



dated 22 JANUARY 2019

Mere Golf & Country Club Limited

Articles of Association

adopted by a special resolution passed on 22 JANUARY 2019

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I hereby certify this to be a true copy of the original
which has been seen by me **RATVEENA SANGHA**

dated this 28 day of January 2019

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Company number: 01742343

Private company limited by shares

Articles of Association

of

Mere Golf & Country Club Limited (the Company)

as adopted by a special resolution passed on 22 JANUARY 2019

Model Articles

- 1 The model articles of association for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008, as amended prior to the date of adoption of these Articles (the **Model Articles**), shall apply to the Company save in so far as they are excluded or varied hereby and such Model Articles (save as so excluded or varied) together with the following articles shall be the articles of association of the Company. References to **these articles** shall be to the following articles as amended from time to time together with such Model Articles as apply to the Company.

Definitions and Interpretation

- 2 In these articles: and, where used in the Model Articles, unless the context otherwise requires:

A Director means the director designated as the A Director by the Controlling Shareholder from time to time in accordance with article 20; and

Controlling Shareholder means a registered holder for the time being of not less than 75% in nominal value of the equity share capital of the Company from time to time.

Objects clause

- 3 The Company's objects are unrestricted.

Delegation of directors' powers and committees of directors

- 4 The directors may delegate any of their powers to any committee of directors and the quorum for a meeting shall be in accordance with article 9. The directors may also entrust to and confer upon any director any of the powers exercisable by them. Any such delegation may be made by such means, to such an extent, in relation to such matters or territories and on such terms and conditions as they may think fit, and either collaterally with or to the exclusion of their own powers, and the directors may

from time to time revoke, withdraw, alter or vary all or any of such powers. Subject to any such conditions, the proceedings of such a committee shall be governed by these articles regulating the proceedings of directors so far as they are capable of applying. Articles 5 and 6(2) of the Model Articles shall not apply to the Company.

Decision making by directors

- 5 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the board. All business arising at any meeting of the board or of any committee of the board shall only be capable of resolution if a majority of the directors vote in favour of the resolution and, the A Director votes in favour of the resolution. In the case of an equality of votes, the A Director shall have a second or casting vote. Articles 7(1) and 13 of the Model Articles shall not apply to the Company.

Unanimous decisions

- 6 A decision of the directors which takes the form of a resolution in writing may consist of several copies each signed by one or more eligible directors. Article 8 of the Model Articles shall be modified accordingly.

Calling a directors' meeting

- 7 A director may waive the requirement that notice of a meeting of the directors or of a committee of the directors be given to him at any time before or after the date on which the meeting is held by notifying the Company to that effect. Where a director gives such notice to the Company after the meeting has been held, that does not affect the validity of the meeting or of any business conducted at it. Article 9(4) of the Model Articles shall be modified accordingly.
- 8 If all the directors participating in a meeting are not in the same place, the meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the A Director is. Article 10(3) of the Model Articles shall not apply to the Company.

Quorum for directors' meetings

- 9 The quorum for the transaction of business of the directors shall be two comprising at least the A Director or his alternate unless there is a sole director, in which event, the sole director shall constitute a quorum. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. For the purposes of any meeting or part of a meeting held pursuant to these articles to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s) the quorum for such meeting shall only be one eligible director. Article 11(2) of the Model Articles shall be modified accordingly.
- 10 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

- 10.1 to appoint such number of further directors as are required to make up the quorum required; or
- 10.2 to call a general meeting so as to enable the shareholders to appoint further directors. Article 11(3) of the Model Articles shall not apply to the Company.

Conflicts of interest

- 11 Provided that a director has disclosed his interest in an actual or proposed transaction or arrangement with the Company in accordance with the Companies Act 2006 (the **2006 Act**) or the provisions of these articles, he may nevertheless be counted as participating in the decision-making process for quorum and voting purposes in respect of any such matter in which the director is in any way interested, and shall not, save as otherwise agreed, be accountable to the Company for any benefit which he derives under or in consequence of any such transaction or arrangement. Article 14 of the Model Articles shall be modified accordingly.

