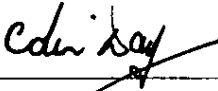
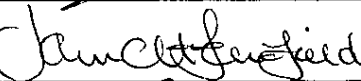
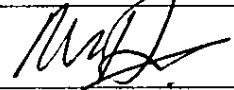
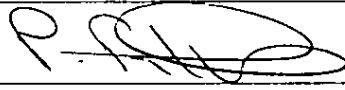



Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr		*Honours etc						
Forename(s)		MALCOLM WALTER								
Surname		DANN								
Previous forename(s)										
Previous surname(s)										
Address ††		61 Kiln Ride								
<input type="checkbox"/>										
Post town		WOKINGHAM								
County / Region		Berkshire	Postcode	RG40 3P7						
Country		England								
Date of birth		Day	Month	Year	Nationality					
		1	5	0	5	1	9	4	3	British
Business occupation		Proprietor of a vehicle repair business								
Other directorships		None								
I consent to act as director of the company named on page 1										
Consent signature				Date	13.11.07					

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e. those who signed as members on the memorandum of association).

Signed		Date	12.11.07
Signed		Date	13 Nov 07
Signed		Date	13.11.07
Signed		Date	15.11.07
Signed		Date	15.11.07
Signed		Date	19/11/07
Signed		Date	22/11/07

Notes

- 1 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s)

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line

Give previous forename(s) or surname(s) except that

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it

Address

Give the usual residential address

In the case of a corporation or Scottish firm give the registered or principal office

Subscribers

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s)

- 2 Directors known by another description

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council

3 Directors details

- Show for each individual director the director's date of birth, business occupation and nationality

The date of birth must be given for every individual director

4 Other directorships


- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director

- 5 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors

CONTINUATION
of section to be
signed by either
an agent on
behalf of all
subscribers or the
subscribers (ie
those who signed
as members on
the memorandum
of association)

Signed



Date

12.11.07

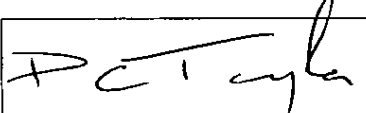
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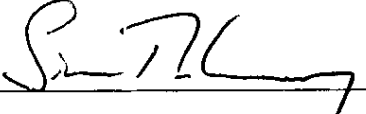
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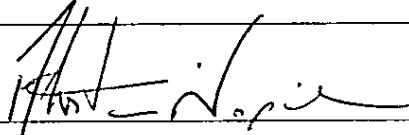
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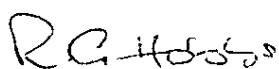
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Date

12.11.07

MEMORANDUM OF ASSOCIATION
OF
EAST BERKSHIRE GOLF CLUB LIMITED

1. The name of the Company is EAST BERKSHIRE GOLF CLUB LIMITED
2. The registered office of the Company will be situate in England
3. The objects for which the Company is established ("the Objects") are:
 - 3.1 To acquire, take over and manage all or any part of the assets and liabilities of the present unincorporated body known as East Berkshire Golf Club
 - 3.2 To develop and maintain a prestigious members golf club ("the Club") with high standards of facilities and service which shall be continuously assessed and upgraded as the Board may deem necessary to promote the interests of the Company and the Club
4. The Company has power to do anything within the law that may promote or may help to promote the Objects or any of them In particular (but without limitation):
 - 4.1 To pay out of the Company's funds the costs incurred in forming the Company
 - 4.2 To acquire or hire property of any kind and any interests in or rights over property of any kind
 - 4.3 To acquire the whole or any part of the business or assets of any person, firm or company carrying on any activity in support of the Objects and to give any form of consideration in return for the business or assets
 - 4.4 To borrow or raise or secure the payment of money in such manner as the Board shall think fit, to charge the undertaking and all or any of the real and personal property and assets of the Company present and future and to become a member of any building society
 - 4.5 To issue debentures or debenture stock whether permanent or redeemable or repayable at par or at a premium or discount and for such consideration and with and subject to such rights and conditions as the Board may think fit
 - 4.6 To invest and deal with the Company's money in any manner and to hold or otherwise deal with any investments made
 - 4.7 To sell, dispose of, let, mortgage or charge any property of the Company and to grant licences, options, rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company


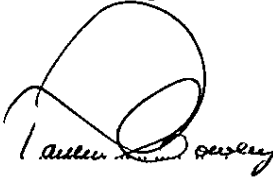


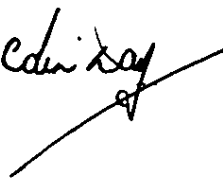

- 4 8 To make grants or loans of money and to give guarantees and indemnities on any terms, and to support and subscribe to any charitable or public object
- 4.9 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company or of undertaking any business or operations which (in the opinion of the Board) is likely to assist or benefit the Company, and to subscribe for or otherwise acquire all or any part of the shares or securities of any such company
- 4.10 To act as agent or broker or trustee for any person, firm or company and to undertake and perform any form of contract
- 4 11 To reward any person, firm or company rendering services to the Company by cash payment or by any other means
- 4.12 To set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of the employees of the Company or of any subsidiary, holding company or fellow subsidiary of the Company and of their spouses, children and other relatives and dependants and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained
- 4.13 To pay out of the Company's funds premiums on insurance policies to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company but any such insurance or indemnity must not extend to any claim arising from criminal neglect or deliberate fault on their part
- 4 14 To amalgamate with or support any other company or undertaking whose Objects may (in the opinion of the Board) advantageously be combined with the Objects
- 4 15 To sell or otherwise dispose of the whole or any part of the business or property of the Company either together or in portions and to accept anything of value in return
- 4 16 To do all or any of the things or matters permitted by this Memorandum of Association in any part of the world and as principal, agent, contractor or otherwise and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others
- 4 17 To co-operate with the national and county golf associations to maintain a uniform system of handicapping
- 4 18 To establish and be responsible for the maintenance of
 - 4 18 1 A child protection policy
 - 4.18.2 An equity policy
 - 4.18.3 Appropriate dispute resolution procedures to resolve disputes between the Company and its Members and disputes between Members




