



BRECHIN CITY FC

Glebe Park, Brechin, Angus DD9 6BJ

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NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("**Meeting**") of Brechin City Football Club (the "**Club**") will be held at Glebe Park, Brechin on 31st May 2021 at 7.00pm.

At the Meeting, you will be asked to consider and vote on the following resolutions:

1. THAT the Club's Constitution be amended as outlined in (a) and (b) below:

(a) A new Rule 4(d) be inserted as follows:

"4(d): Notwithstanding Rule 4(b), the Club may transfer all of its property, assets and undertaking to a limited company (on such terms as the Committee may in its discretion decide) as part of a process for the solvent reorganisation of the business carried out by the Club, provided that:

- (i) the transfer of the property, assets and undertaking of the Club is conditional on that limited company issuing new shares to each of the Ordinary Members of the Club so that, immediately following the transfer of the Club's property, assets and undertaking to such limited company, all of its issued shares shall be held by the Ordinary Members of the Club in equal amounts; and
- (ii) the aforesaid transfer has been approved by a resolution of the Ordinary Members passed at a General Meeting in accordance with Rule 11."

- (b) Rule 21 be amended by the renumbering of the existing Rule 21 as Rule 21(a), the insertion of the following at the end of the current Rule 21:

"21(b) Notwithstanding the foregoing, the Club may be dissolved by the Committee, without the need for further approval of the Members in terms of these Rules, following any transfer of all of the property, assets and undertaking of the Club in accordance with the terms of Rule 4(d)."



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2. THAT, subject to the passing of the resolution set out in 1 above, approval be given in accordance with Rule 4(d) and Rule 11 to the transfer of the entire property, assets and undertaking of the Club to Brechin City Football Club Limited ("the Company"), a company incorporated in Scotland, in return for the issue of shares in the Company to the Ordinary Members of the Club, and that the Committee be authorised to:-
- (i) negotiate, approve and/or execute any documents reasonably required to effect such transfer in favour of the Company; and
 - (ii) following such transfer, dissolve the Club in accordance with Rule 21(b) by written notice to the Ordinary Members and/or advertisement, in the sole discretion of the Committee.

By order of the Committee


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Secretary

Date: 08/05/2021