Authorisation of directors' conflicts of interest

- 12 For the purposes of section 175 of the 2006 Act, as amended, consolidated or re-enacted from time to time, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach by a director of the duty to avoid conflicts of interest set out in that section of the 2006 Act. Any reference in these articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties.
- 13 Authorisation of a matter under article 12 shall be effective only if:
 - 13.1 the matter in question shall have been proposed in writing for consideration by the directors, or in such other manner as the directors may determine;
 - 13.2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director (together the **Interested Directors**); and
 - 13.3 the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted.
- 14 Unless otherwise determined by the directors (excluding the Interested Directors), any authorisation of a matter under article 12 shall extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised.
- 15 Any authorisation of a matter under article 12 shall be on such terms and/or conditions as the directors (excluding the Interested Directors) may determine, whether at the time such authorisation is given or subsequently and may be varied or terminated by the directors (excluding the Interested Directors) at any time. Such terms or conditions may include (without limitation) terms and conditions as to the duration, renewal and/or revocation of the authorisation, and/or the exclusion of the Interested Directors from all information and discussion of the matter in question. A director shall comply with any obligations imposed on him by the directors (excluding the Interested Directors) pursuant to any such authorisation.

- 16 If a director receives or has received any information otherwise than by virtue of his position as a director of the Company and in respect of which he owes a duty of confidentiality to another person, the director is under no obligation to:
- 16.1 disclose any such information to the Company, the directors or any other director or employee of the Company; or
- 16.2 use or apply any such information in connection with the performance of his duties as a director;

provided that to the extent that such duty of confidentiality arises out of a situation or relationship which would or might otherwise constitute or give rise to a breach by the director of the duty to avoid conflicts of interest set out in section 175 of the 2006 Act, this article shall apply only if such situation or relationship has been authorised by the directors under article 12.

- 17 A director shall not, save as otherwise agreed by him, be accountable to the Company for any benefit which he (or a person connected with him) derives from any matter authorised by the directors under article 12 and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit.

Appointment and removal of directors

- 18 Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum and the minimum number is one.
- 19 Notwithstanding any other provision of these articles, the Controlling Shareholder may at any time and from time to time:
- 19.1 appoint any person, who is willing to hold such office and permitted by law to do so, to be a director (provided that any such appointment does not cause the number of directors to exceed a number fixed by or in accordance with these articles as the maximum number of directors); or
- 19.2 remove any director from office.

Every such appointment or removal shall be effected by notice in writing to the Company and shall take effect immediately (or on such later date, if any, specified in the notice). Any such notice of appointment or removal may consist of several documents in similar form, each signed by or on behalf of one or more holders.

- 20 The Controlling Shareholder may designate a director as the "A Director" by providing notice to the Company of such designation. The Controlling Shareholder may at any time remove the designation of the current A Director and/or replace him by designating another director to be the A Director by notice in writing to the Company and shall take effect immediately (or on such later date, if any, specified in the notice).
- 21 Model Article 18 shall be amended by the inclusion of the words "notification of the director's removal is received by the Company from the Controlling Shareholder pursuant to article 20" as a new paragraph (g) at the end of that Model Article.

- 22 In any case where, as a result of bankruptcy, the company has no shareholders and no directors, the trustee in bankruptcy or other transmittee(s) of the last shareholder to have a bankruptcy order made against him has the right, by notice in writing, to appoint a natural person (including himself) who is willing to act and is permitted to do so to be a director.

Termination of a director's appointment

- 23 *Notwithstanding any other provision of these articles, a person ceases to be a director as soon as he has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.*

Appointment and removal of alternate directors

- 24 Any director (the **appointor**) may appoint as an alternate any other director, or any other natural person:

24.1 to exercise that director's powers;

24.2 to carry out that director's responsibilities; and

24.3 generally to perform all the functions of his appointor as a director;

in the absence of the alternate's appointor. Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors. The notice must identify the proposed alternate and, in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

Rights and responsibilities of alternate directors

- 25 An alternate director has the same rights, in relation to any directors' meeting or directors' written resolution, as the alternate's appointor. Alternate directors are deemed for all purposes to be directors, are liable for their own acts and omissions, are subject to the same restrictions as their appointors, and are not deemed to be agents of or for their appointors. A person who is an alternate director but not a director may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and may sign a written resolution (but only if it is not signed or to be signed by that person's appointor). No alternate may be counted as more than one director for such purposes.