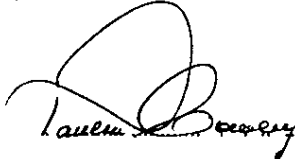

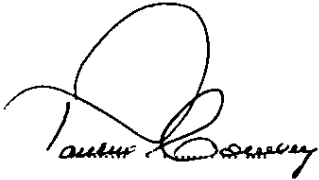
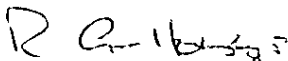


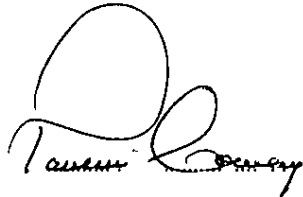
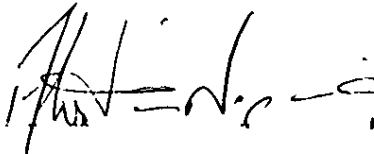

4 18 4 Co-operate with national and county golf associations on anti-doping policies and anti-doping rules


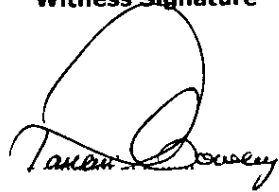

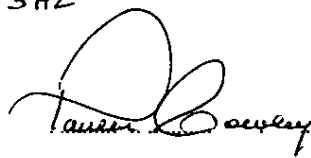
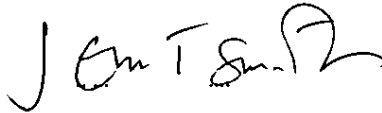

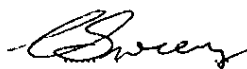
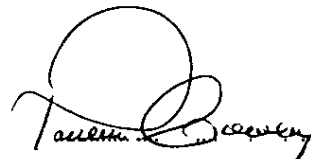
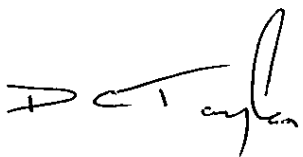
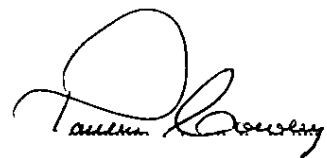
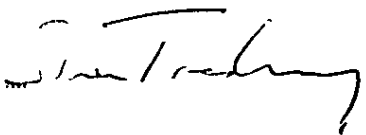
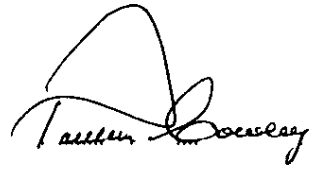
5. The liability of the Company Members is limited
6. Every Company Member undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a Company Member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a Company Member and the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding £1
7. This Clause applies on winding up or dissolution of the Company If there is any property of the Company remaining after all the Company's debts and liabilities have been paid or satisfied it may be used to establish another golf club of the same name elsewhere, failing which it shall be distributed equally among the Company Members
8. Expressions defined in the Articles of Association of the Company have the same meanings in the Memorandum of Association

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum

Names, addresses and signatures of Subscribers:

Subscriber's Name & Address	Subscriber's Signature	Witness Name & Address	Witness Signature
CLIFFORD RYDER CARROWAY 3 Benbridge Court, Ravenswood Avenue, Crowthorne, Berkshire, RG45 3NQ		PAULINE COWLEY 39 FARNHAM RD FLEET HANTS GU11 3HZ	
MALCOLM WALTER DANN 61 Kiln Ride, Wokingham, Berkshire, RG40 3PT		AS ABOVE	
COLIN DAY Fleur Cottage, Church End, Great Dunmow, Essex, CM6 3QR		AS ABOVE	

Subscriber's Name & Address	Subscriber's Signature	Witness Name & Address	Witness Signature
PAUL RICHARD DONNELLY Little Putt Cottage, Eversley Center, Eversley, Hampshire, RG27 0LY		PAULINE COWLEY 39 FARNHAM ROAD FLEET HANTS GU51 3HZ	
PATRICIA FITTUS 9 Heathermount Drive, Edgumbe Park, Crowthorne, Berkshire, RG45 6HJ		AS ABOVE	
JOHN DONALD KERR HEWITT 16 Coppice Gardens, Crowthorne, Berkshire, RG45 6EE		AS ABOVE	
RENA GILLIAN HOBBS 15 Greenside, Crowthorne, Berkshire, RG45 6EX		AS ABOVE	
ARCHIBALD MACINTYRE MACKIE Robins, 30A Lowther Road, Wokingham, Berkshire RG41 1JD		AS ABOVE	
ALISTAIR GEORGE ST CLAIR NAPIER Oakley House, Gipse Lane, Wokingham, Berkshire, RG40 2HP		AS ABOVE	

