

**THE COMPANIES ACT 2006
SPECIAL RESOLUTION
The South Shields Golf Club Limited
Registered Number 258734
CHANGE OF ARTICLES OF ASSOCIATION**

At an extra-ordinary meeting of the members of the above named company, duly convened and held at the South Shields Golf Club Clubhouse on 5th February 2015 at 7 00pm

Copy resolution of the type and terms specified below as passed by the members of the Company named above at the extraordinary general meeting duly convened and held at the Clubhouse on 5th February 2015

That the Articles of Association of the company be modified as follows

Resolution (1)

That existing Article 1 of the Articles of Association be amended to exclude social members from the definitions of "Full Member" and "Special Member" and by adding the following -

"A 'Country Member' shall mean any member living more than 50 miles from the Club"

"An 'Intermediate Member' shall mean any member aged 22 to 25 years old inclusive"

"A Social Member" shall mean any member with no playing privileges"

Resolution (3)

That existing Article 4 (proposed Article 5) be amended by adding the following -

"In particular to provide facilities for and promote participation of the whole community in the game of golf"

Resolution (4)

That existing Article 7 (proposed Article 8) be amended as follows.-

(I) By substituting "thirteen" for "fourteen"

(II) By deleting "immediate Past Captain"

(III) By adding the Honorary Treasurer as an ex-officio member of all Sub-Committees

Resolution (5)

That existing Article 12(d) (proposed Article 13(d)) be amended by substituting "three months" for "six months"

Resolution (6)

That existing Article 17(d) (proposed Article 18(d)) be amended by deleting the words "as to the payment or otherwise"

Resolution (7)

That existing Article 19 (proposed Article 20) be amended by adding at the end thereof the words "or any re-enactment thereof"

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Resolution (8)

That existing Article 30 (proposed Article 31) be amended as follows -

- (1) By deleting the words "provide two suitable character references and"
- (2) By amending the form of application by -
 - (i) Deleting the words "i.e. Gentleman, Lady, Junior or Special"
 - (ii) Adding "(Including Post Code)" and "E-mail Address" and "Telephone Number" after "Address"

Resolution (9)

That existing Article 32 (proposed Article 33) be deleted and the following substituted -

"Every application for Membership, except as herein mentioned shall be submitted to the Committee at the meeting following the date of application. The Committee shall proceed to the election or rejection of the applicant and their decision shall be final"

Resolution (10)

That existing Article 36 (proposed Article 37) be amended as follows -

- (i) By deleting sub-paragraph (a) and substituting the following -

"(i) Save as is provided in (ii) below the annual subscription is due on the 1st January of each year, on which day the financial year shall commence. Payment shall be made in compliance with one of two methods: a) By payment in full by 28th February, or b) Payment by instalments as determined by the Committee. Where the instalment method is chosen a standing order or equivalent arrangement must be in place by 1st January. A member opting for payment by instalments acknowledges in so doing his obligation to pay the full annual subscription without exception. Should such a member either resign his membership or fail to pay an instalment then the whole of the membership fee shall become immediately payable. Any member whose subscription is in arrears shall not be entitled to exercise the privileges of Membership"
- (ii) By re-designating sub-paragraph (b) as sub-paragraph (ii)"

Resolution (11)

That existing Article 38 (proposed Article 39) be amended by adding at the start thereof "Subject to any rights granted to an Honorary Member only"

Resolution (12)

That existing Article 44 (proposed Article 45) be amended by adding "Social" after each reference to "Temporary"

Resolution (13)

That existing Article 49 (proposed Article 50) be amended by inserting the words "(including playing the course)" after the words "whether using the Club"

Resolution (14)

That existing Article 51 (proposed Article 52) be amended as follows -

- (1) By inserting the words "Pending the meeting herein before referred to an Officer of the Club shall have power in their discretion to suspend a Member by written notice" before the penultimate sentence
- (2) By deleting the words "the Bye-laws" in the penultimate sentence and substituting "this Article"

Resolution (15)

That the Articles be re-numbered as necessary and references to numbered Articles be amended to reflect such of the above resolutions as may have been passed

Copy resolution of the type and terms specified below as not passed by the members of the Company named above at the extraordinary general meeting duly convened and held at the Clubhouse on 5th February 2015.

Resolution (2)

That existing Article 37 (proposed Article 38) be deleted and the following substituted -

"Any member who has before the 31 December 2015 attained the age of 65 years, been a Full Member for a minimum of 25 years, paid the annual subscription and a further sum equal to three times the annual subscription shall become a Life Member of the Club" and

That the following Article be inserted after the existing Article 1 -

"2 (a) The Club shall have the following categories of membership and with the exception of Life Member, the Committee has the power to set the annual subscription fee in relation to each category

- Gentlemen Member
- Lady Member
- Junior member
- Intermediate member
- Honorary Member
- Life Member
- Social Member
- Special Member
- Country Member

(b) Life Member is a category comprising previous Gentlemen Members and Lady Members who fulfilled defined conditions and were then accepted as Life Members with exemption from payment of further membership fees and subscriptions This category will be closed for new entrants with effect from 31 December 2015"

Signed:



Company Director

Date: 6th February 2015