



BRITISH FENCING

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an **EXTRAORDINARY GENERAL MEETING** of British Fencing Association Limited will be held at 11.00 am on Saturday 19<sup>th</sup> May 2012 at the British Olympic Association, 60 Charlotte Street, London W1T 2NU.

A Form of Proxy for use at the General Meeting is enclosed. To be valid, Forms of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's Head Office as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting.

# BRITISH FENCING ASSOCIATION LIMITED

(A company limited by guarantee no. Registered in England & Wales under the Companies Act 1985 and with registered number 1917099)

Mr. Andrew Brannon  
Mr. David King  
Mr. Piers Martin  
Mr. Murray Morrison  
Mr. Alp Orge  
Miss Libby Payne  
Mr. Keith Smith  
Miss Penny Spink MBE  
Mr. David Teasdale  
Mr. Michael Thornton

Registered Office  
British Fencing  
1 Baron's Gate  
33-35 Rothschild Road  
London. W4 5HT

4<sup>th</sup> October 2011

Dear Member,

On behalf of the Chair and Board of British Fencing, I am writing to inform you that an Extraordinary General Meeting (the "Meeting") of the Company will be held at 11.00 am on Saturday 19<sup>th</sup> May 2012 at the British Olympic Association, 60 Charlotte Street, London W1T 2NU.

The formal notice of the Meeting and resolutions to be proposed are set out in this document. If you would like to vote on the resolutions 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 one of the methods set out in the notes to the notice of the Meeting.

The purpose of this letter is to explain certain elements of the business to be considered at the meeting. Resolutions 1-7 are proposed as special resolutions and the table below provides details of the changes including a brief explanation. This table should be read in conjunction with the attached Articles, showing changes in coloured highlights, relevant to each resolution:

**By the Board – Special resolution (1) – Size and composition of the Board, creation of the office of Independent Director**

**"It is resolved to amend the Articles of Association by adopting the changes highlighted in Green in the draft Articles presented to the Members with the Notice of this Meeting."**

**Note and explanation:**

These changes are necessary to secure effective corporate governance, to benefit fencers and members, and to give effect to the requirements of our funding partners.

**By the Board – Special resolution (2) – Transitional provisions affecting the elections to the Board**

**"It is resolved to amend the Articles of Association by adopting the changes highlighted in Red in the draft Articles presented to the Members with the Notice of this Meeting."**

Note and explanation:

These changes are necessary to bring about the changes to the Board dealt with in the first Special Resolution.

**By the Board – Special resolution (3) – Changes to the appointment and role of the Association’s President**

**“It is resolved to amend the Articles of Association by adopting the changes highlighted in Blue in the draft Articles presented to the Members with the Notice of this Meeting.”**

Note and explanation:

These changes redefine the role of the President in light of the other changes that have been made to the Board, the appointment of the Independent Chair, and in anticipation of securing a high profile President that would necessarily be a titular figurehead only.

**By the Board – Special resolution (4) – length of term that Directors may serve on the Board**

**“It is resolved to amend the Articles of Association by adopting the changes highlighted in Purple in the draft Articles presented to the Members with the Notice of this Meeting.”**

Note and explanation:

These changes create 4-year terms for all the Directors (save for these Directors elected under the transitional provisions and any equality Directors).

**By the Board – Special resolution (5) – quorum for business of of the Board**

**“It is resolved to amend the Articles of Association by adopting the changes highlighted in Yellow in the draft Articles presented to the Members with the Notice of this Meeting.”**

Note and explanation:

This change is required in light of the proposed change to the size and composition of the Board, it provides that the quorum will be 8, of which 5 must be Elected Directors.

**By the Board – Special resolution (6) – power to co-op Directors to secure the diversity requirement of the Equality Act 2010**

**“It is resolved to amend the Articles of Association by adopting the changes highlighted in Violet in the draft Articles presented to the Members with the Notice of this Meeting.”**

Note and explanation:

These changes provide the Board with the power to appoint up to two additional Directors in the event that the Board is not fully representative of the membership in terms of certain characteristics recognised under the Equality Act 2010 (meaning sex, age, race, religion or belief, sexual preference etc).

**By the Board – Special resolution (7) – technical and minor changes and corrections**

**“It is resolved to amend the Articles of Association by adopting the changes highlighted in Brown in the draft Articles presented to the Members with the Notice of this Meeting.”**

**Note and explanation;**

These changes correct certain matters from the existing Articles, better define certain matters, and generally tidy up the Articles. None are substantive in the sense that they do not affect the meaning.

**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 all the resolutions in the notice of the Meeting are in the best interests of the Company and its Members as a whole and recommend that you vote in favour of them as they intend to do.

Yours faithfully

A handwritten signature in black ink, appearing to read "P. Martin". The signature is written in a cursive, flowing style.

