

TUNBRIDGE WELLS LAWN TENNIS CLUB LIMITED

(the “Company” or the “Club”)

ANNUAL GENERAL MEETING

PROXY FORM

Before completing this form, please read the explanatory notes below.

I/We

(Print Name and Address of Club Member)

being a Voting Member of the Company, hereby appoint:

the Chair of the Meeting **OR** (see note 3)

as my/our proxy to attend, speak and vote on my/our behalf at the annual general meeting of the Company to be held on Tuesday 26th September at 19.30 and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an “X”. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

RESOLUTIONS	For	Against	Abstain
ORDINARY RESOLUTIONS			
Approval of Minutes of AGM of the Club held on 7th September 2022 as circulated prior to the meeting.			
To approve the annual report and accounts for the year ended 31 st December 2022.			
To approve the re-appointment of Kevin van Doren as auditor of the Company on the terms laid out in the Agenda.			
SPECIAL RESOLUTION 1			
<p>To amend the Articles listed below as follows:</p> <p>Article 8. "Any decision of the Board must be either a majority decision including at least five <u>(or, in the event that there are five or fewer members of the Board, three)</u> members of the Board or a decision taken in accordance with Article 9, save that in the event of a decision required to be made pursuant to Articles 12.3 and 18.2.5 the majority required will be a simple majority of those present at the meeting."</p> <p>Article 12.1. "The quorum for meetings of the Board is five <u>or, in the event that there are five or fewer members of the Board, three.</u></p> <p>Article 18.1. "The number of directors shall be not less than <u>three</u> and shall be subject to a maximum of nine.</p> <p>Article 18.2.5. "if there are casual vacancies for the Board, the Board may from time to time co-opt Voting Members to the Board until the next AGM, provided that the total number of directors at any one time shall not exceed the maximum number fixed by these Articles. In such an event the Board shall advertise the vacancy on the Club notice board and Club website for a 2-week period and appointment to the Board shall be by majority vote of the Board. Co-opted directors shall be entitled to vote at the meetings of the Board. Any</p>			

RESOLUTIONS	For	Against	Abstain
such co-opted member of the Board will retire at the next AGM and be able to stand for election. If the number of members of the Board excluding co-opted directors falls below <u>three</u> an Extraordinary General meeting will be called within 28 days to elect additional directors until the next AGM.			
SPECIAL RESOLUTION 2			
To amend Article 25.2. as follows: <u>“All nominated candidates must be approved by way of Ordinary resolution at the AGM taking into account the requirements of Article 18.4. If there are the same number of candidates as there are vacancies for a post, those candidates who have been approved by way of Ordinary resolution shall be declared elected unopposed at the AGM. In the event of there being more candidates who have been approved by way of Ordinary resolution than there are vacancies, there shall be an election at the AGM. The results of any such election must be announced at the AGM.”</u>			
SPECIAL RESOLUTION 3			
To amend Article 20.1.8. as follows <u>“three months’ prior written notice (or such shorter period as the Board may approve) has been received by the Club from a director that the director is resigning from office, and such notice period has expired in accordance with its terms.”</u>			

Signature	Date
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Notes to the proxy form

1. As a Voting Member of the Company you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend and to speak and vote at the meeting.
2. The appointment of a proxy will not prevent you from subsequently attending and voting at the meeting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Club but must attend the meeting to represent you. To appoint as your proxy a person other than the Chair of the Meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chair of the Meeting will be deemed your proxy. Where you appoint as your proxy someone other than the Chair of the Meeting, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will note (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
5. To appoint a proxy using this form, the form must be:
 - Completed and signed;
 - Sent to Irene Clark at Tunbridge Wells Lawn Tennis Club Limited, Nevill Gate, Warwick Park, Tunbridge Wells, TN2 5ES or emailed to irene@twltc.co.uk and
 - Received by Irene Clark no later than 19.30 on Friday 22nd September 2023
6. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
7. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. To terminate a proxy instruction, you will need to inform Irene Clark using one of the following methods:
 - (a) by sending a signed hard-copy notice clearly stating your intention to terminate your proxy appointment to Tunbridge Wells Lawn Tennis Club Limited, Nevill Gate, Warwick Park, Tunbridge Wells, TN2 5ES
 - (b) by sending an email to irene@twltc.co.uk from your registered email address with the Company.

In either case, the revocation notice must be received by Irene Clark no later than 12.00 on Tuesday 26 September.