



BRITISH CANOEING

EXTRAORDINARY GENERAL MEETING

**Held at Macdonald Manchester Hotel, London Road, Manchester,
M1 2PG, on Saturday 25th March 2017 at 2.00pm**

PROXY FORM

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

I,.....the undersigned, of

..... (insert address)

Member Number(insert British Canoeing Membership Number)

hereby appoint the chairman of the meeting or, failing him,

..... of

.....(insert address)

to be my proxy to vote and speak for me at the Extraordinary General Meeting of the Company to be held on 25th March 2017 at 2pm at the Macdonald Manchester Hotel, London Road, Manchester, M1 2PG and at any adjournment thereof.

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.

SPECIAL BUSINESS	For	Against	Abstain
1. That the Definition of Independent Director be amended to: a) <i>a member of any committee within British Canoeing, other than a committee of the Board, established by the Board;</i>			
2. That a new Definition of Life President be included.			

<p><i>any person appointed from time to time to be a Life President of the Company in accordance with Article 59;</i></p>			
<p>3. New Definition of Office Holders be included: <i>the person appointed from time to time to be the Life President, Honorary President, President Elect and Vice President of the Company in accordance with Articles 56, 57, 58 and 59.</i></p>			
<p>4. Definition of President amended: <i>the person appointed from time to time to be Honorary President of the Company in accordance with Article 56;</i> With subsequent name change throughout the Articles.</p>			
<p>5. That a new Definition of President Elect be included: <i>the person appointed from time to time to be the President Elect of the Company in accordance with Article 57;</i></p>			
<p>6. That a new definition of Vice Chairman be included. <i>the person appointed by the Board, from time to time, as Vice - Chairman of the Board.</i></p>			
<p>7. That Article 16 be amended as follows: d) <i>to ratify appointment of elect Vice-Presidents pursuant to Article 57;</i> e) <i>in the year of an election appointment, to upon recommendation from the Board ratify announce the appointment of the Honorary President pursuant to Article 56;</i> f) <i>in the year prior to an appointment of the Honorary President, to upon recommendation from the Board ,ratify the appointment of the President Elect pursuant to Article 56;</i> g) <i>to upon recommendation from the Board ratify the appointment a Life President pursuant to Article 58;</i></p>			
<p>8. That Article 24 be amended as follows: <i>The Chairman or, in his absence, the Vice-Chairman shall preside as Chairman at every general meeting.</i></p>			
<p>9. That Article 49 be amended as follows: <i>Subject to Article 52 a Director so appointed shall serve for a initial term of up to four years from the date of the annual general meeting at which his appointment was ratified pursuant to Article 16c. Upon the expiry of this initial term the relevant Director will be eligible for re-appointment for a</i></p>			

<p><i>further term of four years but after completing the maximum of two consecutive terms a director shall not be eligible for re-appointment for the next four years. This Article shall not apply to the Chief Executive of the Company (from time to time) whose term of office shall run concurrently with his term as Chief Executive of the Company.</i></p>			
<p>10. That Article 50 be amended as follows:</p> <p><i>The Board shall appoint a Chairman following an open, publicly advertised recruitment process. The Chairman shall serve for an initial four year term, (subject to Articles 49 and 52) from the annual general meeting following his appointment (pursuant to Article 16c). Upon expiry of this term the Chairman will, subject to Articles 49 and 52, be eligible for re appointment for one further four year term . For the avoidance of doubt, the position of the Chairman shall be vacated upon any holder of that office ceasing to be a Director of the Company. After completing the maximum of two consecutive terms a Chairman shall not be eligible for re-appointment as a Director for the next four years.</i></p>			
<p>11. That Article 53 be amended as follows;</p> <p><i>The Company may from time to time and if thought fit appoint a Life President, an Honorary President, a President Elect, and Vice-Presidents in accordance with Articles 56, 57, 58 and 59 . Such offices shall be unpaid and no person holding such office shall be a Director by virtue of his office but any Vice President may be appointed as a Director in his own right pursuant to Article 47. Office Holders are subject to such regulations as the Board may prescribe from time to time.</i></p>			
<p>12. That Article 56 be amended as follows</p> <p>a) At the annual general meeting or emergency general meeting held at least one month after these Articles are adopted the Board shall put forward, in the form of a motion under the terms of Article 18, the candidate for appointment as Honorary President. The candidate will be selected by the Board, in accordance with the regulations set by the Board pursuant to Article 43, before the annual general meeting, the appointment being ratified at that meeting and the Honorary President be appointed for two years from that relevant annual general meeting.</p> <p>b) The Honorary President shall be appointed for a term of 2 years.</p>			

