

NOTICE OF RESOLUTION

Stouts Hill Club Limited

Company number 01687657

Companies Act 2006

Company Limited by Guarantee

SPECIAL RESOLUTION

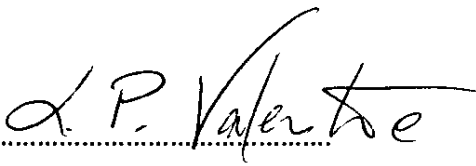
PASSED on the fifteenth day of July 2018



At a General Meeting of the above named company duly convened and held at 2.30 o'clock on the 15th day of July 2018 the following resolutions were passed as Special Resolutions:-

1. That pursuant to Article 92 of the Articles of Association of the Company and all other powers conferred on the Council the licences of each and every Unit shall be varied so that each such licence shall be terminated on written notice of not less than 30 days written notice from the Council to each member to be served on the last address provided by the member to the Council it being agreed that this is in the best interests of the Company.
2. It is further resolved that in consideration of the holders of each of the said Units receiving a payment in respect of their share pursuant to Article 93 of the Articles of Association of the Company the Council acting by one or more of its members are hereby authorised:-
 - 1) To sign or execute any document or deeds as may be required whether on behalf of the Members the Company or otherwise in respect of any sale of the Property known as Stouts Hill ("the Property");
 - 2) To effect the surrender of any licence hereby authorised as attorney on behalf of the owners and each member hereby appoints such member or members of the Council to act as its attorney and to sign such further documents on its behalf as may be required from time to time;
 - 3) To collect the proceeds of any sale of the Property;
 - 4) To discharge all debts and liabilities of the Company from the proceeds of sale of the said Property;

- 5) To dissolve the Company pursuant to Article 93 of the Articles of Association of the Company and when deemed appropriate to appoint a liquidator, administrator, administrative receiver or receiver; and
- 6) To distribute the net assets of the Company in accordance with Article 93 of the Articles of Association of the Company whereby each member shall receive a sum equivalent to the number of weeks held by the member in the Company divided by the total number of weeks allocated by the Company multiplied by such net amount and subject to the proviso to Article 93.1 of the Articles of Association of the Company.

Signed 

Position DIRECTOR

**STOUTS HILL CLUB
AGM 15 July 2018**

Motions relating to the winding up of the timeshare operation and the sale of the property

Special Resolution 1

Please tick one box as appropriate
For **Against**

That pursuant to Article 92 of the Articles of Association of the Company and all other powers conferred on the Council the licences of each and every Unit shall be varied so that each such licence shall be terminated on written notice of not less than 30 days written notice from the Council to each member to be served on the last address provided by the member to the Council it being agreed that this is in the best interests of the Company.

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Special Resolution 2

It is further resolved that in consideration of the holders of each of the said Units receiving a payment in respect of their share pursuant to Article 93 of the Articles of Association of the Company the Council acting by one or more of its members are hereby authorised:-

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- (1) to sign or execute any document or deeds as may be required whether on behalf of the Members, the Company or otherwise in respect of any sale of the Property known as Stouts Hill ("the Property");
- (2) to effect the surrender of any licence hereby authorised as attorney on behalf of the owners and each member hereby appoints such member or members of the Council to act as its attorney and to sign such further documents on its behalf as may be required from time to time;
- (3) to collect the proceeds of any sale of the Property;
- (4) to discharge all debts and liabilities of the Company from the proceeds of sale of the said Property;
- (5) to dissolve the Company pursuant to Article 93 of the Articles of Association of the Company and when deemed appropriate to appoint a liquidator, administrator, administrative receiver or receiver; and
- (6) to distribute the net assets of the Company in accordance with Article 93 of the Articles of Association of the Company