



## Special resolutions for the 2020 Annual General Meeting

### 9.1. Change to clause 25 to explicitly include digital meetings.

Proposed by: Management Team

In order to bring the club's Articles of Association in line with the model articles from Companies House [Companies Act (2006)] the Board of Directors propose replacing Clause 25 of the TR Owners Club Limited Articles of Association with the relevant clause from the model articles, to allow the provision of digital AGMs in future years (should the current Government waiver not be extended). Not only will this make the club's articles more in line with the model articles from Companies House, but will also offer the benefits of reduced budgetary requirements for AGMs in the future, as well as opportunities to encourage wider participation.

Replace current clause 25:

25. An AGM of the club shall take place in each calendar year upon a date and at a time and venue to be fixed by the directors and all members shall receive written notice of such meeting.

With the wording from the Companies House model articles as follows:

25 (1) An AGM of the club shall take place in each calendar year upon a date and at a time and using a digital platform or venue to be fixed by the directors and all members shall receive written notice of such meeting.

(2) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(3) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such

resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(4) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(5) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(6) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

**MANAGEMENT TEAM RECOMMEND MEMBERS TO VOTE FOR**



# TR Register

*For all TR owners past, present & future*

## **9.2. Change in wording definition of a quorum**

In order to facilitate Digital Meetings in the future (should the current Government waiver not be extended) the following change to clause 31 is required:

Replace current clause 31:

31. (1) A quorum shall consist of fifty Members present at the meeting.

with the following amendment:

31. (1) A quorum shall consist of fifty Members participating in the meeting.

**MANAGEMENT TEAM RECOMMEND MEMBERS TO VOTE FOR**