<p>c) The Honorary President shall not be a Director but shall by virtue of his office be entitled to receive notice of, attend and speak, but shall not be entitled to vote at Board meetings.</p> <p>d) If for any reason the Honorary President shall be unable to fulfil his duties as Honorary President the Board shall appoint the President Elect to assume the role of Honorary President until his inauguration pursuant to Article 57 (b). If there is no President Elect in post then the Board shall select a President Elect in accordance with the regulations set by the Board pursuant to Article 43 who shall remain in post until the next annual general meeting when he will be inaugurated pursuant to Article 57 (b).</p>			
<p>13. That new Article 57 be introduced</p> <p>a) At the annual general meeting following the annual meeting or emergency general meeting pursuant to Article 56 (a) when the Honorary President is appointed and at the annual general meeting in each alternate year thereafter the Board shall put forward in the form of a motion under the terms of Article 18 the candidate for appointment as President Elect. The candidate will be selected by the Board in accordance with the regulations set by the Board pursuant to Article 43 before the annual general meeting, the appointment being ratified at that meeting and the President Elect appointed for one year from that relevant annual general meeting be appointed.</p> <p>b) At the annual general meeting following his appointment pursuant to Article 57 (a) and in each alternate year thereafter the President Elect will be formally inaugurated as Honorary President for a term of two years.</p> <p>c) Any Honorary President will be eligible to be appointed (pursuant to Article 57 (a)) as President Elect after his 2 year term of office has ended provided he has not already served a maximum of two terms as Honorary President in the past eight (8) years.</p> <p>d) At least four (4) years must elapse before any person who has served a maximum of two terms within (8) eight years as Honorary President shall be eligible to stand for the office of President Elect again.</p> <p>e) If for any reason the President Elect shall be unable to be inaugurated as Honorary President (pursuant to Article 57 (b)) the Board shall appoint an Honorary President who shall</p>			

remain in post until the next annual general meeting.			
14. That Articles be re-numbered accordingly throughout.			
<p>15. That new Article 59 be introduced.</p> <p>59a) The office of Life President may be awarded to an individual who warrants such recognition for their outstanding long service and exceptional meritorious contribution to the sport of canoeing or to the Company. This office would be appointed following recommendation from the Board and upon confirmation by a resolution of an annual general meeting pursuant to Article 16(f).</p> <p>59b) The Life President shall not be a Director but shall by virtue of his office be entitled to receive notice of, attend and speak, but shall not be entitled to vote at Board meetings.</p> <p>59c) The Life President shall not be required to pay a Membership subscription and Life President shall hold office for such term as the Board shall determine and shall have such rights and privileges as the Board shall prescribe.</p>			
<p>16. That Article 65 be amended as follows: <i>The quorum at board meetings shall be 50% of Directors entitled to vote at the Board meeting.</i></p>			
<p>17. That Article 76 be deleted:</p> <p><i>The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.</i></p>			

Signature: **Date:**

Notes to the proxy form:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

3. A proxy must be a member of the Company and must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman 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 Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

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 vote (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 or delivered to the Company at British Canoeing at National Water Sports Centre, Adbolton Lane, Holme Pierrepont, Nottingham NG12 2LU; and
- Received by the Company no later than 22nd March 2017.

6. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

7. 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.

8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

9. 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.

10. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to British Canoeing at National Water Sports Centre, Adbolton Lane, Holme Pierrepont, Nottingham NG12 2LU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the

revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

11. The revocation notice must be received by the Company before 12.00 noon one day prior to the commencement of the meeting.

12. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 2, your proxy appointment will remain valid.

End