

PRESTWICH GOLF CLUB Ltd.

NOTICE of ANNUAL GENERAL MEETING



Notice is given that the Annual General Meeting of Prestwich Golf Club Ltd. (the Company) will be held at 7-30pm on Friday 27th March 2020 at the registered office of the Company, The Clubhouse, Hilton Lane, Prestwich, Manchester M25 9XB. to transact the following:

As ordinary business:

Moment of Silence

In memoriam move that the Board and Members pay respect to the passing of members during the last year:-

Paul Sutherland,
Margery Weatherhead,
Patricia Elcock,
Jennifer Challinor

1. Financial Statements and Directors' and Auditors Reports

To receive and adopt the director's report.

2. Appointment of Auditors.

To re-appoint Metcalfe's to act as Auditors for the Company

3 Appointment of Directors.

3.1 *In accordance with the Company's constitution (14.1) the Board shall consist of a maximum of nine Directors. The following proposals do not exceed this limit and therefore do not require individual votes to eliminate candidates which would exceed this limit.*

In accordance with the Company's constitution the following Directors have served the maximum three year term and offer themselves for re-election.

- Tom Walker
- David Watts
- Colin Willis
- Gerry Hodson
- John Robinson

I request a shareholder to second the motion
Put the motion to the meeting (vote)

The Board would like to thank the following members who have been co-opted onto the board during the last twelve months and now offer themselves to be elected to serve as Board Members

- Peter Howard
- Gary Grimshaw
- Tony Meachin

I request a shareholder to second the motion (vote)
Put the motion to the meeting.

The Board would like to thank the following members who have been co-opted onto the Board for a number of years and have been essential in the operation and development of the business who for personal reasons do not wish to be formally elected as Directors..

- Dave Harding
- Rod Barber
- Brett Collier

These positions are not formally recorded at Company House and therefore do not require election.

3.2. Nomination of directors of The Subsidiary Company – Prestwich Clubhouse Catering Ltd.

Members will be aware that last year the Company formed a subsidiary Company to manage the operation of the non golfing activities of the Company. In accordance with the constitution of that company a minimum of two of the directors of the main board shall be elected to serve as Directors of this company.

The following Directors (*Subject to result of previous motions*) offer themselves to serve as Directors of this company.

- Colin Willis
- Gerry Hodson

I request a shareholder to second the motion (vote)

Put the motion to the meeting.

The Board would like to thank Mr Brett Collier who has been co-opted onto the Board of this Company during the last twelve months and has agreed to continue to serve as a co-opted Director

4. Directors Fees

Pursuant of Article 19.1 of the Company's Articles of Association Directors shall receive no salary, remuneration or benefit, except payment of out of pocket expenses properly and reasonably incurred solely in connection with the directors duties.

5. Election of Captain.

To elect a Captain in pursuance of Article 18.1 of the Company's Articles of Association –

Members will be aware that Mr Michael Fitzpatrick has served as Captain for the previous twelve months and that due to this being a transitional year whilst the new course was being constructed the period of his Captancy would be two years.

However in order to maintain the traditions of the Club the Board would like to formally re affirm the motion that Mr Michael Fitzpatrick be elected as Captain for the 2020-21 Season.

I request that a shareholder seconds the motion

Put the motion to the meeting.

This ends the formal Business of the Annual General Meeting

As Informal Business:-not included in the Company Business but requiring election by the membership.

1. **Election of President.**

The nomination & Election of the president is not formal business of the Company A.G.M.
The Post of President is initially for a twelve month period with the option to request to be nominated for a second year. Barbara has indicated that she would be honoured to serve for a second year.

I propose that Barbara Elliott be elected President of Prestwich Golf Club for the 2020 Season

I request a member to second the motion (vote)

2. **Election of Vice Captain.**

Similar to item 5 above the election of Vice Captain does not fit in the normal procedures of the annual general Meeting because Mr Peter Howard has been serving in this post for the previous season, however The Board would like to formalise the election.for the 2020 season

The Captain propose the motion that Mr Peter Howard be elected to serve as Vice Captain for the 2020 golfing season.

I request a shareholder to second the motion (vote)

Put the motion to the meeting.

3. **Nomination for Honorary Positions.**

Traditionally the nomination for any Honorary Post such as Life Members etc. are not advised in advance and are proposed on the evening.

In the event that the Board have nominated a member for such an Honour it will be proposed at this point of the meeting

PERSONS ENTITLED TO VOTE

The only persons entitled to exercise votes at the meeting will be those persons, aged eighteen or over, and who are registered shareholders at 5pm on 6th March 2020, and only the shares in those shareholders names at that time will carry a right to vote at this meeting.

This does not limit your right to appoint a proxy.

Shareholders under the age of eighteen may appoint a parent or guardian to attend and vote on their behalf.

PROXIES

You may exercise your right to vote at the meeting by:

- (a) Being presenting person: or
- (b) By appointing a proxy to attend and vote in your place.
A proxy need not be a shareholder in the Company.

A form for appointing a proxy is enclosed. If you wish to appoint a proxy please comply with the instructions on this form and return in an envelope, clearly marked at the top of the envelope "INSTRUCTIONS FOR PROXY VOTE" to:

PRESTWICH GOLF CLUB Ltd.
The CLUBHOUSE
HILTON LANE
PRESTWICH
MANCHESTER
M25 9XB

To arrive no later than 48 hours before the meeting

PRESTWICH GOLF CLUB Ltd.

Proxy voting form for Annual General Meeting-

SECTION 1 : SHAREHOLDER DETAILS

Full Name	
Full Address	
Share No (if known)	

SECTION 2 : APPOINTMENT OF PROXY

I appoint :
(Tick the box that applies)

- The chairperson: or
- Full Name
- Full Address
-
-

As my proxy to exercise my vote at the Annual General Meeting of the Company to be held on 9th November 2018, and at any adjournment of that meeting, if the person I have appointed is unable to attend then I appoint:

- Full Name
- Full Address
-
-

SECTION 3: VOTING INSTRUCTIONS

Note: This section should be completed by shareholders over the age of eighteen
For shareholders under the age of eighteen, a parent or guardian may attend and vote on behalf of the shareholder: in this instance directions to vote are not required. However the form must be signed by the shareholder and returned in compliance with the advice given.

I direct my proxy to vote in the following manner:
Please tick appropriate box

Financial Statements & Reports

For

Against

Appointment of Auditors

For

Against

Appointment of Directors

The maximum number of Directors has not been achieved and therefore a vote is not required

Election of Captain

Mike Fitzpatrick For

Against

Signed
Signature of the shareholder

If you return this form without directing the proxy how to vote on any particular matter, the proxy will vote how he / she thinks fit.