

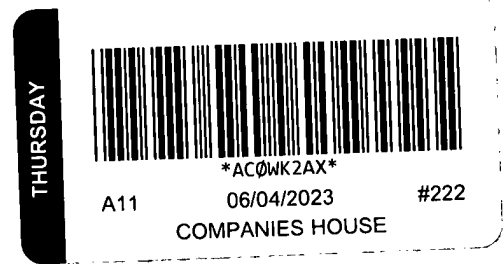
THE COMPANIES ACT 2006

SPECIAL RESOLUTION

To alter clauses in the Articles of Association.

Company Name: Chester le Street Amateur Rowing Club

Company Number: 07886344



At a general meeting of the above company, duly convened and held at Cornerstones Centre, Methodist Church, Chester le Street, DH3 3TF.

On the following date: 29th March 2023.

The following nine resolutions were passed as Special Resolutions

RESOLUTIONS

1. It is proposed that Section 8 (1) of the Company's Articles of Association be amended to;
 - (1) *The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members and club constitution.*
2. It is proposed that Section 9 (3) of the Company's Articles of Association be amended to;
 - (3) *any sum due from the member to the charity is not paid in full within one month of it falling due;*
3. It is proposed that Section 9 (4) of the Company's Articles of Association be amended to;
 - (4) *the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated. Termination of membership will be judged to be so serious in nature that the club will keep a register of any names for individuals whose membership is terminated in this way. The directors will be within their rights to use this as a reasonable reason not to accept future membership applications under article 7 and have a responsibility to do so. A resolution to remove a member from membership may only be passed if:*
 - (a) *the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;*
 - (b) *the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.*
4. It is proposed that Section 24 (1) of the Company's Articles of Association be amended to;
 - (1) *A director must be a natural person aged 18 years or older*

5. It is proposed that Section 25 of the Company's Articles of Association be amended to;

The number of directors shall be not less than three and no more than five.

6. It is proposed that Section 31 of the Company's Articles of Association be amended to;

The charity may by ordinary resolution (by a simple majority under article 20):

- (1) *appoint a person who is willing to act to be a director; and*
- (2) *determine the rotation in which any additional directors are to retire*

7. It is proposed that Section 35 of the Company's Articles of Association be amended to;

- (1) *The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors. The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.*
- (2) *It may be that the election of directors at general meeting would result in the total number of directors exceeding five. If this is the case, a ballot will be taken to decide which person/s should be put forward for appointment under article 31. Each member eligible to vote will be entitled to one vote for each director position to be filled. Those elected by this ballot will then be subject to a vote of appointment by resolution under article 31.*
- (3) *When electing new directors at an annual general meeting, any director already in position and not due for retirement will not be subject to a ballot and resolution of position as detailed in article 35 (2).*

8. It is proposed that Section 52 of the Company's Articles of Association be amended to;

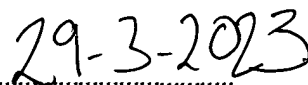
Any notice to be given to or by any person pursuant to the articles:

- (1) *must be in writing; or*
- (2) *be given in electronic form.*

9. That the Articles of Association attached to this document be approved and adopted as the Articles of Association of the Company in substitution of all existing Articles of Association.



Managing Director



Date