Subscriber's Name & Address	Subscriber's Signature	Witness Name & Address	Witness Signature
NEIL ROBERTSON NINIAN 3 Jasmine Close, Wokingham, Berkshire, RG41 3NQ		PAULINE COCKEY 39 FARNHAM RD FLEET HANTS GU51 3HZ	
JOHN CHRISTIAN HAYWARD SCHOFIELD 1 Kipling Hall, Dukes Ride, Crowthorne, Berkshire, RG45 6NU		AS ABOVE	
JOHN ERIC THOMSON SMITH 74 Ellis Road, Crowthorne, Berkshire, RG45 6PT		AS ABOVE	
CHARLES SWEENEY 432 Finchampstead Road, Wokingham, Berkshire, RG40 3RB		AS ABOVE	
PETER CYRIL TAYLOR Hollymead, Lower Wokingham Road, Crowthorne, Berkshire, RG45 6BX		AS ABOVE	
SIMON PATRICK KEDGE TREDRAY 19 Knowles Avenue, Crothorne, Berkshire, RG45 6DU		AS ABOVE	

DATED the 22nd day of NOVEMBER 2007



DATED

2007

THE COMPANIES ACTS 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

EAST BERKSHIRE GOLF CLUB LIMITED

Company No: []

Date of Incorporation: [] 2007

Ref 420/MJC/EastBerks/45041483

Belmont House Station Way
Crawley West Sussex RH10 1JA

Telephone +44 (0)1293 742700
Facsimile +44 (0)1293 742995
DX no DX 85715 Crawley

www.thomaseggar.com

ARTICLES OF ASSOCIATION

OF

EAST BERKSHIRE GOLF CLUB LIMITED

1. INTERPRETATION

In these Articles:

1.1 **"the Act"** means the Companies Act 2006 and any statutory re-enactment or modification of it

"AGM" means an Annual General Meeting of the Company

"the Board" means the board of Directors of the Company, acting collectively

"Bye-Laws" means bye-laws from time to time made, altered and repealed in accordance with Article 13

"clear days" in relation to a period of notice means that period excluding the day on which the notice is given or is deemed to have been given and the day for which the notice is given or on which it is to take effect

"Club" means the body responsible for the golfing activities of the Company

"Club Member" means any member of the Club whether or not a Company Member

"Club Secretary" (who may or may not be the Company Secretary) shall be the executive officer of the Board

"the Company" means East Berkshire Golf Club Limited

"Company Member" means a member of the Company (except in Article 8)

"Company Secretary" (who may or may not be the Club Secretary) shall be appointed by the Board to perform the duties of Secretary of the Company

"Director" means a director of the Company acting individually

"Electronic Communication" means the same as in the Electronic Communications Act 2000

"executed" means any mode of execution

"Memorandum" means the Memorandum of Association of the Company

"Non-Voting Club Members" means junior Club Members, social Club Members and any other Club Members who are not Company Members

"Objects" means the objects of the Company as set out in the Memorandum from time to time

"Officers of the Company" means the Directors and the Company Secretary

"Officials of the Company" means a President, a Vice-President, a Captain, a Vice-Captain, an Immediate Past Captain (who shall be Directors) and a Club Secretary (who may or may not be the Company Secretary)

- 1 2 Expressions referring to writing include references to printing, fax, email and other methods of representing or reproducing words in a visible form
- 1.3 Unless the context otherwise requires words or expressions bear the meanings given to them in the Act
- 1 4 References to "he" or "him" include male and female individuals and corporations
- 1 5 References to President, Vice-President, Captain, Vice-Captain, Immediate Past Captain, Club Secretary and any other specific Official of the Company shall mean the person for the time being appointed to such post
- 1 6 References to any particular category of Club Member shall have the meaning referred to in Article 2 3 1
- 1 7 Words incorporating the singular number shall include the plural and vice versa

2. MEMBERSHIP

- 2 1 The Company must keep a register of Company Members as required by the Act
- 2 2 The Company Members are
 - 2 2 1 The subscribers to the Memorandum and Articles of Association
 - 2 2 2 Every person who has been approved for membership of the Company by the Board and shall have signed an application for membership in the form set out in Article 16 or such other form as the Board may approve
- 2 3 *Election of Club Members*
 - 2 3 1 Categories of Club membership shall be as from time to time determined by the Board and shall be declared annually at the AGM
 - 2 3.2 Club Membership shall not exceed the maximum number of Club Members which shall from time to time be decided by the Board and declared annually at the AGM
 - 2 3 3 A candidate must be proposed by two current Company Members both of whom must have been Company Members and/or voting members of the club known as East Berkshire Golf Club as it

existed prior to incorporation of the Company during the period of two years prior to the date of the proposal ("Qualifying Company Members"). Both proposers must sign the application form and submit letters of support on the candidate's behalf and be responsible for the candidate's eligibility and future conduct. A Qualifying Company Member may only propose a maximum of five candidates per calendar year.

