

**SPECIAL RESOLUTION**  
**OF**  
**THE MEMBERS OF**  
**THE CONNAUGHT CLUB (“the Club”)**

The following resolutions are proposed by the Management Committee as special resolutions to be voted on by the Membership of the Club at its Annual General Meeting to be held on 5<sup>th</sup> February 2023.

**SPECIAL RESOLUTIONS**

1. To agree to the incorporation of the Club, via the transfer of all of its existing assets and liabilities to a newly formed company limited by guarantee (The Connaught Club Limited, company number 14163000).
2. To delegate to the Management Committee all the responsibility and authority that is required to implement the above first resolution, including the preparation of any necessary documentation and making all necessary practical arrangements.
3. To delegate to the Management Committee all that responsibility and authority required to implement the resolution via the steps identified in the legal advice provided by Brabners LLP and the tax and accounting advice as prepared by LB Tax and Accounting (“the professional advice”), including but not limited to:
  - 3.1. The incorporation the new company and the transfer of the existing assets and liabilities of the Club to the company.
  - 3.2. Registration of the company with HMRC as a CASC (community amateur sports club) and all other associated necessary practical arrangements.
  - 3.3. The incorporation of a second new company to be used as a trading subsidiary through which the non-member income and commercial, taxable trades of the Club will operate.
  - 3.4. The updating and modernisation of the memorandum and articles of association of Barn Hoppett Ltd (company number 00164522), the company in which the Club's land is vested, subject to agreement of the Directors of Barn Hoppett Limited.
  - 3.5. The establishment of a lease agreement on terms to be decided between Barn Hoppett Limited and the Club.
  - 3.6. The making of necessary amendments to the Trust Deed governing the trust that exists in respect of shares in Barn Hoppett Limited, relating to the land occupied and used by the Club, including the charitable legacy to conserve the land for amateur sports and recreation use, if the Club ever decides to close.
  - 3.7. Any additional legal, tax or accounting related steps that might be required as the incorporation develops.

Proposed by: Georgina Robbins, Member of Connaught Management Committee

Seconded by: Robert Bench, Member of Connaught Management Committee

Special resolutions agreed and approved by the Connaught Management Committee on 25th October 2022.