

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THE COUNTY CLUB, GUILDFORD, LIMITED

REGISTERED NUMBER 85328

**SPECIAL RESOLUTION TO BE PASSED
AT THE ANNUAL GENERAL MEETING
ON 21 MARCH 2024
PURSUANT TO CHAPTER 3 OF
THE COMPANIES ACT 2006**

**That the articles of association of the Company be replaced in their entirety
with the articles of association annexed to this special resolution
and that such special resolution shall take effect immediately after
the end of the Annual General Meeting on 21 March 2024**

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THE COUNTY CLUB, GUILDFORD, LIMITED

REGISTERED NUMBER 85328

Adopted by Special Resolution of the Company dated 21 March 2024

1. PRELIMINARY

- 1.1 In the articles of association here set forth as may be amended from time to time ('the articles') the expression 'the Act' means the Companies Act 1985, and, for the purpose of the articles, Table A in The Companies (Tables A to F) Regulations 1985 S.I. No 805 or any alteration or replacement thereof ('Table A'), as statutorily in force on the date when the articles are adopted by the company named above ('the Company'), is deemed to be included in and shall be construed as one with the Act.
- 1.2 The Regulations contained in Table A are adopted by the Company subject to and together with the articles (such Regulations and the articles are together hereinafter called 'the regulations' and deemed to be comprised within the expression 'the regulations' as used in Table A).
- 1.3 Words and expressions used in the regulations, unless the context otherwise requires, have the same meaning as in the Act as in force at the date of the articles.
- 1.4 Statutory references in the articles shall include, subject as aforesaid, the statute as may be amended, extended or applied by or under any other statutory provision or as re-enacted.

2. CAPITAL

- 2.1 The capital of the Company is £3,000 divided into 750 preference shares of £1 each and 2,250 ordinary shares of £1 each.
- 2.2 On a winding up the surplus assets available for the shareholders shall be applied in the following manner and priority:
 - 2.2.1 first, in returning to the holders of the preference shares the capital paid up on those shares together with a sum equal to any arrears or deficiency of the dividend on those shares, whether declared or not, calculated to the date of the return of capital;
 - 2.2.2 secondly, in returning to the holders to the ordinary shares the capital paid up on them; and
 - 2.2.3 thirdly any balance of such assets shall be divisible between the holders of the ordinary shares.

3. PRIVATE COMPANY

- 3.1 The Company is a private company and shall not offer any of its shares or debentures, whether for cash or otherwise, to the public or allot or agree to allot any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

4. **SHARES**

- 4.1 Any pre-emption rights on the allotment of shares conferred by statute from time to time are excluded pursuant to the provisions in that behalf in section 91(1) of the Act.
- 4.2 The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act for a period of 5 years from the date of the adoption of these Articles to exercise any power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) in respect of all shares for the time being unissued but the maximum aggregate nominal amount of ordinary shares which may be allotted pursuant to this authority shall be the nominal amount of the authorised but unissued share capital for the time being of the Company and this authority may be varied or revoked by an ordinary resolution of the Company.
- 4.3 The Company may in accordance with and subject to Part V of the Act and all other provisions (if any) in force for the time being as to the increase, maintenance and reduction of share capital:
- 4.3.1 give financial assistance directly or indirectly for the purpose of acquiring any shares in the Company, or its holding company, or subsidiary company of its holding company, if any;
 - 4.3.2 issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof, except that no redeemable shares may be issued at any time when there are no issued shares of the Company which are not redeemable;
 - 4.3.3 purchase its own shares including its own redeemable shares; and
 - 4.3.4 make a payment in respect of the redemption or purchase of any of its own fully-paid shares out of the distributable profits of the Company or the proceeds of a fresh issue of shares or, so long as the Company is a private company, out of capital, or, so long as aforesaid, partly out of one and partly out of the other, and as to redemption on such date or dates (to be fixed prior to the issue of such shares) and terms and in such manner as may be determined at any time or times by the directors but so that the amount to be paid on redemption shall be the paid-up amount thereof plus the net amount of any arrears of dividends thereon,

provided always that any shares purchased or redeemed by the Company shall be treated as cancelled.