- 2 3 4 The name of the candidate for Club membership shall be displayed for Company Members' consideration for 14 days on the clubhouse notice board following which the candidate shall be interviewed by the Captain and Club Secretary or any other Officers or Directors.
- 2 3 5 Any objection by a Company Member to an applicant must be notified in writing to the Club Secretary. If there is no objection to the application the applicant's name shall be placed before the Board for consideration for admission to membership.
- 2.3.6 Only pursuant to the above procedure will the candidate be admitted to the privileges of Club membership which shall in the first instance be limited to social membership and placement on the waiting list for five day membership until a playing vacancy occurs or at the discretion of the Board.
- 2 3 7 The Board shall have power to accept or refuse any application without stating a reason for refusal.
- 2 3.8 The Club Secretary shall maintain lists of social Club Members waiting to become five day members and a list of five day Club Members waiting to become seven day Club Members. Such lists shall be in strict date order of election to the waiting lists.
- 2 3 9 Honorary Club Members may be elected by the Board or by a general meeting of the Company.
- 2.3.10 No person shall be admitted to membership without an interval of at least forty-eight (48) hours between their nomination or application and their admission to the Club. Nor may persons becoming members without prior nomination or application be admitted to privileges of membership without an interval of at least forty-eight (48) hours between their becoming members and their admission.
- 2 3 11 Any candidate on election to Club membership shall not become a Club Member until the entrance fee and the first subscription have been paid and the candidate has signed the relevant forms of membership by which the Club Member shall in the case of becoming a Company Member bind himself or herself to abide by the Articles and the Bye-Laws and in the case of becoming a Non Voting Club Member bind himself or herself to abide by those parts of the Articles that are relevant to Non Voting Club Members and the Bye-Laws.
- 2 3 12 In the event of the maximum number of Club Members laid down by the Board being exceeded further elections to membership as vacancies occur will be by invitation of the Board.

2.3.13 The transfer of Club Members between membership categories shall be at the discretion of the Board which shall be actioned by the Club Secretary in accordance with these Articles

2.3.14 The Captain, Club President and Ladies Captain shall each be permitted one prerogative a year to nominate candidates for Company Membership

2.4 *Entrance Fees and Subscriptions*

2.4.1 Entrance fees and subscriptions shall be determined from time to time by the Board

2.4.2 Subscriptions

2.4.2.1 Newly elected Club Members shall pay subscriptions during the year in which they are elected equivalent to one-twelfth of the appropriate annual subscription for each month of that year after the month in which they have been elected. Similarly, a Club Member transferring from one category of membership to another carrying a higher subscription rate shall pay the appropriate annual subscription applicable at the date of transfer

2.4.2.2 All annual subscriptions and any other fees shall be payable in advance not later than 1st January in each year. A list of Club Members in arrears shall be posted in the Club House on 1st February annually or at any subsequent date at the discretion of the Board and notice sent to the individuals concerned. (No Club Member in arrears may compete in any Club competition). Any Club Member whose subscription is unpaid on 1st February shall cease to exercise any of the privileges of Club membership and his name may at the discretion of the Board be erased from the list of Club Members but may be reinstated by the Board on payment of all arrears including a 5% late payment fee

2.5 A Club Member will cease to be a Club Member

2.5.1 If he resigns by giving notice to the Club Secretary on or before 31st December otherwise he shall be deemed to be in default and will forfeit the possibility of rejoining

2.5.2 If an individual upon his death and if a corporate upon insolvency

2.5.3 If his name is erased from the list of Club Members pursuant to Article 2.4.2.2

2.5.4 If he is expelled pursuant to Article 2.8

2.6 A Company Member will cease to be a Company Member if he ceases to be a Club Member for whatever reason

2.7 *Rejoining*

Any resigned Club Member who previously had given notice to the Club Secretary on or before 31st December and had paid an entrance fee may seek re-election as a Company Member and shall pay the difference between the entrance fee applicable on leaving the Club and the current entrance fee. Rejoining Club Members shall have priority for re-election.

2.8 *Expulsion and Suspension*

2.8.1 To expel or suspend a Club Member from the Club it shall be necessary that notice be sent to the Club Secretary signed by three Club Members acquainting him with the circumstances that have given rise to such notice. The Club Secretary shall then communicate with such Club Member (so that he may have the opportunity of explaining or withdrawing from the Club) and a meeting of the Board shall decide the question after giving an opportunity to the parties to state their views. At least seven clear days' notice to attend such a meeting shall be given together with details of the complaints. A Club Member so summoned has the right to invite another Club Member to attend the meeting in a supportive role. A two-thirds majority of votes at the meeting of the Board shall be required to expel or suspend.

2.8.2 Any Club Member so expelled or suspended shall have the right to appeal within 21 days and an Extraordinary General Meeting shall be summoned within a further 21 days of the decision to appeal being notified to the Board when a two-thirds majority of those present and voting shall be required to confirm their action and if confirmation of the action is not obtained then the appeal shall be allowed and expulsion or suspension shall cease to apply.

2.8.3 Any Club Member so suspended or expelled shall not be entitled to any refund of entrance fee or subscriptions.

2.9 *Addresses*

Each Club Member shall communicate any change of address to the Club Secretary and all notices sent to the last address communicated to the Club Secretary shall be considered as duly delivered.

3. *MANAGEMENT OF THE COMPANY*

3.1 The management of the Company shall be in the hands of the Board which shall consist of Officials of the Company (excluding the Club Secretary) and nine other Company Members elected by the Company Members.

3.2 The Board shall have full powers for carrying out the affairs of the Company including the co-option and delegation of authority to ad hoc committees.

3.3 It shall be the responsibility of the Board meeting at regular intervals to oversee the management of the Company in all aspects and in particular to determine and review financial and development policies which shall be updated annually. It shall be the responsibility of any committee to implement those policies and the committee chairperson shall report to the Board on the discharge of those responsibilities.