- 26 An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Company.

Termination of alternate directorship

- 27 An alternate director's appointment as an alternate terminates:

- 27.1 when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
- 27.2 on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
- 27.3 on the death of the alternate's appointor; or
- 27.4 when the alternate's appointor's appointment as a director terminates, except that an alternate's appointment as an alternate does not terminate when the appointor retires by rotation at a general meeting and is then re-appointed as a director at the same general meeting.

Company secretary

- 28 The directors may appoint a company secretary for such term, at such remuneration and upon such conditions as they think fit. Any company secretary may be removed or replaced by the directors.

Nil- or partly-paid shares permitted

- 29 Article 21 of the Model Articles shall not apply to the Company. If the Company at any time has nil or partly-paid shares in issue, articles 52 to 62 (inclusive) of the model articles of association for public companies contained in Schedule 3 to the Companies (Model Articles) Regulations 2008, as amended prior to the date of adoption of these articles, shall apply to the Company and form part of these articles as if the text of such provisions was set out in full in these articles.

Purchase of own shares

- 30 Subject to the provisions of the 2006 Act but without prejudice to any other provision of these articles, the Company may purchase its own shares in accordance with Chapter 4 of Part 18 of the 2006 Act, including (without limitation) with cash up to any amount in a financial year not exceeding the lower of:
- 30.1 £15,000; or
- 30.2 the value of 5% of its share capital.

Treasury shares

- 31 Subject to the provisions of the 2006 Act, the Company may hold shares as treasury shares. References in these articles to a holder of shares shall include the Company in respect of shares held as treasury shares except where to do so would otherwise conflict with the provisions of the 2006 Act.

Issue of new shares

- 32 The directors shall not exercise any power of the Company to allot shares or other securities in, or to grant rights to subscribe for, or convert into, shares or other

securities of, the Company without the prior written consent of the Controlling Shareholder (if any). Without limitation, the powers of the directors under section 550 of the 2006 Act are limited accordingly.

Payment of commissions on subscription for shares

- 33 Article 44 of the model articles of association for public companies contained in Schedule 3 to the Companies (Model Articles) Regulations 2008, as amended prior to the date of adoption of these articles, shall apply to the Company and form part of these articles as if the text of such provisions was set out in full in these articles.

Share certificates

- 34 Every share certificate must specify the amount paid up on the shares to which it relates. Article 24(2)(c) of the Model Articles shall not apply to the Company.

Share transfers

- 35 The instrument of transfer of any share taken on formation of the Company by a subscriber to the company's memorandum of association need not be executed by or on behalf of the transferee even where the share is not fully paid.

Calculation of dividends

- 36 Except as otherwise provided by these articles or the rights attached to shares, all dividends must be:

- 36.1 declared and paid according to the amounts paid up on the shares on which the dividend is paid; and

- 36.2 apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.

If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly. For the purposes of calculating dividends, no account is to be taken of any amount which has been paid up on a share in advance of the due date for payment of that amount. Article 30 of the Model Articles shall be modified accordingly.

Appropriation of capitalised sums

- 37 For the purposes of Article 36 of the Model Articles:
- 37.1 the Company shall be deemed to be a "person entitled" in relation to any shares held as treasury shares which, if not so held, would have ranked for any such distribution by way of dividend, but only insofar as the appropriated sum is to be applied in paying up in full new shares of the Company; and
- 37.2 a capitalised sum which was appropriated from profits available for distribution may be applied in or towards paying up any amounts unpaid on existing shares held by the persons entitled.

Proceedings at general meetings

- 38 If a general meeting is adjourned, then notice of the time and place to which it is adjourned shall be given to all the members of the Company. Article 41(5) of the Model Articles shall be modified accordingly.