5. **MEMBERS**

- 5.1 No business shall be transacted at any general meeting unless a quorum is present. Ten persons present entitled to vote upon the business to be transacted shall be a quorum for an annual general meeting of the Company and twenty persons present entitled to vote upon the business to be transacted shall be a quorum for an extraordinary general meeting of the Company and Regulation 40 of Table A shall not apply.
- 5.2 For the purposes of the service of notices of any general meeting of the Company a notice shall be deemed to have been served upon the members if posted on the notice board of the County Club, Guildford.
- 5.3 Regulation 41 of Table A shall not apply. If no quorum is present at any annual general meeting of the Company within twenty minutes from the time fixed for such meeting, the meeting shall be adjourned for a week, and the members actually present at such adjourned meeting shall be a quorum. If no such quorum is present at an extraordinary general meeting within twenty minutes of the time fixed for the meeting, the meeting shall be dissolved and (subject to the provisions of the Act) no other meeting for the purpose of considering the same resolution or resolutions substantially similar to those proposed to be submitted shall be summoned without the consent of the directors before the next annual general meeting.
- 5.4 Notwithstanding the provisions of Regulations 36 and 37 of Table A a general meeting of the Company shall be held at least once in every calendar year, at such time and place as may be determined by the Directors
- 5.5 The instrument appointing a proxy shall be deposited at the registered office of the Company not less than 24 hours before the time of holding of the meeting at which the person named in the instrument proposes to vote and Regulation 62(a) of Table A shall be amended accordingly.

5.6 Regulation 46 of Table A shall not apply. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded by the chairman or by at least six members having the right to vote at the meeting present in person or by proxy.

6. DIRECTORS

6.1 No person shall be eligible to be a director unless he is:

6.1.1 a registered holder of one share; and

6.1.2 an Officer, or member of the Committee, of the County Club, Guildford.

6.2 The number of the directors may be fixed by the Company but, unless and until so fixed, shall be nine.

6.3 The continuing directors may act notwithstanding any vacancies in the number thereof required by the articles, and in the event of only one person holding office as director in accordance with the regulations that person shall be deemed to constitute a quorum and have full authority to exercise all the powers and discretions by the articles expressed to be vested in the directors, and Regulations 64 and 90 of Table A are not adopted, and subject hereto and as hereinafter mentioned Regulations 40 and 89 of Table A are adopted.

6.4 At each annual general meeting, any director who has served for a continuous period of three years shall retire.

6.5 A retiring director shall not be eligible to be reappointed as a director for a further period of three years if on completion of such period he would have served more than nine continuous years as a director, unless he is invited to do so by a special resolution passed at that annual general meeting.

6.6 The Company may by ordinary resolution appoint a person who is willing to be a director either to fill a casual vacancy or as an additional director, provided that such person shall only be eligible if:

6.6.1 he has not served as a director at any point in the three years immediately preceding such annual general meeting; or

6.6.2 he is invited to do so by special resolution passed at that annual general meeting.

6.7 For the purposes of:

6.7.1 articles 6.5 and 6.6, any time which a director has served as chairman or pursuant to Regulation 79 of Table A shall be disregarded; and

6.7.2 articles 6.4, 6.5 and 6.6, any references to a "year" shall be deemed to be the period between two consecutive annual general meetings.

6.8 Regulations 73 to 78 of Table A are not adopted.

6.9 Regulation 79 of Table A is amended so that the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting" are deleted.

6.10 The directors shall be reimbursed by the Company for all expenses incurred properly by them in the discharge of their duties in addition to any expenses payable under Regulation 83 of Table A, and in addition the Company shall repay, as the directors think fit, all costs, expenses and disbursements of or in connection with legal advice and without limitation other advice obtained in connection with the affairs of the Company.

6.11 The directors may exercise all the powers of the Company, and without prejudice to the generality thereof shall have power to:

6.11.1 borrow without limit and to issue any securities subject to section 80 of the Act and to the articles; and

6.11.2 execute under the signature of any two of them or any one of them and the company secretary and

deliver any document so as to have the same effect as a Deed as in any such case they may think fit, and the Company need not have a common seal, and subject hereto Regulations 6 and 101 of Table A are adopted.

