

THIS IS AN EXAMPLE OF A LAYOUT THAT WOULD BE ACCEPTABLE TO THE REGISTRAR  
BUT IT IS NOT OBLIGATORY

COMPANY NO: 3279046

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ELECTIVE/EXTRAORDINARY/ORDINARY / SPECIAL RESOLUTION(S)  
OF

Bentham Bowling Club (trading as LIMITED / ~~PLC~~  
MidGlos I.B.C)

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED AND HELD AT  
MidGlos Indoor Bowling Club  
Woodlawn, Green Street Brackworth,  
Gloucester, GL3 4LS

ON THE 19th DAY OF April 2007

THE FOLLOWING RESOLUTION(S) \* WAS / WERE DULY PASSED:-

To amend the Articles of Association, recorded  
in the attached agenda, for the above  
mentioned meeting under Item 6- Restructuring,  
ie. 6.1, 6.2, 6.3 and 6.4

SIGNED

MT

\* ~~DIRECTOR~~ / SECRETARY

DATE

1st July 2007

\* Delete as appropriate

DEB 15 (REVISED 07/93)

TUESDAY



A54  
\*AA32NQXZ\*  
03/07/2007  
COMPANIES HOUSE  
687

To all current Members of Bentham BC Ltd

30<sup>th</sup> March 2007

Notice is hereby given that the ANNUAL GENERAL MEETING of the Company will be held at  
MidGlos IBC, Green Street, Brockworth at 7 pm on THURSDAY 19th APRIL 2007

*(Current Membership Cards are to be produced on entry please)*

*Social Members may attend and speak but cannot vote Please sign the attendance sheet)*

**AGENDA**

1. **Apologies for Absence –**

Written apologies please, to be addressed to the Company Secretary

2. **To approve the Minutes of the Annual General Meeting held on 20th April 2006**

(Copy available for inspection at Reception and in the folder by the Bar)

3. **Chairman's Address**

4. **To receive the Directors' Report and the Audited Accounts for the period ended 31<sup>st</sup> December 2006**

A full set of accounts may be inspected at the Office

The Chairman to propose the following **ordinary resolution:**

That the Report of the Directors and Accounts for the period ended 31<sup>st</sup> December 2006 be received and adopted

5. **To appoint Auditors for the Company.**

The Chairman to propose the following **ordinary resolution:**

That the Horwath Small Business Centre of William Burford House, 27 Lansdown Place Lane, Cheltenham GL50 2LB be reappointed as auditors to the Company on terms and conditions to be fixed by the Director

6. **Restructuring**

In order to improve the management arrangements of the Club and to change outdated wording in some of the Articles, the Chairman to propose the following series of ordinary resolutions

6.1 As we no longer have a Membership Secretary nor a Club Manager, the duties of the Membership Secretary cannot be subsumed into the Club Manager's duties The Chairman proposes that the Company Secretary takes responsibility for the compilation and upkeep of the registered shareholders (the Members) but in the knowledge that the actual work is done by the office staff,

Therefore, Article 1.6 should be amended to read:

"Company Secretary" means the person appointed to perform the duties of the Company Secretary, including legal and other matters described elsewhere in these Articles and in guidance papers issued by Companies House

Consequently the following Articles will require amending

Article 3.3, last sentence amend 'Membership Secretary' to read 'Company Secretary'

Article 8.1, in line two amend 'Membership Secretary' to read 'Company Secretary'

Article 10, in line two amend 'Membership Secretary' to read 'Company Secretary'

Article 12.2 amend 'Secretary' to read 'Club Secretary'

Article 18 1 As no deputy Chair is appointed, Article 18 1 to read "The Chairman must preside at every general meeting of the Club "

Article 28.2 amend 'Secretary' to read 'Company Secretary' :