- 3.4 The Club Secretary shall be appointed by the Board. During the term in which he holds the appointment he shall be entitled to be an Honorary Non Voting Club Member

4. ELECTION OF OFFICERS AND OFFICIALS

- 4.1 The election of Officers of the Company and Officials of the Company (excluding the Club Secretary) shall normally take place at the AGM. Only Company Members shall be eligible to be Officials of the Company and Directors
- 4.2 Any two Company Members shall be at liberty to nominate a Captain or other Official of the Company and as many Company Members as there are vacancies to serve on the Board having previously received the assent of the Company Members so nominated. The name of each Company Member so nominated shall be sent in writing to the Club Secretary not less than 28 days before the AGM
- 4.3 The Club Secretary shall affix the list of names in alphabetical order to the clubhouse notice board 21 days before the AGM. If the number of Company Members so nominated is sufficient only to fill the vacancies the voting shall be by show of hands. If the number of Company Members nominated for any office or for membership of the Board is more than sufficient to fill the vacancies the voting shall be by ballot in the following manner:
- 4.3.1 Every Company Member present will be given a ballot paper with a printed list of nominations.
- 4.3.2 Each Company Member voting must not vote for more candidates than there are vacancies otherwise the ballot paper will be invalid
- 4.4 In case there shall not be a sufficient number of candidates nominated the Board shall have the power to fill such vacancies
- 4.5 The President and Vice-President shall be appointed for a period of three years and the Captain and Vice-Captain shall be appointed for a period of one year and the Captain shall thereafter serve as Immediate Past Captain for a period of one year. The President shall be elected for a maximum period of three years during which time he shall have a subscription holiday. At the end of this time he will revert to ordinary Full Membership paying normal subscription rates

5. DIRECTORS

- 5.1 Directors other than Officials of the Company shall normally serve a three year term and at the expiry of that period shall not be eligible for reappointment for a period of 12 months. There is no age limit for Directors
- 5.2 The Company may by ordinary resolution appoint as a Director a person who is willing to act to fill a vacancy. Any Director so appointed shall serve for the unexpired term of the Director creating the vacancy

- 5.3 The Board shall have the power to fill any vacancy in their own number during the year for the unexpired term of the Director creating the vacancy subject to confirmation at the next Annual General Meeting
- 5.4 A Director will cease to be a Director:
- 5.4.1 If he resigns his directorship of the Company
 - 5.4.2 If he dies, becomes bankrupt, becomes mentally incapable of managing his own affairs or is convicted of an indictable offence for which he is sentenced to a term of imprisonment
 - 5.4.3 If he is removed by a simple majority of the Company Members following the procedure laid down in Section 168 of the Act or
 - 5.4.4 If he is disqualified under the Company Directors Disqualification Act 1986 or otherwise
- 5.5 The Board has control over all the affairs and property of the Company and may exercise all the powers of the Company except as otherwise provided by the Memorandum and these Articles. Every Director has one vote at a Board Meeting
- 5.6 The Captain may call a Board Meeting at any time and the Club Secretary must call a Board Meeting if requested to do so by any three Directors. The Board may convene and regulate its meetings as it thinks fit. Questions arising at any Board Meeting will be decided by a majority of votes
- 5.7 A Board Meeting is not valid unless a quorum is present throughout the meeting. The quorum is five Directors
- 5.8 The Captain or in his absence the President will preside at every Board Meeting. If neither is present within 15 minutes after the time set for the start of the meeting the Directors present must choose one of their number to be Chairman of the meeting. In the case of an equality of votes on any question the Chairman has a second or casting vote
- 5.9 The Board may delegate any of its powers to committees consisting of such Directors, Company Members and others as it thinks fit. In the exercise of the delegated powers any committee must conform to any stipulations of the Directors

6. GENERAL MEETINGS

- 6.1 All general meetings other than AGMs shall be called Extraordinary General Meetings
- 6.2 The Company must hold a general meeting in each year as its AGM in addition to any other meetings in that year. The AGM shall be held in the first half of each calendar year
- 6.3 The Board may call an Extraordinary General Meeting at any time and must call an Extraordinary General Meeting if it receives a requisition signed by 14 or more Company Members or if it receives a requisition signed by a Club Member appealing under Article 2.8 (Expulsion and Suspension)

- 6 4 An AGM and an Extraordinary General Meeting called for passing of a special resolution (as defined by s283 of the Act) must be called by at least 21 clear days' notice and all other Extraordinary General Meetings must be called by at least 14 clear days' notice
- 6.5 The notice must specify the place, date and time of the meeting and the general nature of all items of the business to be transacted and must in the case of an AGM specify the meeting as an AGM. The text of all special, extraordinary and elective resolutions to be proposed at the meeting must be set out in the notice
- 6.6 Notice must be given to all Company Members, but if anyone entitled to receive notice does not receive it this does not invalidate the proceedings at the meeting if the failure to notify was accidental
- 6 7 A general meeting is not valid unless a quorum of Company Members is present throughout the meeting. The quorum is 15 Company Members present in person
- 6 8 If a quorum is not present within 15 minutes after the time set for the meeting the meeting if convened on the requisition of Company Members shall be dissolved. In any other case it shall be automatically adjourned to the same day in the next week, at the same time and place and at such postponed meeting the business may be transacted whatever the number of Company Members present
- 6 9 The President will preside as Chairman of every general meeting of the Company. If he is not present within 15 minutes after the time set for the meeting or is unable or unwilling to act the Chairman shall be the Vice-President and if not him then the Captain and if not him the meeting must elect one of themselves to be Chairman of the meeting
- 6 10 The Chairman shall have a casting vote
- 6.11 At any general meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands). Subject to the Act a poll may be demanded.
- 6 11 1 By the Chairman or
- 6 11.2 By at least two Company Members present in person
- 6 12 Unless a poll is demanded a declaration by the Chairman that a resolution has been carried or lost on a show of hands whether unanimously or by a particular majority and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number OR proportion of the votes recorded in favour of or against the resolution
- 6 13 The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chairman. The withdrawal of a demand for a poll does not invalidate the result of a show of hands declared before the demand for the poll is made
- 6.14 Except as provided in Article 6 15 if a poll is demanded it may be taken in such manner as the Chairman directs but the Chairman has no authority in

