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29/05/2012

#114

COMPANIES HOUSE

Company number: 02931379

**PUBLIC COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS**

**OF**

**BEARDWOOD LAKES GOLF CLUB PLC ("the Company")**

**Passed on 18 May 2012**

At a General Meeting of the shareholders of the Company, duly convened and held at Brook Farm, Beech Hill Road, Spencers Wood, Reading, Berkshire, RG7 1HX on Friday 18 May 2012, the following resolutions were duly passed as Special Resolutions

**Special Resolutions:**

- 1 THAT the Articles of Association of the Company be amended by the deletion of Articles 11 1 to 11 9 in their entirety and the insertion of the following as a new Article 11

**"11. Methods of appointing Directors, Termination of Director's appointment and Removal from Office**

- 11 1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director

- (a) by Ordinary Resolution, or
- (b) by a decision of the Directors

- 11 2 A person ceases to be a Director as soon as

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months,
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,

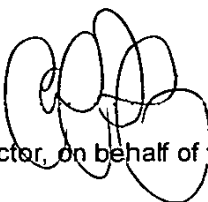
(f) notification is received by the company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms,

(g) a resolution is passed in accordance with article 11 3

11 3 A Director may be removed immediately from office by Ordinary Resolution and in accordance with section 168(5)(b) of the Companies Act 2006 special notice (as defined in the Act) shall not be required in order to remove a director"

2 For the avoidance of doubt, and conditional on and subsequent to Resolution 1 above being passed, the appointment of Gary Holloway and Carl Rutherford as Directors of the Company be confirmed, ratified and approved

Signed



Director, on behalf of the Company