Poll votes

- 39 A poll may be demanded by any member (present in person or by proxy) having the right to attend and vote at the meeting or by a duly authorised representative of a corporation. Article 44(2)(c) of the Model Articles shall be modified accordingly.
- 40 A demand for a poll may, before the poll is taken, be withdrawn. A demand so withdrawn shall not invalidate the result of a vote on a show of hands declared before the demand was made. Article 44(3) of the Model Articles shall not apply to the Company.

Proxies and corporate representatives

- 41 The failure of any proxy or corporate representative to vote in accordance with any instructions given by the member by whom such proxy or corporate representative is appointed shall not invalidate the result of any vote in which the proxy or corporate representative has participated and the Company and the directors shall be under no duty to enquire as to the instructions given to any such proxy or corporate representative.

Written resolutions

- 42 A proposed written resolution of the members of the Company (or of a class of members) shall lapse if it is not passed before the end of the period of six months beginning with the circulation date of such resolution (as defined in section 290 of the 2006 Act).

Reserved matters

- 43 Except with prior consent in writing of the Controlling Shareholder, the directors shall not incur any borrowings or other indebtedness (other than normal trade credit or in the ordinary and usual course) or the giving of any guarantees which would cause the outstanding borrowing or indebtedness or guarantees of the Company to increase.

Means of communication to be used

- 44 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 44.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five working days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five working days was guaranteed at the time of sending and

the sending party receives a confirmation of delivery from the courier service provider);

- 44.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 44.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- 44.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a working day.

- 45 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was *delivered to an address permitted for the purpose by the 2006 Act.*

Indemnity

- 46 The Company may indemnify any relevant officer out of the assets of the Company from and against any loss, liability or expense incurred by him or them in relation to the Company (including any liability incurred in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act)) **provided that** this article shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the 2006 Act. This article does not allow for or provide (to any extent) an indemnity which is more extensive than as permitted by the 2006 Act and any such indemnity is limited accordingly. This article is also without prejudice to any indemnity to which any person may otherwise be entitled. Article 52 of the Model Articles shall not apply to the Company.
- 47 To the extent permitted by, and subject to the restrictions in, the 2006 Act and without *prejudice to any indemnity to which he may otherwise be entitled, the board shall have the power to provide funds to meet any expenditure incurred or to be incurred by any relevant officer in defending any criminal or civil (including regulatory) proceedings, or in connection with an application under the 2006 Act, or to enable him to avoid incurring such expenditure.*
- 48 *Without prejudice to the provisions of Article 53 of the Model Articles, the directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of any person who is a relevant officer or an employee or former employee of the Company or any associated company or who is or was a trustee of a retirement benefits scheme or another trust in which a relevant officer or an employee or former employee is or has been interested, indemnifying him against liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against by the Company.*

49 In these articles:

49.1 companies are **associated** if one is a subsidiary of the other or both are subsidiaries of the same body corporate;

49.2 **relevant officer** means any current or former director, alternate director, secretary or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act)), other than any person (whether an officer or not) engaged by the Company (or associated company) as an auditor, to the extent he acts as an auditor.

50.1 In this Article:

50.1.1 a “**Relevant Transfer**” means any transfer of shares from or to any Secured Party or any receiver (or similar officer) and any transfer of shares executed by any such person in the name of, or on behalf of, any other person which, in each case, is made pursuant to or in accordance with the relevant security document(s), including (without limitation) any such transfer made in order to perfect any mortgage, charge or other security interest in such shares or in exercise of any power of sale or other enforcement power; and

50.1.2 a “**Secured Party**” means, in respect of any shares, any person to which such shares have been mortgaged or charged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee of or for any such person.

50.2 The Directors shall not decline to register (and shall not suspend the registration of) any Relevant Transfer and shall register any Relevant Transfer immediately upon receipt.

50.3 There is no requirement that any shares the subject of a Relevant Transfer should be offered to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise to require any such shares to be transferred to them.

50.4 The Directors shall not issue any share certificate (whether by way of replacement or otherwise) without the prior written consent of any Secured Party.

50.5 Notwithstanding anything contained in these articles, the Directors may not exercise its right of lien over shares that have been mortgaged, charged or pledged by way of security to a Secured Party.

50.6 If there is any inconsistency between any provision of this Article and any provision of any other Article, the provision of this Article applies.