exercising this power to extend the poll to Company Members who are not present at the meeting in question. The result of the poll is deemed to be the resolution of the meeting at which the poll was demanded

- 6.15 A poll demanded on the election of a Chairman or on a question of adjournment of a meeting must be taken immediately. A poll demanded on any other question may be taken at such time as the Chairman directs. If there is an interval before the time for closing the poll the meeting may deal with any business other than the business being determined by the poll
- 6.16 The business to be transacted at the AGM shall be the following
 - 6.16.1 To approve the Minutes of the previous year's AGM
 - 6.16.2 To approve Minutes of any Extraordinary General Meeting held during the year
 - 6.16.3 Any matters arising
 - 6.16.4 To receive the Annual Report and Accounts
 - 6.16.5 To elect Officials of the Company excluding the Club Secretary
 - 6.16.6 To elect other Directors of the Company
 - 6.16.7 To appoint an auditor
 - 6.16.8 To authorise the Directors to fix the auditor's remuneration
 - 6.16.9 To amend the Articles of Association
 - 6.16.10 Any other business set out in the Notice of Meeting
- 6.17 Any Company Member may bring forward any motions relating to the management or welfare of the Company of which he shall have given notice in writing to the Company Secretary at least 28 days before the date of the AGM as published in the diary. The Company Secretary shall send the Agenda, Accounts and a copy of each such proposed motion to every Company Member
- 6.18 Every Company Member whose name is entered in the Company's Register of Members has one vote at every general meeting. A resolution proposed at any general meeting pursuant to Article 2.8 (Expulsion and Suspension) or Articles 6.16.1 to 6.16.8 or Article 6.16.10 (AGM Business) will require a simple majority. A resolution pursuant to Article 6.16.9 (Amending the Articles) will be approved if at least 75% of those attending and voting are in favour of the resolution.
- 6.19 No Article shall be repealed or altered and no new Article adopted except by a 75% majority of those attending and voting at a general meeting of which not less than 21 days notice is given

7. PROXIES AND REPRESENTATIVES

No Company Member may appoint a proxy or representative to attend general meetings and/or vote in his place

8. NOTICES AND MEETINGS

- 8.1 The following Articles 8.2 to 8.5 apply to meetings and notices given to the Board, committees of the Board and the Company in general meeting and "Company Member" means a Director, committee member or a Company Member as the context requires
- 8.2 Any notice to be given under these Articles must be in writing or be given by Electronic Communication. The Company may give any notice to a Company Member by handing it to him personally or by sending it by first class post (airmail in the case of overseas Company Members who have given no address for service within the United Kingdom) in a prepaid envelope addressed to the Company Member at the address shown in the Company's Register of Members or by leaving it at that address or by giving it using Electronic Communication to any address given to the Company by the Company Member
- 8.3 A Company Member present in person at any meeting is taken to have received notice of the meeting and where necessary of the purposes for which it was called
- 8.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to a postal address. Proof that a notice contained in an Electronic Communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice is deemed to be given at the expiration of 48 hours after it was handed to the Company Member, posted or (as the case may be) sent by Electronic Communication

9. MINUTES AND ACCOUNTS

The Company Secretary shall keep full and correct minutes of all proceedings of the Company, the Board and of all committees which shall be produced at every Directors' meeting and shall also keep such accounts as may be required by the Board. He shall make up the Annual Accounts of the Company to 31st December which shall be verified by the auditor who shall be a chartered accountant not being a Club Member

10. INTERESTS OF DIRECTORS

- 10.1 Subject to the provisions of the Act and provided that he has disclosed to the Board the nature and extent of any material interest of his as a Director:
- 10.1.1 May be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is otherwise interested
- 10.1.2 May be a director or other officer of or employed by or a party to any transaction or arrangement with or otherwise interested in any organisation in which the Company is interested

10.1.3 Is not accountable to the Company for any benefit which he derives from any circumstance described in Articles 10.1.1 or 10.1.2 and no transaction or arrangement described in those Articles is voidable because of any Director's interest or benefit

10.2 For the purpose of this Article a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified and an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

11. COMPANY SECRETARY

The Company must have a Secretary who will be appointed by the Board on whatever terms the Board thinks fit. If there is no Secretary capable of acting anything required or authorised to be done by or to the Secretary may be done by the Club Secretary or by any Director authorised generally or specifically for that purpose by the Board

12. SEAL

The Company is not required to have a common seal. If the Company has a common seal it may only be used by the authority of the Board. Every document bearing an impression of the common seal must be signed by a Director and countersigned by the secretary or by a second Director

