

**PRIVATE COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

WRITTEN RESOLUTIONS

- of -

HARROW CLUB (the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

(passed on 30 May 2023)

SPECIAL RESOLUTIONS

THAT, subject to receipt of any consent required from the Charity Commission under the Charities Act 2011 and any such changes as the Charity Commission may require, the regulations contained in the new articles of association of the Company which had been circulated to all members be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association (save for the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association and remain in full force and effect).

By order of the Board

.....

Director/Secretary

30 May 2023

.....

Date

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above special resolutions.

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT
2006**

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 30 May 2023 (the “**Circulation Date**”).
3. The procedure for signifying agreement by eligible members to a written resolutions is as follows:
 - (A) A member signifies his agreement to the proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document:
 - (i) identifying the resolutions to which it relates; and
 - (ii) indicating his agreement to the resolutions.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member’s agreement to written resolutions, once signified, may not be revoked.
 - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them - in the case of a special resolution, by a 75% majority of those eligible to vote. If a private company wishes to pass a written resolution as a special resolution, the text of the resolution must state that it was proposed as a special resolution and, in the case that it so states, it can only be passed as a special resolution.
 - (E) A member’s signature to the written resolutions is to be released once the Board has approved the form and resolved to submit the written resolutions to the members.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).