

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

- of -

BLYTH GOLF CLUB LTD (the "Company")

Company Number: 00096979

COMPANY LIMITED BY SHARES

CHANGE OF ARTICLES OF ASSOCIATION

At an extraordinary general meeting of the Company, duly convened and held at New Clubhouse, New Delaval, Blyth, Northumberland, NE24 4DB on 25TH April 2022 the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

THAT the existing articles of association of the company be modified as follows:

Articles 6 and 10 to be changed accordingly to reflect the Special Resolution agreed by Shareholders, as recorded in the Minutes of the above general meeting.

The wording of article 6 to be amended to read as follows:

MEMBERSHIP

6. Admission of members

- 6.1 The subscribers to the Memorandum of Association of the Club and such other persons as are admitted to membership by the Board in accordance with these Articles, shall be members of the Club.
- 6.2 No person shall become a member of the Club unless:
 - 6.2.1 that person has completed an application for membership in a form approved by the Board; and
 - 6.2.2 the Board has approved the application.
- 6.3 For the avoidance of doubt membership is open to all without discrimination and may only be refused where admission to membership would be contrary to the best interests of the sport or the good conduct and interests of the Club and no person shall be denied membership of the Club on the grounds of race, ethnic origin, creed, colour, age, disability, sex, occupation, sexual orientation, religion, or political or other beliefs. A person may appeal against such decision by notifying the Directors who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such a meeting.
- 6.4 Every Full Member listed under Article 6.12 shall be invited to be a Shareholder. The Directors shall arrange for one share to be issued or transferred to any Full Member who consents in writing to be a Shareholder.
- 6.5 Shareholders shall have all the statutory rights afforded to them under the Companies Acts, including the rights to attend and vote at general meetings of the Club. For the avoidance of doubt, members other than Shareholders do not have rights to attend and vote at general

meetings or any other statutory rights under the Companies Acts but otherwise have all the privileges of the Club applicable to their category of membership.

- 6.6 On admission to the Club the Business Manager shall notify the member in Writing confirming whether he or she is a Shareholder and requesting that he or she pay the entrance fee (if any) and subscription due.
- 6.7 A person shall not be entitled to any privileges of the Club (including, in respect of Shareholders, voting rights) until two days have passed since his or her application for membership was submitted, whether or not he or she is admitted as a member before those two days have lapsed.
- 6.8 The Club in general meeting may from time to time fix the level of entrance fees and annual subscriptions of Full Membership, save and except that the Directors may, at their absolute discretion, increase the subscription payable annually by all classes of membership, by the greater of the increase of 1.5% or the Consumer Price Index to a maximum of 4% of the current subscription. The Consumer Price Index rate shall be determined based on the average annual change in the index for the period April to March, immediately preceding the date on which the subscription is due.
- 6.9 The Directors shall decide the level of entrance fees, annual subscriptions and benefits for all other classes of Associate Membership and may, at their discretion, alter these at any time.
- 6.10 The Directors may provide either generally or as respects any particular member or members for the payment of annual subscriptions by instalments on such terms as the Directors consider appropriate. No member shall be entitled to any privileges of the Club or to play in the Club competitions unless their subscription is paid up in part or in full, as applicable.
- 6.11 Dates for payment of subscriptions shall be determined by the Directors and set out in Bye Laws made under Article 25.
- 6.12 Full Membership shall be open to any person admitted in accordance with the Articles and shall comprise the following membership subscription categories:
 - 6.12.1 Full. This category shall be open to any person over the age of 28 who pays the full membership subscription fee.
 - 6.12.2 Senior. This category shall be open to any person who has reached UK State Pension Age on June 1st in the year the subscription is due and has been a member for a continuous period of ten years or other period set by the Directors.
 - 6.12.3 Intermediate. This category shall be open to any person between the age of 18 and 27 on June 1st in the year the subscription is due.
 - 6.12.4 Lifetime. This category shall be open to any person who pays the appropriate one-off payment to become a member of the Club for the rest of his or her life.
 - 6.12.5 Honorary Life. The Directors may from time to time propose a member to be elected to receive Life Membership at a general meeting. A person so nominated must have given proven outstanding service to the Club and Life Membership should not be given lightly. Life Membership means that for the remainder of his/her life he/she continues to be a member of the Club and Life Membership can only be removed at a general meeting by special resolution

- 6.13 Associate Membership shall be open to persons admitted in accordance with the Articles and shall comprise the membership subscription categories set out in Bye Laws under Article 25.
- 6.14 Temporary Membership may be offered to guests in accordance with Article 8. Temporary Members may be permitted to play golf for a day or a half-day.
- 6.15 Subject to Article 6.16 the Directors may establish such other categories of membership without Shareholder rights as they think fit.
- 6.16 The Directors may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.
- 6.17 The names of the Shareholders must be entered into the statutory members' register for the purpose of the Companies Acts.

The wording of article 10 to be amended to read as follows:

SHARES

10. Share Capital

- 10.1 The share capital of the Club shall be divided into ordinary shares of £1 each (the "Ordinary Shares") only.
- 10.2 Except as required by law or by Article 12, no person shall be recognised by the Club as holding any share upon any trust and (except as otherwise provided by the Articles or by law) the Club shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the member.
- 10.3 All shares shall be fully paid-up upon issue in respect of their nominal value. Each Full Member who consents to be a Shareholder shall be issued or transferred one Ordinary Share only. No member other than the Nominee Holder may hold more than one share. All shares shall be issued at par.
- 10.4 If a Full Member who has consented to be a Shareholder transfers to Associate Member, he/she may retain their Shareholding on condition that he/she has been a Full Shareholding Member for a continuous period of ten years prior to the effective date of change.

Geoffrey Edward Foster
Director