13. BYE-LAWS

13.1 The Board may from time to time make, alter and repeal Bye-Laws for any purposes required for the effective operation of the Company or the furtherance of the Objects or for the effective operation of the Club

13.2 The Directors must adopt whatever means they consider sufficient to bring all Bye-Laws, alterations and repeals to the notice of the Club Members

13.3 All Bye-Laws so long as they are in force are binding on all Club Members even if they have not received notice of such Bye-Laws

13.4 No Bye-Laws may be inconsistent with or affect or repeal anything contained in the Memorandum or Articles of Association of the Company or be in breach of any statutory provision

13.5 All Club Members shall accept as final the Board's interpretation of the Bye-Laws of the Company and decisions thereon

13.6 Lady Club Members are empowered to draft Bye-Laws pertaining to election of their own committees, Captain, Vice-Captain and Honorary Secretary in order to specifically organise their own matches, competitions and handicap system. Such Bye-Laws including any subsequent amendments shall be subject to approval by the Board and shall not supersede these Articles. Arrangements for all fixtures shall be co-ordinated with the Club Secretary

14. MISCELLANEOUS

14.1 Expenses

- 14 1.1 All Club Members are required to pay every expense they incur in premises used by the Company before leaving the premises
- 14 1 2 The Company accepts no liability for any damage or loss of any property of Club Members or of any person using the Company's facilities

14.2 Dress

Club Members will dress at all times in accordance with the standards which the Board shall determine from time to time and which shall be posted on the clubhouse notice board

14 3 Complaints

- 14.3.1 All complaints shall be made in writing to the Club Secretary who if he shall be unable to deal with them shall submit them to the Board whose decision shall be final
- 14.3.2 In no instance shall an employee be reprimanded directly by any Club Member Club Members complaining shall have the right of having the matter adjudicated upon by the Board

14.4 Competitions

Competitions shall be held at such times and under such conditions as the Board shall determine

14.5 Rules of Golf

The rules of the game of golf shall be those adopted by the Royal and Ancient Club of St Andrews so far as is applicable and the Company's local rules. The Board are empowered to decide all questions arising on these rules and their decision shall be final

14 6 Guests

- 14.6.1 Any Club Member (except a Junior) is entitled to introduce guests to the privileges of the clubhouse but only full, five day and intermediate Club Members are entitled to bring guests to play golf
- 14 6 2 All guests must be registered by entering their names and address or clubs in the appropriate register
- 14.6.3 Club Members must accompany their guests and shall discharge any liability incurred by them
- 14 6 4 The name of every guest who plays golf must be entered in the green fee book in the Pro-Shop The entry must be signed and dated by the Club Member and green fee paid recorded.
- 14 6 5 The Club Member must play with his guests

14.7 *Visitors*

14.7.1 The Board shall have authority to

14.7.1.1 grant recognised Golfing Societies, Golf Clubs or other groups the use of the course and clubhouse on such terms (including financial terms for use of the course) as the Board may decide and

14.7.1.2 permit casual green fee paying visitors with a certified handicap to play the course and use the clubhouse facilities on a weekday subject to availability and upon payment of a green fee approved from time to time by the Board. During the period 30 April to 30 September green fee paying visitors with a certified handicap may also play on the course at weekends from 1pm subject to availability and at the discretion of the Club Secretary

14.7.2 The Club Professional shall ensure suitability of dress standards and availability of times and fees

14.8 *Sale of Excisable Articles*

14.8.1 The supply and purchase of liquor shall be the responsibility of the Board

14.8.2 The hours for sale and supply of intoxicating liquor shall be fixed by the Board in accordance with the provisions of the Licensing Act 2003 and as approved by the relevant licensing authority. The sale or supply of intoxicants to anyone under 18 years of age is not permitted

14.8.3 Subject to any restrictions that may from time to time be imposed by the Board the following persons in addition to Club Members shall be entitled to admission to the Company's premises to purchase intoxicating liquor on the premises, viz:

14.8.3.1 Golfers on payment of the appropriate green fee and Members' guests

14.8.3.2 Those taking table meals at the Company's premises

14.8.3.3 Those attending any function organised at the Company's premises

15. INDEMNITY

15.1 Subject to the Act but without affecting any indemnity to which he may otherwise be entitled every Director and every Officer of the Company will be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal alleging liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court

15.2 Subject to the Act the Company may purchase and maintain for any Director or for any Officer of the Company insurance cover against any liability which may attach to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company and against all costs, charges, losses, expenses and liabilities incurred by him and for which he is entitled to be indemnified by the Company under Article 15.1

16. FORM OF MEMBERSHIP APPLICATION

The form of the application for membership referred to in Article 2.2.2 is as follows

"To the Board of East Berkshire Golf Club Limited

I, [Name]

of [Address]

wish to become a Company Member of East Berkshire Golf Club Limited, subject to the provisions of the Memorandum and Articles of Association of the Company I agree to pay to the Company an amount of up to £1 if the Company is wound up while I am a Company Member or within a period of 12 months after I have left the Company I agree to be bound by the Memorandum and Articles of Association and Bye-Laws of the Company

Signature

Date

PROPOSERS

Signature





Name

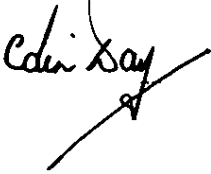
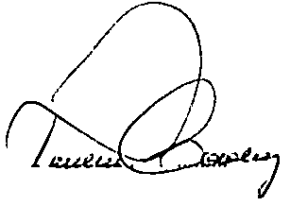

