

SALCOMBE RUGBY FOOTBALL & ATHLETIC CLUB LIMITED

COMPANY NO. 06952425

SATURDAY



A83RBBQS
A14 20/04/2019 #55
COMPANIES HOUSE

At Annual General Meeting held on the 5 July 2018 at The Rugby Club after due notice and discussion it was resolved by Special Resolutions as follows:

SPECIAL RESOLUTIONS

It is agreed that the Articles of Association of the Company be amended in the following ways:

Article 41

"The President once appointed will remain as President until the earlier of removal by way of an ordinary resolution at a general meeting, resignation, or death. The President shall not be a director by virtue of his office but may be one of the Elected Directors. The President shall be appointed by way of an ordinary resolution at a general meeting".

Article 42

"At the annual general meeting each year, the Chairman shall retire but shall be eligible for re-appointment in accordance with these Articles. The election for the office of Chairman shall be conducted in accordance with Articles 52 and 53. A member so appointed shall hold office for a one year term until the next annual general meeting but shall be eligible for re-election. The Chairman shall be a director by virtue of his office and shall have rights and privileges as the Board/Voting Members in general meeting shall from time to time prescribe".

Article 43

"At the annual general meeting each year, the Chairman shall retire but shall be eligible for re-appointment in accordance with these Articles. The election for the office of Chairman shall be conducted in accordance with Articles 52 and 53. A member so appointed shall hold office for a one year term until the next annual general meeting but shall be eligible for re-election. The Chairman shall be a director by virtue of his office and shall have rights and privileges as the Board/Voting Members in general meeting shall from time to time prescribe".

Article 44

"At the annual general each year, the Secretary shall retire but shall be eligible for re-appointment in accordance with these Articles. The election for the office of Secretary shall be conducted in accordance with Articles 52 and 53. A member so appointed shall hold office for a one year term until the next annual general meeting but shall be eligible for re-election. The Secretary shall be a director by virtue of his office unless appointed Company Secretary".

Article 45

"At the annual general meeting each year, the Treasurer shall retire but shall be eligible for re-appointment in accordance with these Articles. The election for the office of Treasurer shall be conducted in accordance with Articles 52 and 53. A member so appointed shall hold office for a one

year term until the next annual general meeting but shall be eligible for re-election. The Treasurer shall be a director by virtue of his office unless appointed Company Secretary”.

Article 51

“At the annual general meeting each year, the Elected Directors shall retire but shall be eligible for re-appointment in accordance with these Articles. The election for the office of Elected Director shall be conducted in accordance with Articles 52 and 53. A member so appointed shall hold office for a one year term until the next annual general meeting but shall be eligible for re-election”.

The following are amendments to clauses

Article 1.1

The definition of Elected Director is ‘a director elected pursuant to Article 47(v)’ which should be ‘a director elected pursuant to Article 51’.

Article 13 (a)

Current wording is ‘to receive from the Board accounts, pursuant to Article 81’, this should be ‘pursuant to Article 79’

Article 48

This article deals with the composition of the Board and who are directors. Currently the directors are listed as the President, the Chairman, the Treasurer, up to 9 Elected Directors, and any other persons co-opted to the Board up to the maximum number of directors.

The proposal is to remove the President and add the Secretary, with the caveat that the Secretary and Treasurer would not be directors if appointed Company Secretary.

Article 52

This Article deals with the nomination of the President, Officers and Elected Directors. The Officers are listed but the Treasurer has been omitted and needs to be added to the list.

Article 56(f)

This Article deals with the vacation of the office of director and as above lists the Officers but excludes the Treasurer, which needs to be added.

Article 57

Current wording – ‘A Chairman, Vice-Chairman, President or Secretary, which is removed from office as a director for whatever reason, by virtue of Articles 54 or 55, shall be deemed to have resigned from office and the vacancy arising shall be filled in accordance with these Articles.’

As before the Treasurer has been omitted from this list and the reference should be to Articles 55 or 56.

Article 72

Current wording – ‘The Club shall not employ any director of the Club nor pay a director any remuneration except as permitted by Article 78 below.’

The reference here should be to Article 76.

Article 82

Current wording – ‘Subject to those Rules to be made, varied or revoked by the Voting Members in general meeting in accordance with Article 85 below’

The reference here should be to Article 83.