

NOTICE OF GENERAL MEETING

A General Meeting (the "Meeting") of the Company will be held at 11.00 am on Saturday 18 May, 2013 at the offices of the British Olympic Association at 60 Charlotte Street, London W1T 2NU.

The Resolutions below are proposed as special resolutions.

Resolution 1: to approve changes in Articles to secure a maximum Board size of twelve (12) Directors, to include eight (8) elected by the membership, three (3) Independent Directors and one (1) Appointed Director. The maximum size can be increased by one to thirteen (13) if and when strictly necessary for equality reasons. The Independent Director posts are to be filled by open competition and the Appointed Director is to be appointed by the Board;

Resolution 2: to approve changes in Articles to confirm the role of an Honorary President of British Fencing, to be appointed by the Board after open competition and approved by the membership at a General Meeting each year; the President must be a member of British Fencing and is to have an international role, with observer status on the BF Board ;

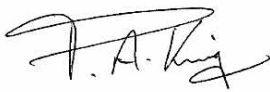
Formal business: Action to be taken

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

Yours faithfully



PETER KING
CEO
British Fencing

ARTICLE CHANGES

1. By the Board – Special resolution (resolution no. 1) – Regarding the size and composition of the Board, creation of the office of Independent Director, creation of the office of Appointed Director and the Chair of the Association and the alteration of the quorum.

“It is resolved to amend the Articles of Association in the following ways;

1. The following shall be added as defined terms within Article 1, in their appropriate alphabetical order, and thereafter the definitions in Article 1 will be renumbered:-

‘Appointed Director’ means a person who is appointed as an appointed director of the Association in accordance with the Articles;

‘Chair of the Association’ means the independent chair of the Association appointed by the Directors in accordance with Article 52;

‘Chief Executive’ means the chief executive officer of the Association appointed by the Directors in accordance with Article 53;

‘Elected Director’ means one of the eight Directors elected from the Association’s membership in accordance with these Articles;

‘Independent Director’ means a person who is an independent director of the Association in accordance with these Articles, either ex officio or by appointment;

2. The following Definitions shall be amended in the manner set out below:-

Change reference to ‘Article 39’ to read ‘Article 54’ in the definition of ‘Additional Director’;

Change reference to ‘Article 90’ to read ‘these Articles’ in the definition of ‘Bye Laws’;

3. Article 39 shall be deleted and replaced with the following

39. Subject to the possible appointment of an Additional Director under Article 54 the maximum number of Directors shall be twelve, of whom eight shall be Elected Directors as provided below, three (including the Chair of the Association) shall be appointed as Independent Directors and one shall be appointed as an Appointed Director.

4. Article 40 shall be deleted and replaced with the following

40. There shall be eight Elected Directors of the Association and every Elected Director must be a Member. There shall be three Independent Directors being the Chair of the Association and two other Independent Directors. There shall be one Appointed Director. In addition there may be one Additional Director appointed if article 54 so requires.

5. The word ‘Appointment’ shall be inserted in the section heading above article 44 immediately after the word ‘Election’.

6. Article 44 shall be deleted and replace with the following;

44. If there are more candidates for election to the eight Elected Directorships than there are vacancies there shall be an election by ballot in which all Qualifying Voting Members will be entitled to participate.

7. Article 46 shall be deleted

8. Article 49 shall be deleted and replaced with the following

49.1 The Directors shall appoint up to three Independent Directors in accordance with the description at Article 40, on such terms and for such period as they think fit, and one Appointed Director (who may be a Member) on such terms and for such period as they think fit to provide the Board with such skills and expertise as the Directors judge will further the interests of the Association. The appointment of each Independent Director and the Appointed Director shall be subject to the approval of that appointment at the next Annual General Meeting of the Association following that appointment.

49.2 No person may be appointed to be an Independent Director (who may be a Member and who may be a member of any Affiliated Club or Associated Body) if he or she:

- (i) is an employee of the Association;
- (ii) has any other contractual relationship with the Association or any Affiliated Club or Associated Body, except for any Directors' Agreements which may be entered into between the Association and the Independent Directors, which agreement shall be in terms appropriate for Independent directors and which do not compromise their independence;
- (iii) has any other material relationship with the Association or any such club or body which could impair their impartiality or the perception of impartiality; or
- (iv) has been in any position described in (i), (ii) or (iii) at any time within four years preceding the date of appointment;

49.3 An Independent Director who ceases to satisfy the requirements set out in paragraph 49.2 must vacate his position forthwith.

9. Remove the words "(except in respect of the Presidency, which shall be dealt with under Articles 51 to 54)" from Article 50

10. Remove articles 51 to 54 (inclusive) and replace them with the following

51 A person may be appointed as an Independent Director at any time when there is a Vacancy for an Independent Director.

52 The Directors shall appoint a person to be the Chair of the Association on such terms as they deem appropriate (and usually for a four year period, at the discretion of the Directors). The Chair of the Association shall be an Independent Director and must satisfy the requirements of Articles 49. The duties of the Chair of the Association shall include chairing all meetings of the Directors and General Meetings of the Association (unless unavailable or unwilling for any bona fide reason to do so).

