

BLUEBELL RAILWAY PRESERVATION SOCIETY

A Company Limited by Guarantee. Registered in England, N° 13745313.

ANNUAL GENERAL MEETING 2023

PROXY VOTING FORM

In accordance with Section 324 of the Companies Act 2006, a Member is entitled to appoint a proxy to exercise all or any of his rights to attend or to speak and vote at a meeting of the company. Article 15 of the Articles of Association sets out how the proxy is to be appointed and allows the Society to determine the format of the proxy form.

If you are unable to attend the Annual General Meeting to be held on Saturday 3rd June 2023 at the Horsted Keynes Station commencing at 2pm, you may appoint a proxy to vote and speak on the resolutions set out overleaf. Your proxy may also deliver your voting form for the Trustee elections.

- You must be a fully paid-up Member of the Society at the time the meeting takes place
- Joint Members or Adult Family Members are entitled to one vote each. You should have two forms
- Members under 18 years old are not entitled to vote on Company business
- The proxy form must be signed by you or on your behalf or authenticated by a legal representative.
- You can appoint a named proxy who should bring this form to the meeting and declare it when signing in, or you can appoint the Chairman of the meeting
- You can instruct your proxy how to vote on the resolutions set out below or you can leave it to their discretion

Your Details

Full Name & Address	Membership N°
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Declaration

I, being unable to attend the AGM on Saturday 3rd June 2023 hereby appoint either:

- (a) (name of proxy) or
- (b) The Chairman

to speak and vote on my behalf at the meeting on the resolutions set out overleaf

Signed..... Date

If you are appointing the Chairman as your proxy, this form **MUST** be delivered to the Membership Trustee, Sheffield Park Station, Sheffield Park, UCKFIELD, East Sussex TN22 3QL **no later than 12 noon on Wednesday 31st May 2023**. Signed and scanned copies will be accepted by email to don.brewer@bluebell-railway.com by the same date and time to allow time for validation and recording.

A copy of this form is on the Society web pages

RESOLUTIONS

Agenda Item		For	Against	Abstain
3	Adoption of the minutes 1 st Annual General Meeting held on 28 th May 2022			
4	Adoption of the Society Accounts for 2021			
5	Authorise the Trustees to re-appoint Knill James as Auditors and to fix their remuneration			
6	SPECIAL RESOLUTIONS:			
6.1	<p>In the light of recent developments, the Society Board wishes to amend the proposed amendment to Article 18.6. Resolution 1 will be formally moved before the amendment is moved and voted on. Resolution 1 (amended or not) will then be voted on. The proposed amendment is as follows:</p> <p>“18.6 The Society Chairman shall automatically be a Director and a Governor of BRT Trustee Limited. Other Trustees may serve as a Director or as a Governor if the Society considers it expediate and in the best interests of the Railway to do so. “</p> <p>Resolution 1 The Members resolve to remove the prohibition on Trustees serving as Directors of the Plc and to amend Articles 18 (Trustees) and 23 (Disqualification and Removal of Trustees) of the Articles of Association as follows:</p> <p style="padding-left: 40px;">In Article 18, delete Article 18.6 and replace with the following:</p> <p style="padding-left: 40px;">“18.6 A Trustee shall not serve as a Governor of BRT Trustee Limited with the exception of the Society Chairman who shall automatically hold a position in that company”; and</p> <p style="padding-left: 40px;">In Article 23, delete Article 23.1.6 in its entirety</p>			
6.2	<p>Resolution 2: The members resolve to amend Article 20 (Powers, Proceedings and Duties of Trustees) to change Article 20.6 to read “One Trustee shall be nominated to act as Preservation Standards Officer.”</p>			