



Dundee High School Former Pupils Rugby Football Club Limited

This year's AGM is to be on **Thursday 30 May 2019 at 7.30pm** in the Glass Pavilion. Please make every effort to attend and make sure you are part of the discussions and decisions that are made regarding the future of the Club.

Agenda for Annual General Meeting

to be held on May 30th 2019 at 7.30 pm at Mayfield (Glass Pavilion)

Notice is hereby given that the Annual General Meeting of Dundee High School Former Pupils Rugby Football Club Limited will be held in the Glass Pavilion at Mayfield, 193 Arbroath Road, Dundee on 30 May 2019 at 7.30 pm.

You will be asked to consider and vote on certain of the agenda items below. Agenda items 6 (Subscriptions) and 8 (Election of Office Bearers) will be proposed as ordinary resolutions and Agenda item 9 (Amendment of Articles of Association of Club) will be proposed as a special resolution.

1. Apologies
2. Minutes of 2018 AGMs and Matters Arising. (Copies available on request)
3. President's Report
4. Captain's Report
5. Treasurer's Report
6. Subscriptions for 2019-2020 (ordinary resolution)

(currently):

Season Ticket Member (full)	£160
Full Member (full)	£125
Playing Member (full)	£95
Student and U-21 member (full)	£65
Affiliate Member (affiliate)	£75
Lady Member/Spouse (affiliate)	£45

7. Honorary Life Memberships and Honorary Vice-Presidents
8. Election of Office Bearers & Post Holders (currently) (ordinary resolution):

<u>Position</u>	<u>Currently</u>
President	Gerry Tosh
Vice President	Sandy McDonald
Secretary	Robin Lunn
Treasurer	Kirstin McCarle
Rugby Convener	Ken Andrew
Eagles Section Convener	Caroline Gordon
Dundee Rugby Section Convener	Ben Dunn
Committee Member	Derek Lawson
Committee Member	Fraser Clarkson
Committee Member	Billy Gartley

<u>Post Holders</u>	
Club Captain	Fraser McKay
Club Vice-Captain	Lewis MacNamara
2nd XV Captain	

9. Amendment to Articles of Association of Club (special resolution):

- 9.1 THAT with effect from the conclusion of the meeting the Articles of Association of the Club be amended by the insertion of a new article 3 (8A):

"The Committee shall have the power to permit any person or persons to gratuitously or otherwise in common with the members of the Club use all the premises, property and facilities of the Club on such conditions as the Committee shall from time to time determine. Such persons shall be known as Day Members and they shall not be entitled to vote at general meetings of the Club, and are not members for the purposes of section 112 of the Companies Act 2006.

9.2 THAT with effect from the conclusion of the meeting the Articles of Association of the Club be amended by deleting the words "by circular" where they appear on line 2 of article 4(1) of the Club's Articles of Association and by the addition of the words "in accordance with article 30" to the end of Article 4(1).

9.3 THAT with effect from the conclusion of the meeting the Articles of Association of the Club be amended by the replacement of the word "audited" where it appears on lines 3 and 4 of article 34(3) of the Club's Articles of Association with the word "examined" and that the reference to the word "Honorary Auditor" where it appears on line 3 of article 34(3) of the Club's Articles of Association be replaced with the words "Honorary Accounts Examiner".

10. Appointment of Honorary Accounts Examiner/ Honorary Auditor

11. Other Competent Business

12. Club Vision/Open Discussion

Appointment of Proxies

1. If you are a member who is entitled to attend and vote at the Meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the. A proxy does not need to be a member of the Company but must attend the Meeting to represent you.
2. If you do not give your proxy an indication of how to vote on any resolution, 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.

Appointment of Proxies by post

3. To appoint a proxy using the appointment must be:
 - in writing and signed;
 - sent or delivered to the Company at Mayfield Clubhouse, 193 Arbroath Road, Dundee; and
 - received by the Company no later than 5pm on the day falling 2 business days prior to the date of the Meeting.

Any power of attorney or any other authority under which the proxy instruction is signed (or a duly certified copy of such power or authority) must be included with the proxy instruction.

Appointment of Proxy by joint members

4. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

Changing Proxy instructions

5. Members may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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.

Termination of Proxy appointments

6. A member may change a proxy instruction but to do so you will need to inform the Company in writing by either:
 - Sending a signed notice clearly stating your intention to revoke your proxy appointment to 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.
 - Sending an email to the Company Secretary.

In either case, the revocation notice must be received by the Company no later than 5pm on the business day immediately preceding the date of the Meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

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.

Communication

7. Except as provided above, members who have general queries about the Meeting should contact the Company Secretary.