53 The Directors shall appoint a Chief Executive on such terms as they deem appropriate and may delegate to the Chief Executive such functions as they from time to time deem appropriate in accordance with the provisions of Article 43.

54.1 The Directors shall monitor regularly whether the characteristics of the Directors reflect the characteristics of the membership. Should the Directors, in their absolute discretion, decide that this is not the case, the Directors may appoint one Additional Director to address any under-representation of any particular group of Members sharing a characteristic. In this Article 'characteristic' refers to sex, age, race, religion or

belief, sexual preference or any other characteristic that is defined as a “protected characteristic” under the Equality Act 2010 as amended from time to time. The Additional Director may be a Member but is not required to be so.

54.2 The Additional Director shall hold office for one year from the date of appointment (unless terminated early by a two thirds majority vote of the board) and shall be eligible for re-appointment any number of times.

11. Insert the ‘Elected’ between the words ‘Each’ and ‘Director’ and remove the words ‘with effect from the Annual General Meeting of the Association in 2010’ from Article 56.

12. Add the following sub-Article as 57.9

57.9 If, being an Independent Director, he ceases to fulfil the requirements of Article 49.2

13. Article 59 shall be deleted and replaced with:

The quorum for the transaction of the business of the Directors shall be six including at least four Elected Directors. Directors participate in a meeting of Directors when the meeting has been called and takes place in accordance with the Articles and they can communicate to the other Directors any information or opinions they have on any particular item of the business of the meeting. In determining whether Directors are participating in a meeting it is irrelevant where any Director is or how they communicate with each other. If all the Directors participating in a meeting are not in the same place, the meeting is treated as taking place wherever the chair of the meeting is.

14. Having made all the amendments set out in this resolution, the Board shall be entitled to make any consequential changes to the numbering of the Articles, or references to Article numbers, that are required for consistency and accuracy of the final Articles.

Note and explanation

- (a) These changes are necessary to secure good corporate governance compliance. It is recommended that at least 25% of the Board comprises independent directors (that is, directors appointed based on open recruitment against a particular skill set rather than elected). In addition, the Board believes that the Appointed Director role is important as it allows for the appointment of someone, who may not be independent, but will add value to the Board.
- (b) These changes provide the Board with the power to appoint one additional Director 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).
- (c) The amendment to the quorum provisions mean that at least half the total number of Elected Directors must be present at a Board meeting for any business to be conducted.

2. By the Board – Special resolution (resolution no. 2), redefinition of title and role of President.

“It is resolved to amend the Articles of Association in the following ways;

1. The following shall be added as a defined term within Article 1, in the appropriate alphabetical order, and thereafter the definitions in Article 1 will be renumbered:-

‘Honorary President’ means the non-executive Honorary President appointed by the Board under Article 75.

2. The following Definition shall be amended in the manner set out below:-

Remove the words 'including the President and Treasurer' from the definition of 'Directors';

3. Delete the following words from the end of Article 43;

'The President shall not be the Chair of any such Committee except as laid down in the Bye-Laws and no President or Treasurer shall be permitted to become an officer of any such Committee.'

4. References to 'President' in Articles 26 and 85 shall be deleted and replaced with 'Chair of the Association'.

5. Delete Article 61 in its totality.

6. Renumber Article 75 as 75.1 , delete the words 'as laid down in the Bye Laws' and replace them with 'by the Board'

7. Add as 75.2 the following;

75.2 The Honorary President will be appointed by the Board after open competition and will be approved by the membership at a General Meeting each year; the Honorary President will have an international role, and shall be entitled to attend all meetings of the Board as an observer without voting rights. The Honorary President shall not be a director of the Association but must be a Member.

8. Insert the word 'Honorary' before any references to President or Vice-President (unless already present) wherever they appear in the Articles following the other amendments provided for in this resolution.

9. Having made all the amendments set out in this resolution, the Board shall be entitled to make any consequential changes to the numbering of the Articles, or references to Article numbers, that are required for consistency and accuracy of the final Articles.

Notes and explanation

These changes redefine the role of the President in light of the other changes already made to the Board, including the introduction of the Independent Chair, and in anticipation of securing a President that would fulfil an international role for British Fencing.

BRITISH FENCING ASSOCIATION LIMITED

(A company limited by guarantee) Registered in England & Wales with registered number 1917099

FORM OF PROXY

THIS IS A FORM OF PROXY for the **GENERAL MEETING** of British Fencing Association Limited to be held at 11.00 am on Saturday 18th May 2013 at the British Olympic Association, 60 Charlotte Street, London W1T 2NU.

To be valid, this Form 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, being not later than 11.00am on the 16th May 2013.

I, *[insert name]*, hereby appoint the Chair of the Meeting* / *[insert name of the Proxy you are appointing]** as my proxy to vote in my name and on my behalf at the General Meeting of the Company to be held at 11.00am on 18th May 2013 and at any adjournment thereof.

**Strike out whichever is NOT desired: EITHER the Chair OR a valid Proxy*

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

Special Resolution No. 1:	FOR	AGAINST*
Special Resolution No. 2:	FOR	AGAINST*

**Strike out whichever is NOT desired: EITHER For OR Against*

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

FULL NAME: (as appears on your BF profile)	
MEMBERSHIP NUMBER:	
SIGNATURE:	
DATE:	