**Piers Martin**  
**Chief Executive**

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the Company will be at 11.00 am on Saturday 19<sup>th</sup> May 2012 at the British Olympic Association, 60 Charlotte Street, London W1T 2NU for the following purposes:-

### **Special resolutions**

To consider, and if thought fit, pass the following resolutions as special resolutions:

**1. By the Board – Special resolution (1) – Size and composition of the Board, creation of the office of Independent Director**

*“It is resolved to amend the Articles of Association by adopting the changes highlighted in Green in the draft Articles presented to the Members with the Notice of this Meeting.”*

**2. By the Board – Special resolution (2) – Transitional provisions affecting the elections to the Board**

*“It is resolved to amend the Articles of Association by adopting the changes highlighted in Red in the draft Articles presented to the Members with the Notice of this Meeting.”*

**3. By the Board – Special resolution (3) – Changes to the appointment and role of the Association’s President**

*“It is resolved to amend the Articles of Association by adopting the changes highlighted in Blue in the draft Articles presented to the Members with the Notice of this Meeting.”*

**4. By the Board – Special resolution (4) – length of term that Directors may serve on the Board**

*“It is resolved to amend the Articles of Association by adopting the changes highlighted in Purple in the draft Articles presented to the Members with the Notice of this Meeting.”*

**5. By the Board – Special resolution (5) – quorum for business of of the Board**

*“It is resolved to amend the Articles of Association by adopting the changes highlighted in Yellow in the draft Articles presented to the Members with the Notice of this Meeting.”*

**6. By the Board – Special resolution (6) – power to co-op Directors to secure the diversity requirement of the Equality Act 2010**

*“It is resolved to amend the Articles of Association by adopting the changes highlighted in Violet in the draft Articles presented to the Members with the Notice of this Meeting.”*

**7. By the Board – Special resolution (7) – technical and minor changes and corrections**

*"It is resolved to amend the Articles of Association by adopting the changes highlighted in Brown in the draft Articles presented to the Members with the Notice of this Meeting."*

By order of the Board



**Piers Martin**  
**Chief Executive**

3<sup>rd</sup> May 2012

Registered Office  
British Fencing Association Limited  
1 Baron's Gate  
33-35 Rothschild Road  
London. W4 5HT

**Notes:**

Pursuant to the Articles of Association, only Members who have joined by 11.00am on the 19<sup>th</sup> May 2012 and will be members on the day of the EGM shall be entitled to attend and vote at the Meeting. Those joining after 11.00am on 19<sup>th</sup> May 2012 shall be disregarded in determining the rights of any person to attend or vote at the Meeting, notwithstanding any provisions in any enactment, articles of association or other instrument to the contrary.

A member entitled to attend and vote at the Meeting may appoint one or more persons as his proxy or proxies to exercise all or any of his rights to attend, speak and vote at the Meeting. A member can appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attaching to a different share or shares held by him. Completion and submission of an instrument appointing a proxy will not preclude a member from attending and voting in person at the Meeting. A proxy need not be a member of the Company but must attend the meeting in person to represent you. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the Form of Proxy are set out on the Form of Proxy and in its notes.

Appointing a proxy does not preclude you from attending the Meeting and voting in person but in the event that and to the extent that you personally vote your shares, your proxy shall not be entitled to vote and any vote cast by your proxy in such circumstances shall be ignored.

To be valid, the Form of Proxy for use at the Meeting and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority, must be deposited with the Company's Head Office, not less than 48 hours before the time appointed for holding the Meeting, being not later than 11.00am on the 19<sup>th</sup> May 2012.

To change your proxy instructions you may return a new Form of Proxy using the methods set out. Please download from [www.britishfencing.com](http://www.britishfencing.com) or contact the Company's Head Office if you require another Form of Proxy. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions.

Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others. If the Company is unable to determine which appointment was last validly received.

Copies of the register of Directors' interests and the terms and conditions of appointment of Non Executive Directors are available for inspection at the registered office of the Company

# BRITISH FENCING ASSOCIATION LIMITED

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## FORM OF PROXY

**THIS IS A FORM OF PROXY** for the **EXTRORDINARY GENERAL MEETING** of British Fencing Association Limited to be held at 11.00 am on Saturday 19<sup>th</sup> May 2012 at the British Olympic Association, 60 Charlotte Street, London W1T 2NU.

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I, *[insert name]* ....., hereby appoint the Chairman of the Meeting / *[insert name of Proxy]* .....\* as my proxy to vote in my name and on my behalf at the Extraordinary General Meeting of the Company to be held at 11.00am on 19<sup>th</sup> May 2012 and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows: -

- Resolution No. 1      For/Against\*
- Resolution No. 2      For/Against\*
- Resolution No. 3      For/Against\*
- Resolution No. 4      For/Against\*
- Resolution No. 5      For/Against\*
- Resolution No. 6      For/Against\*
- Resolution No. 7      For/Against\*

\*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.

Full name.....

Membership Number .....

Signed .....

Dated .....