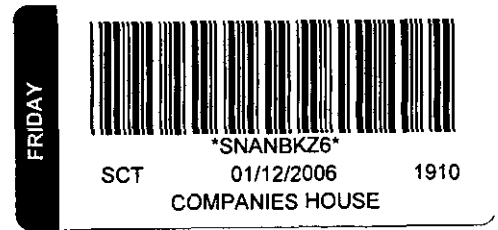




BROOMIEKNOWE GOLF CLUB LTD

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An Extra Ordinary General Meeting of Broomieknowe Golf Club was held on Thursday 26 October 2006 at 7.00pm in the Clubhouse at 36 Golf Course Road, Bonnyrigg. (Company No. 29688)

The following amendments to the Articles of Association were agreed

- That the Members accept any renumbering and relabelling of sections and sub sections necessitated by amendments to these Articles that are adopted at this meeting That the Members accept any minor changes in wording necessitated by such changes to those required to tidy up the Articles
- That Section 4, line 27, beginning 'Associate members, with the exception of Honorary Members ' be replaced with
"The number of Associate Members in each of the categories may be adjusted as Members of Council see fit Associate Members, with the exception of Honorary and Golden Members, shall have no voting power in the management of the Club"
Section 4(a) be replaced with
- Lady Members Not to exceed 100 in number A Lady Member shall pay 67% of the Ordinary Membership annual subscription Girl Members may be admitted as Lady Members on attaining the age of 18 years without payment of an entry fee subject to them having been a Member for three years and having obtained a National Handicap and shall pay 35% of the Ordinary Membership annual subscription until the financial year of the Club after they have attained the age of 21 years when they will be liable for the annual subscription payable by Lady Members Ladies are not allowed to tee off until after 10 30am on Saturdays and after 11 00am on Sundays
- Section 4(b) be replaced with
Not to exceed 100 in number and be under 18 years of age A Junior Member shall pay 25% of the Ordinary Membership annual subscription Juniors are not allowed to tee off between 5 00pm and 7 00pm on weekdays, and until after 11 00am on Saturdays and Sundays Junior Members in full time employment may play at any time from Monday to Friday but only at the above times at weekends
- Section 4©be replaced with
Country Members Restricted to those persons who have attained membership or lady membership, irrespective of category, whose permanent address has changed and is in excess of 50 miles radius of the Clubhouse A Country member shall pay 35% of the Ordinary Membership annual subscription Country Members are eligible to enter for all Club competitions A Country Member may be readmitted on payment of the current subscription This readmission shall not be subject to the ruling limiting the number of Members
- Section 4(g) be replaced with

Non Playing Members Shall be restricted to a maximum of 200 who, on payment of such annual subscription as the Council may determine, will have full use of the Clubhouse facilities Any golf played will be charged at the appropriate visitors' rate A wife of a member is eligible for a non playing membership at a discounted rate

- Under "Associate Members" we add the following category
Five Day Members Five day Membership shall be restricted to Gentlemen and shall be offered to up to a maximum of 50 on the waiting list for Ordinary Membership Five day Members will have playing rights from Monday to Friday and will only be allowed to participate in mid week competitions A five day Member shall pay 67% of the Ordinary Membership annual subscription and must transfer to Ordinary Membership when Ordinary Membership is offered
- Section 5(a) change the second sentence to
"Applicants for admission as Members require to be nominated by two Members each of whom has a minimum of 5 years' membership Applicants for admission as Associate Members require to be nominated by two Members or Associate Members of the Club each of whom has a minimum of 5 years' membership
- Section 6(b) be replaced with
b) Council have the authority to increase the Member's Annual Subscription in line with inflation without calling a Special General Meeting In these circumstances, increases in Annual Subscriptions will be based on the rise in retail prices in the 12 months ending 30 September in the year prior to the increase being applied, subject to a maximum increase of 5% However, if it is proposed that the amount of the Member's Annual Subscription should increase by a sum, which exceeds the annual rate of inflation, as previously defined, it will be fixed by Members at the Annual General Meeting or a Special General Meeting called for the purpose
- Section 6 add the following
The Council in annual General Meeting or Extraordinary General Meeting shall have power to propose a special levy upon all those persons who are Members or Associate Members of the Club Such levy shall be due and payable upon the passing of such resolution If any Member failed to make payment of the levy within one month after a demand in writing addressed to him or her the Council may, at its discretion, expel such Member or Associate Member from the Club or suspend the privilege of use of all or some of the facilities provided by the Club on such conditions as the Council may determine"
- Section 9(a)
Paragraph 1, final sentence change to " entitled to be accompanied by no more than two persons and to make "
- In the section headed "General Meetings" replace all of Section 10 with the following
 - a) The Club shall in each year hold a General Meeting as its annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it An Annual General Meeting shall be called by giving Members twenty one days notice in writing at the least

b) a Special General Meeting may be held each year, if required, to determine the amount of a Member's Annual subscription. Such Special General Meeting shall be called by displaying, on the official Club Notice board for twenty one days, a notice, duly signed by the Secretary calling such a meeting, and at the same time inserting a notice in the Press.

c) Any general meeting, other than an Annual General Meeting and a Special General Meeting, shall be called Extraordinary General Meeting.

d) The Council may whenever they think fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 368 of the Act. If at any time there are not within the United Kingdom sufficient of the Council capable of acting to form a quorum, any one Member of the Council or any 50 of the Club may form a quorum, any one Member of the Council or any 50 of the Club may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council. An Extraordinary General Meeting shall be called by giving Members twenty one days notice in writing at the least, such notice to include the agenda of the meeting being called and full supporting documents for all items on said agenda.

e) All notices given in respect of such general meetings shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and shall be given as described above or in such other manner, if any, as may be prescribed by the Club in general meeting, to such persons as are under the articles of the Club, entitled to receive such notices from the Club. It is provided that a meeting of the Club shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed.

1] In the case of a meeting called as the Annual General Meeting by all the Member entitled to attend and vote thereat, and

2] In the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the Members.

f) The accidental omission to give notice of a meeting to or the non receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

g) All business shall be deemed to be a Special Resolution that is transacted at any Extraordinary General Meeting and also all that is transacted at an annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Council and Auditors, the election of the Captain and other Officers and Members of Council in place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

- Section 14(e) add new sentence at end of paragraph
"No Member shall be eligible for election to Council unless he has been an Ordinary member for 5 years"

- Replace Section 17(b) by 'b) become prohibited from being a Member of Council by reason of any order made under The Company Directors Disqualification Act 1986,'

In Section 17(e) replace "199 of the Act" by "317 of the Act"

In Section 19(b) delete ",or subject to section 147(3) of the Act"