

GOLF UNION OF WALES LIMITED

COMPANY NUMBER ****6027404****

**SPECIAL GENERAL MEETING**

29th JUNE 2021

**Proxy Voting Form**

**Name of Golf Club:-**

**Before completing this form, please read the explanatory notes below. Please email completed form to** **richard.dixon@walesgolf.org**

I/We being a member of the Company appoint the Chairman of the meeting or (see note 3)

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|   |

as my/our proxy to attend, speak and vote on my/our behalf at a Special General Meeting of the Company to be held on 29th June 2021 at Parc Golf Club, Newport commencing at 5.30pm 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.

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| **SPECIAL BUSINESS** |   YES/NO(Please delete as appropriate) |
| THAT the draft regulations attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association. |

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| **Name/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 does not need to be a member of the Company but 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.

4 To direct your proxy how to vote on the resolutions fill in the appropriate box with your instructions as to how they should vote. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think 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 Golf Union of Wales, Catsash, Newport, Gwent, NP18 1JQ; via email richard.dixon@walesgolf.org
* received by the **Company no later than 22nd June 2021**

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 For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

11 You may not use any electronic address provided to communicate with the Company for any purposes other than any expressly stated.

**Notes re voting and weighting of votes**

1 The Members shall be entitled to attend, speak and vote at any general meeting of the Union, but for the avoidance of doubt, each Club shall for this purpose have only one representative at any general meeting. (Other members of clubs may attend the meeting but only nominated delegates may speak or vote – Article 12)

2 On a poll, each Member shall be entitled to the number of votes calculated by reference to the size of membership of the club as follows (Article 21):

up to 199 playing members - 1 vote].

200 – 399 playing members - 2 votes

or more playing members - 3 votes

3 In the case of an equality of votes, the chairman of a general meeting shall be entitled to a casting vote in addition to any other vote he/she may have.

4 Any member of the Council shall, notwithstanding that they are not a Member, be entitled to attend and speak (but not to vote Article 13) at any general meeting of the Union.