

## BOARD ANNOUNCEMENT

### British Fencing Association Annual General Meeting & Forum

*Saturday September 30th, 2017, 11.30am, at the British Olympic Association (BOA)  
Charlotte Street, London*

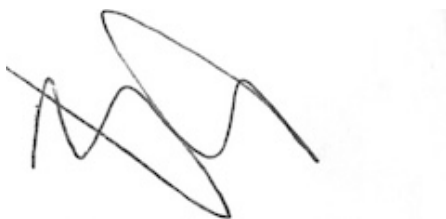
Dear Member,

On behalf of the British Fencing Board, I invite you to the Annual General Meeting of British Fencing Association Limited in London on Saturday 30<sup>th</sup> September, where your Board will invite you to receive the accounts for the financial year ending 31 March 2017 and take part in Forum questions and discussion. The Board will introduce Clare Halsted, Tom Cadman and Paul Abrahams who join the Board following this AGM.

The Annual Report and Accounts will be published on our website at least 10 days before the Meeting. John Troiano, in his capacity as Chair of the Board's sub committee for Audit, Governance & Risk, will take members through the accounts and finances and respond to your questions.

The formal notice of the Meeting and resolution to be proposed are set out in the document below. If you would like to vote on the resolution but cannot come to the Meeting, you can appoint another person as your proxy to exercise all or any of your rights to attend, vote and speak at the Meeting by using the methods set out in the notes to the notice.

I hope you are able to attend the Annual General Meeting and look forward to your continued involvement in, and enjoyment of, our sport.



Mark Lyttle  
Chair of British Fencing

BRITISH FENCING ASSOCIATION LIMITED  
COMPANY REGISTRATION NUMBER 1917099  
("the Company")

**NOTICE OF ANNUAL GENERAL MEETING**

The Annual General Meeting (the "Meeting") of the Company will be held at 11.30 am on Saturday 30<sup>th</sup> September, 2017 at the offices of the British Olympic Association at 60 Charlotte Street, London W1T 2NU.

The Resolutions below (Resolutions 1 and 2) are proposed as **ordinary resolutions**:

**Resolution 1:** to receive the annual accounts for the financial year ending 31 March 2017

**Resolution 2:** to approve the appointment of Janet Campbell as an Independent Director for a term of four years with effect from the date of the Meeting

The Resolutions below (Resolution 3,4 and 5) are proposed as **special resolutions** and relate to amendments to the Company's Articles of Association ("the Articles"):

**Resolution 3:** to approve the deleting of existing Article 55 of the Articles and replacing it with:

*"No Director, whether an Elected Director, an Independent Director, an Additional Director or an Appointed Director, shall be entitled to serve as a Director for more than 8 consecutive years. Any Director who has served as a Director for 8 consecutive years shall not be eligible to serve as a Director for at least 4 continuous years from the date of termination of their appointment. No person may offer themselves for election or appointment as a Director if, by being re-elected or re-appointed for a new four-year term, this would result in that Director serving for a continuous period in excess of 8 years. For the purpose of calculating the consecutive 8 year period, any period of less than 4 consecutive years not spent as a Director shall be classed as continuous service on the Board."*

**Resolution 4:** to approve the deleting of existing Article 53 and replacing it with:

*"The Directors shall monitor regularly the characteristics and skills set of the Board of Directors. If the Board identifies that a particular protected characteristic (as defined under the Equality Act 2010) or a skill set is lacking on the Board, the Directors may appoint one Additional Director to correct this defect. Such appointment will be on such terms as the Directors deem appropriate. The Board may only exercise this power if, immediately prior to the time of appointment, the total number of Directors is less than 12."*

**Resolution 5:** to delete the words "Subject to the possible appointment of an Additional Director under Article 53" from the first sentence of Article 39

**Formal business: Action to be taken**

You will find enclosed a Form of Proxy for use at the Meeting. Please complete, sign and return the enclosed form as soon as possible in accordance with the instructions printed thereon whether or not you intend to be present at the Meeting. Forms of Proxy should be returned so as to be received by the Company's Head Office as soon as possible and in any event no later than 48 hours before the time appointed for the Meeting.

***Recommendation***

Your Directors consider that the resolution in the notice of the Meeting is in the best interests of the Company and its Members as a whole. They recommend that you vote in favour of it as all the Directors intend to do.

Yours faithfully

A handwritten signature in dark ink that reads "Georgina Usher". The signature is written in a cursive, flowing style.

GEORGINA USHER  
CEO  
British Fencing