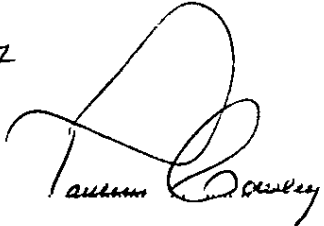

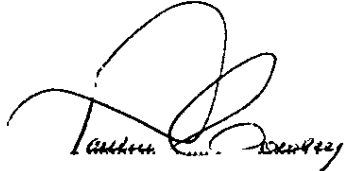


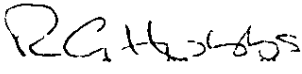
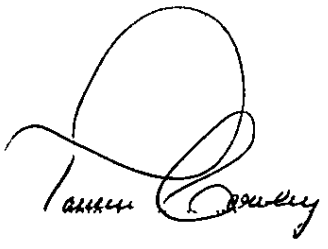
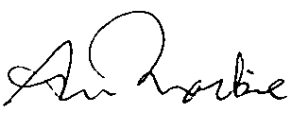

Signature

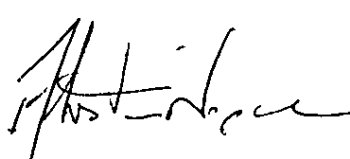
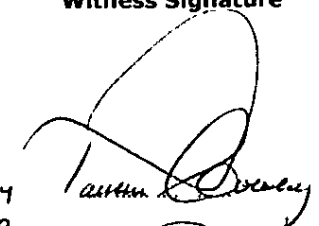

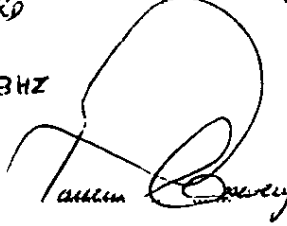


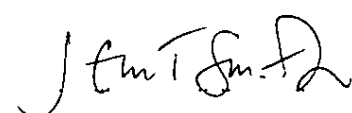
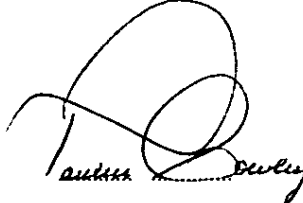


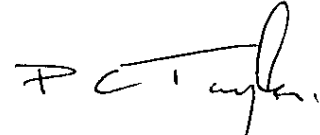

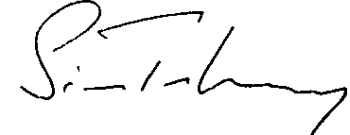

Name

"

Names, addresses and signatures of Subscribers:

Subscriber's Name & Address	Subscriber's Signature	Witness Name & Address	Witness Signature
CLIFFORD RYDER CARROWAY 36 Benbridge Court, Ravenswood Avenue, Crowthorne, Berkshire, RG45 3NQ		PAULINE CONLEY 39 FARNHAM RD FLEET HANTS GU51 3HZ	
MALCOLM WALTER DANN 61 Kiln Ride, Wokingham, Berkshire, RG40 3PB		AS ABOVE	

Subscriber's Name & Address	Subscriber's Signature	Witness Name & Address	Witness Signature
COLIN DAY Fleur Cottage, Church End, Great Dunmow, Essex, CM6 3QR		PAULINE COWLEY 39 FARNHAM RD FLEET HANTS GU51 3HZ	
PAUL RICHARD DONNELLY Little Putt Cottage, Eversley Center, Eversley, Hampshire, RG27 0LY		AS ABOVE	
PATRICIA FITTUS 9 Heathermount Drive, Edgcumbe Park, Crowthorne, Berkshire, RG45 6HJ		AS ABOVE	
JOHN DONALD KERR HEWITT 16 Coppice Gardens, Crowthorne, Berkshire, RG45 6EE		AS ABOVE	
RENA GILLIAN HOBBS 15 Greenside, Crowthorne, Berkshire, RG45 6EX		AS ABOVE	
ARCHIBALD MACINTYRE MACKIE Robins, 30A Lowther Road, Wokingham, Berkshire RG41 1JD		AS ABOVE	

Subscriber's Name & Address	Subscriber's Signature	Witness Name & Address	Witness Signature
ALISTAIR GEORGE ST CLAIR NAPIER Oakley House, Gipse Lane, Wokingham, Berkshire, RG40 2HP		PAULINE COWLEY 39 FARNHAM RD FLEET HANTS GU51 3HZ	
NEIL ROBERTSON NINIAN 3 Jasmine Close, Wokingham, Berkshire, RG41 3NQ		AS ABOVE	
JOHN CHRISTIAN HAYWARD SCHOFIELD 1 Kipling Hall, Dukes Ride, Crowthorne, Berkshire, RG45 6NU		AS ABOVE	
JOHN ERIC THOMSON SMITH 74 Ellis Road, Crowthorne, Berkshire, RG45 6PT		AS ABOVE	
CHARLES SWEENEY 432 Finchampstead Road, Wokingham, Berkshire, RG40 3RB		AS ABOVE	
PETER CYRIL TAYLOR Hollymead, Lower Wokingham Road, Crowthorne, Berkshire, RG45 6BX		AS ABOVE	
SIMON PATRICK KEDGE TREDRAY 19 Knowles Avenue, Crothorne, Berkshire, RG45 6DU		AS ABOVE	

DATED the 22nd day of November

2007