Special Resolutions for AGM of Ellesborough Golf Club Ltd
Thursday 5th November 2026

At this year's AGM there will be two **Special Resolution** both relating to the Clubs Articles of Association and Constitution Rules.

- **Item 5 – Special Resolution:** The Board of Directors proposes that the wording of constitutional rule 8 & 21 to be amended:

The only proposed alteration to Constitutional Rules 8 and 21 is to replace the wording "Director of Golf" with "General Manager", reflecting the Club's current staffing structure. No other change to these rules is proposed.

It would read:

Constitution Rule 8 - The whole government of the Club will be vested in the Board of Directors.

The Board of Directors will comprise a maximum of six Full Members elected for three (3) year terms at an AGM, the Captain of the Club and the Captain of the Ladies Section. The two captains will serve a one year term. When a vacancy arises during a three-year period of office the successfully elected candidate will only complete the remaining years of the original term.

The Board of Directors will elect a Chairman annually from among their number. The Captain will have the casting vote if the Board is unable to agree between two or more candidates for Chairman. Except with the majority agreement of the Members at an Annual General Meeting or a General Meeting, no one may serve on the Board of Directors for more than nine (9) consecutive years. The Captain and Ladies' Captain will be entitled to attend all meetings of the Board and have the right to vote. (The Vice-Captain and/or Ladies' Vice-Captain may attend in place of the Captain or Ladies Captain respectively but will have no vote.) The General Manager, as Secretary to the Board of Directors, will attend meetings of the Board of Directors but will have no vote.

Constitution Rule 21 - No notice or document of any kind will be placed upon the walls of the Clubhouse without the sanction of the General Manager.

- **Item 6 – Special Resolution:** The Board of Directors proposes and the President, John French, seconds that the wording of Article Number 47 & Constitutional rule 7 to be amended:

The proposed alteration to Article 47 and Constitutional Rule 7 is to reduce the term of office for the Club President from three years to two years. No other change to the role or election of the President is proposed.

Vice-Presidents will typically have already given many years of service to the Club before being considered for the Presidency. Reducing the term to two years will allow succession to take place slightly more regularly, giving more Vice-Presidents the opportunity to serve as President at a stage when they are able to fully enjoy and actively participate in the role. It is felt that this would be beneficial both to those taking on the Presidency and to the Club.

It would read:

Article Number 47 - The Office Bearers of the Club will be a President, two or more Vice-Presidents, and a Captain. The Board of Directors will propose for election the Office Bearers of the Club. The President will be chosen from among the Vice-Presidents and elected for two years at an Annual General Meeting. The Vice-Presidents will be elected for their remaining Membership of the Club at an Annual General Meeting. The Captain and Vice-Captain will be elected yearly at the Annual General Meeting. A panel comprising the Chairman of the Board, President, Captain, Vice-Captain, Ladies' Captain and Ladies' Vice-Captain, will recommend a candidate for the next year's Vice-Captain, for ratification by the Board of Directors. Excluding the Captain of the Club and the Ladies' Captain, no Office Bearer may also be an elected member of the Board of Directors.

Constitution Rule 7 - The Office Bearers of the Club will be a President, two or more Vice-Presidents, and a Captain. The Board of Directors will propose for election the Office Bearers of the Club. The President will be chosen from among the Vice-Presidents and elected for two years at an Annual General Meeting. The Vice-Presidents will be elected for their remaining Membership of the Club at an Annual General Meeting. The Captain and Vice-Captain will be elected yearly at the Annual General Meeting. A panel comprising the Chairman of the Board, President, Captain, Vice-Captain, Ladies' Captain and Ladies' Vice-Captain, will recommend a candidate for the next year's Vice-Captain, for ratification by the Board of Directors. Excluding the Captain of the Club and the Ladies Captain, no Office Bearer may also be an elected member of the Board of Directors.

James Turner
Company Secretary
Ellesborough Golf Club Ltd