

# BRITISH FENCING ASSOCIATION LIMITED (“BF”)

(A company limited by guarantee)

Registered in England & Wales with registered number 1917099

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

By order of the Board, notice is hereby given of an Extra-Ordinary General Meeting of BF to be held at 5pm on 23<sup>rd</sup> September 2021 at the offices of British Fencing at 1 Baron’s Gate, 33 Rothschild Road, London W4 5HT.

The purpose of this Extraordinary General Meeting is to explain, and invite the membership to vote on, an amendment to the BF’s Memorandum and Articles of Association. The current BF Memorandum & Articles only allows for the holding of in-person (physical) general meetings. Following the declaration of the global pandemic in March 2020 government legislation was enacted to allow the holding of virtual or hybrid general meetings irrespective of the provisions in a company’s articles. BF held a virtual AGM on 10<sup>th</sup> October 2020 under these provisions. The provision in the legislation expired on 31 March 2021. BF plans to hold the next AGM in the autumn of this year as a virtual or hybrid meeting. Changes to the Articles of Association are proposed to allow for the holding of virtual and hybrid as well as in-person general meetings.

The Amendments are as follows and are proposed as a single special resolution:

### **Resolution 1: to amend the Articles of Association of BF as follows:**

#### **1. Delete Article 20 in its entirety and replace with:**

“20. *The Board shall determine whether a general meeting (including an Annual General Meeting) is to be held as a physical general meeting, a virtual general meeting or a hybrid general meeting. The Board may convene general meetings whenever and at such times and places (including virtual platforms) as it shall determine.*”

#### **2. Delete Article 22 in its entirety and replace with:**

“22. *The notice shall specify:*

22.1 *whether the meeting shall be a physical, virtual or hybrid general meeting;*

22.2 *for physical general meetings, the time, date and place of the meeting;*

22.3 *for virtual general meetings, the time, date and virtual platform for the meeting;*

22.4 *for hybrid general meetings, the time, date and place of the meeting and the virtual platform for the meeting*

*and shall set out all proposed special and extraordinary resolutions and describe generally the nature of the business to be transacted.”*

#### **3. Insert the following as a new Article 27A:**

“27A *In relation to physical general meetings, the right of members to participate in the business of the meeting shall include without limitation the right to speak, vote on a show of*

*hands, vote on a poll, be represented by a proxy and have electronic access to all documents which are required by the Act or the Articles to be made available at the meeting”*

**4. Insert the following as a new Article 27B:**

*“27B In relation to virtual and hybrid general meetings:*

*27B.1 The Board and the chair of the meeting may make any arrangement and impose any requirement they regard as necessary to ensure the identification of those participating and the security of the virtual platform;*

*27B.2 The right of members to participate in the business of the meeting shall include without limitation the right to speak, vote on a poll, be represented by a proxy and have virtual access to all documents which are required by the Act or the Articles to be made available at the meeting;*

*27B.3 The members present shall be counted in the quorum for the meeting and the meeting shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that members may participate as specified in 27B.2(b) above.”*

**5. Insert the following as a new Article 27C:**

*“27C If it appears to the chair of a virtual or hybrid general meeting that the virtual platform or facilities at the meeting have become inadequate for the purposes referred to in Article 27B.2, then the chair may, without the consent of the meeting, interrupt or adjourn the meeting. All business conducted at that general meeting up to the time of that adjournment shall be valid. The provisions of Article 27 shall apply to that adjournment.”*

**6. Insert the word “physical” in Article 28 between the words “a” and “meeting” in the first sentence.**

**7. Insert the following as a new Article 29A**

*“Article 29A Unless the Board otherwise determines, all resolutions put to the members at a virtual or hybrid general meeting shall be voted on by a poll, which poll votes may be cast by such electronic means as the Board in its sole discretion authorises for the purpose of the meeting.”*

**If you would like to vote on the special resolution you must complete and return the proxy form in advance appointing the Chair of the Meeting as your proxy to exercise all of any of your rights to vote at the Meeting. Please complete and submit in accordance with the instructions on the form. Proxy forms should be submitted as soon as possible and, in any event, no later than 48 hours before the time appointed for the Meeting.**