- 6.12 A director may vote as a director in regard to any contract or arrangement in which that director is interested or upon any matter arising thereout Provided always that such interest is first disclosed to the directors, and such vote shall be counted and such director shall be counted in the quorum present at the meeting when any such contract or arrangement is under consideration, and subject hereto Regulations 85 and 89 of Table A are adopted.
- 6.13 The directors shall cause minutes to be made for the purposes of section 382 of the Act, which, together with all registers, records or other information statutorily otherwise required to be registered or recorded by the Company, may be recorded in bound books or some other means as the directors may determine so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification Provided always that the directors need not sign their names for the purpose of recording their attendance at any meeting.
- 6.14 Subject to section 310 of the Act and whether or not in connection with any application under sections 144 or 727 of the Act or otherwise, every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses and liabilities, and the directors and other officers shall not be liable for any loss, damage or misfortune which may happen to or be incurred for the Company in the execution of their duties to the Company, and the Company may purchase and maintain insurance against liability relating to the Company in respect of any negligence, default, breach of duty and breach of trust attaching to any officer or auditor of the Company for the time being Provided always that the directors shall state the existence of any such insurance in their report for each financial year, and subject hereto Regulation 118 of Table A is adopted.
- 6.15 The quorum for the transaction of the of the business of the directors shall be four and the provisions of Article 89 of Table A are excluded. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.
- 6.16 In the case of an equality of votes at any meeting of the directors the chairman shall be entitled to a casting vote in addition to any other vote he may have.

7. DISTRIBUTIONS

- 7.1 Any dividends resolved to be recommended, declared or paid, any sum resolved to be capitalised and the assets of the Company to be divided on a winding up shall be paid or distributed, subject to the articles and the rights attaching to the shares, in proportion to the nominal amount of the shares (whether or not fully paid) held by the members entitled thereto Provided always that if any share is issued on terms that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly, and Regulation 104 of Table A is not adopted.
- 7.2 The profits of the Company which it shall from time to time be resolved to distribute shall be applicable in the following manner and in the following priority:
- 7.2.1 first in paying a non cumulative dividend at the rate of 4% per annum (exclusive of any tax credit) on the capital for the time being paid up on the preference shares; and
- 7.2.2 secondly, any further distributions shall be paid exclusively to the holders of the ordinary shares.

8. TRANSFER OF SHARES

- 8.1 The directors of the Company may refuse to register the transfer of a share to any person who is not a member of the County Club, Guildford or any club which may from time to time be established in accordance with the Memorandum of Association of the Company if the transfer is not in accordance with the provisions set out in the remainder of the provisions of this Article 8, but the directors shall not be entitled to refuse to register a transfer of shares to which all the holders of the ordinary and preference shares have given their consent and Regulation 24 of Table A shall be read accordingly.

- 8.2 Any member of the County Club, Guildford or of any club which may from time to time be established in accordance with the Memorandum of Association of the Company who is a member of the Company shall in the event of his ceasing to be a member of the Club from any cause other than the death of such member, (and the personal representatives of any such member, in the event of the death of such member) shall within three months from the time when such member ceased to be a member of the Club transfer the share or shares held by such member to such person or persons ('the Transferee') as the Directors shall determine, upon payment to such member (or the personal representatives of the deceased member) of the amount paid up on the said shares or shares and the dividend or dividends (if any) which shall have accrued thereon.
- 8.3 In the case of a person who ceases or who has ceased to be a member (or the personal representatives of any deceased member) after having become so bound to transfer his share or shares is in default of so doing, he shall be deemed to have appointed any one director or secretary of the Company as his agent to execute a transfer of the share or shares to the Transferee. Upon the execution of such transfer the Company shall hold the purchase money and the said dividend or dividends in trust for the person(s) so bound aforesaid.
- 8.4 It shall be sufficient compliance with the provisions of article 8.2 if the person who ceases to be a member (or the personal representatives of a deceased member) hands to the Secretary of the Company an executed transfer omitting the name of the Transferee.
- 8.5 Any purchase money or dividend or dividends held by the Company under the provisions of Article 8.2 above which remains unclaimed by the person or persons entitled thereto for a period of six years from the date of the transfer of the share or shares to which the same relates may thereafter be applied by the Company in furtherance of any of the objects of the Company set out in the Company's Memorandum of Association.