**FORM OF PROXY**

**THE INTERNATIONAL GUILD OF BATTLEFIED GUIDES LIMITED (the “Guild”)**

**Annual General Meeting, 27 January 2024**

|  |  |
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| I, (name\*)  of (address) | **Membership No.\*:**  **Your Email address registered with Guild\*:** |

*\*your details will be used to authenticate your proxy. If the Guild is unable to authenticate your proxy, it will be disallowed.*

being a Member the Guild and entitled to vote at general meetings of the Guild, hereby appoint the chair of the Annual General Meeting OR (leave blank if not applicable) , being a member of the Guild (see note 1) as my proxy to vote for me and on my behalf at the Annual General Meeting of the Guild to be held at 1500 on 27 January 2024 (and at any adjournment thereof).

I direct that my proxy will vote (or abstain from voting) on the Resolutions set out in the Notice of General Meeting as indicated below:

Please indicate with a cross in the appropriate box how you wish your votes to be cast. On receipt of this Form of Proxy duly signed, in the absence of any specific direction, the proxy will vote (or abstain from voting) at his or her discretion. On any other business which properly comes before the Annual General Meeting (including any motion to amend any resolution or adjourn the meeting) the proxy will vote or abstain at his or her discretion.

Please note that a “vote withheld” is not a vote in law and will not be counted in the calculation of the votes cast for or against the resolution(s).

**PLEASE COMPLETE THIS FORM AND SIGN AND DATE BELOW**.

Please mark ‘X’ to indicate how you wish to vote

|  |  |  |  |
| --- | --- | --- | --- |
| **ORDINARY RESOLUTIONS (Numbers refer to Notice items)** | **For** | **Against** | **Vote Withheld** |
| 1. To approve the 2023 AGM minutes and any matters arising. |  |  |  |
|  |  |  |  |
| 2. To receive and adopt the Chair’s report on behalf of the Management Board. |  |  |  |
|  |  |  |  |
| 3. To receive the accounts for the year ended 31 March 2023 and the report of the Guild accountant. |  |  |  |
|  |  |  |  |
| 4. T he Election of Directors |  |  |  |
| (a) The re-appointment of Christopher Finn as a Management Board Member. |  |  |  |
|  |  |  |  |
| (b) The re-appointment of Marc Yates as a Management Board Member. |  |  |  |

Please mark ‘X’ to indicate how you wish to vote

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|  |  | |  | |  |
| (c) The re-appointment of Timothy Stoneman as a Management Board Member. |  | |  | |  |
|  | **For** | | **Against** | | **Vote Withheld** |
| 5. To re-appoint The Tax Partnership Limited as the Guild accountant. |  | |  | |  |
|  | **For** | | **Against** | | **Vote Withheld** |
| 6. To consider Special Resolutions to amend the Constitution in the following manner: |  | |  | |  |
| 1 (a). The Management Board shall have the power to suspend or terminate membership of any Member if the Management Board is of the view that it is in the best interests of the Guild to do so, subject to the Management Board providing written reasons of the suspension or termination within seven days and the Member concerned having a right of making representations to the Management Board within a further twenty-one days. |  | |  | |  |
| 1 (b). The Guild may demand the return of an Accredited Members Badge from a former Member. |  | |  | |  |
| 1 (c). There shall be an additional class of membership of the Guild being an Ambassador member, being an Accredited Member who has retired from professional guiding. |  | |  | |  |
| 1 (d). The Chairman of the Management Board shall be a Management Board member ex officio but will have no separate executive powers. | |  | |  |  |
| 1 (e). The maximum number of Management Board members shall be eight (the Chairman of the Management Board plus up to seven other Management Board members). | |  | |  |  |
| 1 (f). The retirement by rotation provisions of Article 34 be removed and the terms of office of the Management Board members be clarified as being three years until the third annual general meeting following appointment (or a maximum of four years until the fourth annual general meeting following the election of the Chairman of the Management Board other than at an annual general meeting). | |  | |  |  |
| 1 (g). The definition of Officers of the Guild be clarified to include Honorary Officers (President, Vice-Presidents and Patron) and to permit the appointment of more than one Vice-President. | |  | |  |  |
| 1 (h). By making conforming changes and to correct typographical and grammatical errors. | |  | |  |  |
| 2. To consider a Special Resolution to amend the Constitution as follows: The Articles of the Guild (Constitution) be amended by adopting a new conformed set of Articles in the form initialled by the chairman of the meeting incorporating wording effecting those amendments contemplated by Resolutions 8.1 (a) to (h) and which are approved. | |  | |  |  |

**Signed:**

**Name:**

**Date:**

**Notes**

1. Completion and return of this Form of Proxy will not prevent you from attending and voting at the General Meeting. Those Members who have decided to attend the AGM are encouraged not to submit a proxy form as a precaution as this may delay the counting of votes if the Member attends the meeting, as the proxy votes will need to be excluded on any votes taken on a poll. As proxy forms can be submitted by email up to 24 hours before the meeting (ie 1500 on 26 January 2024 – see note 4), there should be ample opportunity to submit a late proxy in the event that a Member cannot attend.
2. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
3. Members may submit their proxy vote by email (recommended option) by sending a duly completed and signed copy of the Form of Proxy to [secretary@gbg-international.com](mailto:secretary@gbg-international.com) to arrive no later than 1500 on the 26 January 2024 (24 hours before the meeting).
4. A physical Form of Proxy must arrive not later than 20 January 2024 (seven days before the time set for the meeting) at the address of the Secretary at 8 Pidsley Crescent, Exeter, EX2 7NQ.