



ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirty Third Annual General Meeting of British Rowing Ltd** will be held at **1.00pm on 1st October, 2016** in the **Montgomery Room, St Paul's School, Lonsdale Road, London SW13 9JT.**

1. Chairman's Welcome and opening remarks.
2. Apologies for Absence.
3. To approve the minutes of the Annual General Meeting of the Company held on 3rd October 2015.
4. To receive the accounts of the Company for the year ended 31st March 2016, together with the reports of the Directors and Auditors.
5. That haysmacintyre be appointed as auditors of the Company to hold office until conclusion of the next General Meeting at which Accounts are laid before the Company and to authorise the Directors to fix their remuneration.
6. To consider and, if thought fit, passing the following resolutions which will be proposed as Special Resolutions, that –
 - a) Article 14 (b) (vi) be amended (as highlighted in **bold**) to '**two Council members Directors** (elected for a 3 year term by Council) who **may be Council Members. If a Council Member is elected to the Board they shall, immediately following their election to the Board,** stand down from their positions on Council. ~~but who shall, in~~ any event, **those elected will be eligible for re-election to the Board at the end of their first 3 year term;**';
 - b) That the following Articles be amended as follows:
 - I. Article 14 (a) (as highlighted in **bold**) to '**The number of Directors shall not be less than 7 and shall be subject to a maximum of 1312**';
 - II. Article 14 (b) (v) '**subject to Article 14(j) below, the Deputy Chairman of the Sport Committee (appointed by Council in accordance with the Rules)**' be deleted;
 - III. Article 14 (j) '**The Deputy Chairman of the Sport Committee shall remain as a Director for the period between the date of adoption of these Articles and the first meeting of Council held after 1st September 2015. At the end of this period, the Deputy Chairman of the Sport Committee shall cease to be a Director.**' be deleted.



c) Subject to the approval of the above resolution that the following Articles are renumbered as follows:

- I. Article 14 (b) (vi) to Article 14 (b) (v);
 - II. Article 14 (b) (vii) to Article 14 (b) (vi);
 - III. Article 14 (b) (viii) to Article 14 (b) (vii);
- And that the words 'Article 14 (b) (vi)' be replaced with 'Article 14 (b) (v)' in Article 15 (i).

d) That the following Article be included as Article 14 (j) **'The Chief Executive Officer may from time to time appoint employees as technical, administrative or functional directors whose roles within British Rowing, unless specifically appointed as a Director in accordance with Article 14 (b), do not encompass being a Director within the meaning of the Act. For the avoidance of doubt such persons shall not be entitled to attend, speak or vote at Board meetings and the appointment of such persons shall not require the Company Secretary to inform Companies House of such appointments pursuant to the terms of the Act.'**

Any Member entitled to attend and vote at the AGM is entitled to appoint a proxy. Such proxy need not be a Member of British Rowing. All proxy votes must be notified to Mrs Pippa Randolph (E: pippa.randolph@britishrowing.org) by 5.00pm on Wednesday 28th September 2016.

September 2016

By Order of the Board

Hazel Mosienko
Company Secretary