

Number of Company: 176565



THE COMPANIES ACT 1985

[COPY]

special resolution(s)

of BATH CITY FOOTBALL CLUB Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Twerton Park, Twerton, Bath BA2 1 DB

on the Ninth day of October 19 96

the following SPECIAL RESOLUTION(S) ~~was~~/were duly passed:-

1. That Article 7 of the Articles of Association of the Company be amended to delete the following words at the end of that clause :

" Provided however that no member shall be entitled to vote in respect of shares carrying votes in excess of the number equal to 5 per cent of the total number of votes attaching to all of the shares in the capital of the Company for the time being in issue "
2. That an additional Article be inserted in the Articles of Association to read as follows :-

" No director, either on his own, or in concert with others on the board, shall have the power to dispose of any land, buildings, or other real property of the Company, without the specific prior authority of a Special Resolution of the Company in General Meeting where the holders of at least seventy-five percent of the total share capital in issue in the Company vote in favour. "
3. That the clause relating to the Proceedings of Directors in the Articles of Association be amended by deleting the first sentence, namely :

" If at any time and from time to time there shall be only one director of the Company, such director may act alone in exercising all of the powers and authorities vested in the directors of the company. "
4. A new Article 4 (8) to be inserted to read :-

" Notwithstanding other provisions of this Article 4, the directors shall not issue or allot further shares in the Company or grant rights to subscribe for shares in the Company or convert securities into shares of the Company whilst CE(or its successors the holders for the time being of the ordinary shares of £1 each in the Company at any time held by or issued to CE) hold or / contd:

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed

4. (contd)

holds more than one half of the issued share capital of the Company without the prior written consent of CE (or, if it has disposed of any of the said shares, the holders for the time being of the majority of such shares) which may be granted or withheld at the absolute discretion of CE (or, in the event of CE having disposed of any of its said shares, the holders of the majority of such shares) "

5. Article 6 shall be amended to read :-

" Regulation 24 of Table A shall not apply. "

6. That the following paragraph be deleted from the Section dealing with " Powers and Duties of Directors " :-

" The qualification of a director shall be the holding in his own right and not jointly with any other person of 1,000 shares. A director may act before acquiring his qualification but shall acquire the same within two months after his appointment. "

.....*Q. W. / O. S.*.....

DIRECTOR / SECRETARY