THE ROYAL & ANCIENT GOLF CLUB OF ST. ANDREWS TRUST

Company Limited by Guarantee and not having a share capital

Company Number 102624

The following resolution was duly passed as a special resolution at an Extraordinary General Meeting of The Royal & Ancient Golf Club of St. Andrews Trust duly convened and held on 6 May 2009:-

Special Resolution

THAT:-

1. the Memorandum of Association of The Royal and Ancient Golf Club of St Andrew's Trust ("the Trust") be and is hereby altered as follows:-
   1.1 by deleting "the Royal and Ancient Golf Club of St Andrew's Clubhouse, St Andrews, Fife", in Clause 2 of the Memorandum of Association and substituting therefor "Scotland";
   1.2 by deleting "that" from the definition of "The Collection" in Clause 3.1 of the Memorandum of Association;
   1.3 by substituting "the Museums, Archives and Libraries Council" for "the Museums and Galleries Commission" in the definition of "A Museum" in Clause 3.1 of the Memorandum of Association;
   1.4 by deleting "not of otherwise" in the first line of Clause 3.3 of the Memorandum of Association and substituting therefor "not otherwise";
   1.5 by deleting paragraph (g) of Clause 3.2 of the Memorandum of Association and substituting therefor:-

"To publish newspapers, periodicals, books, pamphlets, reports and other publications and to present, promote, organise, provide, manage and produce films, broadcasts, meetings, seminars, classes, courses, lectures and exhibitions, whether
on the premises of the Trust or elsewhere, and to levy such charges as the Directors of the Trust may think fit in connection with the foregoing.;
1.6 by substituting "the Directors of the Trust" for "the Council" in paragraph (m) of Clause 3.2 of the Memorandum of Association;
1.7 by substituting "the Directors of the Trust" for "the Council" in paragraph (s) of Clause 3.2 of the Memorandum of Association;
1.8 by substituting "the Directors" for "the Council" in proviso (iv) to Clause 3.2 of the Memorandum of Association;
1.9 by substituting "no Director" for "no member of the Council" in the proviso to Clause 6 of the Memorandum of Association;
1.10 by substituting "any Director of the Trust" for "any member of such Council" in the proviso to Clause 6 of the Memorandum of Association;
1.11 by substituting "a Director of the Trust" for "a member of the Council" in the proviso to Clause 6 of the Memorandum of Association;
1.12 by substituting "such Director" for "such member" in the proviso to Clause 6 of the Memorandum of Association both times the expression "such member" appears in that proviso;
1.13 by deleting "such sales or sales" in Clause 9 of the Memorandum of Association and substituting therefor "such sale or sales";
1.14 by inserting the words "(to the extent that the Collection is owned by the Trust)" between "The Collection" and "and other assets of the Trust" at the start of the second sentence of Clause 9 of the Memorandum of Association;
1.15 by deleting "the Royal and Ancient Golf Club of St Andrews (hereinafter referred to as "the R&A") in Clause 9 of the Memorandum of Association and substituting therefor "The R&A Foundation (Company number 247050 and hereinafter referred to as "the R&A");"
1.16 by deleting "be in power to give" in Clause 9 of the Memorandum of Association and substituting therefor "be empowered to give";
1.17 by adding at the end of Clause 9 of the Memorandum of Association:-
"Declaring that if the R&A is not upon the winding up or dissolution of the Trust recognised by the Office of the Scottish Charity Regulator as a Scottish charity then the references to the R&A in this Clause 9 shall be to such charity recognised by the
Office of the Scottish Charity Regulator as a Scottish Charity as shall be determined by the Directors of the Trust", and

2. the draft Articles of Association of the Trust signed for the purposes of identification by the Chairman of the Meeting be and are hereby adopted as the Articles of Association of the Trust in substitution for and to the entire exclusion of the existing Articles of Association of the Trust.

Mark Dobell, Secretary

6 May 2009