

Company no. 10627328

**The Companies Act 2006**

**Private company limited by shares**

**Written resolutions**

**of**

**Salcombe Yacht Club (2017) Limited**

MONDAY



\*A9ØYRVØI\*

Date: 10<sup>th</sup> December 2019 (Circulation Date)

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16/03/2020

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COMPANIES HOUSE

The directors of the Company have at all times carried on the business of the Company so as to ensure that there shall be no distributions by the Company to any person other than its member (itself having restrictions on distributions) or other community amateur sports clubs or charities. The Company proposes that, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution is passed as a special resolution for the purpose of amending the Company's articles of association.

**Articles of Association**

1. Article 4 of the Company's Articles of Association shall be deleted in its entirety and shall be replaced with the following:

"4. The income and property of the company shall be applied solely towards the promotion of its objects as set out in Article 3. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the company other than Salcombe Yacht Club Company Limited, for as long as it is and remains the shareholder of the Club, and in accordance with Article 23. No director of the company shall be paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the company for discharging his duties as such.

If upon winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company, unless such member has in its constitution a restriction on the distribution of income or surpluses on the same basis as set out in this Article, but shall be given or transferred to some other institution or institutions having objects similar to those of the Club."


2. Article 23.2 shall be amended so as to read "and Article 4" after the words "Article 26 1"
3. Article 27.1 shall be amended so as to read "to Article 4 and" after the word "Subject" and before the words "to the terms of issue of the share in question,".

### **Agreement**

Please read the notes at the end of this document before signifying your agreement to the Adoption of new Articles of Association.

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Adoption of new Articles of Association:

Signed by



Name

ANDREW SAVELL

Date:

15<sup>th</sup> DECEMBER 2019

## NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it:
  - (a) by hand to Charles Cameron, director of the Company; or
  - (b) by post to Jules McColl, Salcombe Yacht Club, Cliff House, Cliff Road, Salcombe, Devon TQ8 8JQ marked for the attention of Charles Cameron.
2. If you do not agree to the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
4. Unless, by 21 days after the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document