WED SAT		*ABOQGPOS*	-- --
	A33	19/05/2007	505
		COMPANIES HOUSE	
		"APQIVV/F"	
	A53	02/05/2007	363
		COMPANIES HOUSE	

**6.2** To reflect the establishment of a new Committee entitled '**Bowling and Social Activities Committee**' under the powers given to the Directors in Article 35 1, with the intended delegation of responsibility for all bowling and social activities to that Committee, it would be feasible to reduce the number of Directors. Hopefully this will obviate the risk of not being able to trade when insufficient Members offer themselves for election as Directors and, being smaller, should make the Board more efficient. Therefore, the Chairman proposes

**Article 23.1 to read:**

**'There shall be no more than 7, nor less than 5 Directors of the Club'.**

To properly reflect established practise, the Chairman suggests that this Article is further amended to read

**Article 23.4**

**'The Directors may from time to time elect one of their number as Chairperson and without reduction of their collective responsibilities, by common agreement assign specific duties to each other'.**

In view of the above, as 'one of their number as Deputy Chairperson' has been deleted, **Article 1.4** needs to read **'This space intentionally not used'**.

**Article 24. Delete 'Membership Secretary'** and the note relating to it

To aid clarity expand 'Secretary' to read 'Club Secretary'

The Board proposes to delete 'Treasurer' as an officer post. This post has not been filled satisfactorily to date

As the 'Match Secretary' does not attend every game, but arranges fixtures, the Board recommends that the term 'Match Secretary' be renamed 'Fixture Secretary'

**6.3 Article 35. Delegation** – So there is an obvious record (apart from the Minutes of the AGM) of the decision to create a new Committee to take responsibility for managing all bowling and social activities, the Board has decided to add the following as a Footnote to Article 35 1

**(e.g. The Bowling and Social Activities Committee, comprising all Officers of the Club, who collectively will be responsible for arranging and managing all bowling and social activities of MidGlos Indoor Bowling Club.)**

**6.4 Article 24 Officers – re-visited.**

As the Board has decided to create this new Committee as described under Article 35 above, Article 24 'Officers' will require further amendment to reflect this. Taken together with the other proposed changes the full amendment becomes

**Article 24 'Officers'. Delete 'Treasurer' and 'Membership Secretary' and the footnote relating to the latter. Add 'Social Secretary' and change 'League Co-ordinator' to read 'League Secretary' and change title of 'Match Secretary' to read 'Fixture Secretary'. To give greater clarity, change 'Secretary' to read Club Secretary'.**

The new list of Officers will become

President	Vice President	Club Secretary
Men's Captain	Ladies' Captain	Summer Captain
Fixture Secretary	Social Secretary	League Secretary
Competitions Secretary	Summer Section Chairperson	Club Coach
Junior Section Leader		

## **7 Election of Life Members:**

The Board did not recommend any Member for Life Membership

## **8. Election of Merit Award:**

Those Members recommended by the Board were grateful for the offer, but all declined to receive the award

## **9 Retirement and Election of Directors**

In accordance with Article 27 1, the following person retires from the Board by rota, having served three years

Mr B R Mayell , who will not be standing for re-election

To elect 1 Director

(Nominations are *enclosed* and brief biographical details are available in the Office )

## **10 Election of Club Officers**

In accordance with Article 27 1, all existing Club Officers will retire from Office with effect from 30<sup>th</sup> April 2007

To elect the following Club Officers – nominations *enclosed* -

President	Vice President	Club Secretary	Men's Captain*
Ladies Captain**	Summer Captain	Competitions Secretary	Social Secretary
Fixture Secretary	Summer Section Chairperson	Club Coach	League Secretary
Junior Section Leader (and U25 Team Manager)			

\*Final nomination for this post will be decided at the **Men's Section Meeting** on Friday 30th March 2007 at 7pm

\*\* Final nomination for this post will be decided at the **Ladies Section Meeting** on Monday 2nd April 2007 at 7pm

### **Note – Proxy Voting for Directors and Officers.**

Proxy votes must be in the form set out in the Company Articles and must be deposited not less than 48 hours before the time of the Meeting. A Proxy Form may be obtained in person from the Office and following completion, should be left at the Office, marked for the attention of the Company Secretary

**By order of the Board.    Margaret Tully - Company Secretary    Tel: 01453 549633**