

**THE NATIONAL CARAVAN COUNCIL LIMITED (Company No: 00519228)**

**NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting (“the **Meeting**”) of National Caravan Council Limited (“the **Company**”) will be held at Leisure Furnishings, Meadow Lane, Longeaton NG10 2GD on 14 January 2015 at 11:00 a.m. to transact the following business:

**Alteration of the Articles of Association of the Company**

1. *“THAT the articles of association of the Company be amended by deleting the present articles 19, 20, 21, 22, 23, 24, 25, 30, 55, 90, 91 and 125 and replacing them with the following new articles:*
  19. *All members of the Board (other than the Director General) who have not been appointed by a decision of the Board shall be elected at an Extraordinary General Meeting of the Company as follows:*
  20. *At every Extraordinary General Meeting any Director who has been appointed by the Board since the last Extraordinary General Meeting shall retire from office and may offer himself for election or re-election by the Members.*
  21. *If the Company does not fill any vacancy left by a retiring Director at an Extraordinary General Meeting at which a Director retires (whether by rotation or otherwise) the retiring Director shall, if willing to act, be deemed to have been re-elected unless:*
    - (a) *at an Extraordinary General Meeting it is resolved not to fill the vacancy; or*
    - (b) *a resolution for the re-election of that Director is put to an Extraordinary General Meeting and lost.*
  22. *No person other than a Director retiring by rotation shall be elected as a Director at any general meeting unless he is recommended by the Board to an Extraordinary General Meeting.*
  23. *The Board shall have the power, upon any casual vacancy occurring in the office of Chairman or Vice-Chairman or if the number of Directors falls below any minimum number specified in these articles, to appoint any person who is willing to act in the required capacity and who would be eligible for election to such office at the next Extraordinary General Meeting to fill that vacancy.*
  24. *Each Sector Group strategic panel shall, upon any casual vacancy occurring in the membership of the Board which reduces the number of members of the Board who hold office by virtue of nominations made by that Sector Group strategic panel below the number for the*

*time being fixed as appropriate to that Sector Group strategic panel, have the right to nominate for appointment to the Board any person who would be eligible for nomination by that Sector Group Strategic Panel for election at the next Board Meeting of the Company to fill that vacancy. The Board shall consider any such nomination, but may make such appointment as it may deem appropriate in its absolute discretion.*

25. *For the purposes of these articles the expression "casual vacancy" shall be deemed to include the non-election of any person to office or membership of the Board at any Extraordinary General Meeting of the Company where no other person is elected to hold such office or membership in place of the first-nominated person.*
  
  30. *In the event of an appeal being received within the specified time limit, the Board shall then refer either the appeal to the next Extraordinary General Meeting, or may call an Extraordinary General Meeting to consider the appeal. At such General Meeting the Members shall consider the Board's decision to dismiss the Director, relying on the Director's appeal statement and any statement in reply (which must also be in writing of not more than 2,000 words) which the Board may wish to submit to the Members. The Members at the General Meeting will then vote as to whether to uphold or reject the Board's decision to dismiss the Director by means of a simple majority of those Members present and eligible to vote at the General Meeting. The decision of the Members shall be final.*
  
  55. *At the last meeting of the Board before any Extraordinary General Meeting in each year, the Board shall appoint from amongst its members a Chairman and a Vice-Chairman, who shall hold office from the close of the Extraordinary General Meeting until the close of the next Extraordinary General Meeting.*
  
  90. *Any general meeting of the Company shall be called an "Extraordinary General Meeting". The Board may call an Extraordinary General Meeting at any time.*
  
  91. *An Extraordinary General Meeting for the passing of a Special Resolution shall be called by giving all members not less than twenty-one (21) Clear Days' notice, and all other Extraordinary General Meetings shall be called by giving all members not less than fourteen (14) Clear Days' notice. Every notice shall be in writing and shall specify the date, time and place of the meeting and, in the case of special business, the general nature of such business. Notices shall be given in the manner hereinafter prescribed to all members and to the auditors of the Company."*
2. *"THAT the Deputy Director-General be authorised to file a copy of the amended Articles of Association and a copy of this resolution with the Registrar of Companies within 14 days".*

By order of the Board.



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**ALICIA DUNNE**, Deputy Director-General

National Caravan Council Limited  
Catherine House  
74-76 Victoria Road  
Aldershot  
Hampshire GU11 1SS

Dated this 18<sup>th</sup> day of December 2014

## **NOTES TO THE NOTICE OF GENERAL MEETING**

### **Appointment of proxies**

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 the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

2. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.

3. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

### **Appointment of proxy using hard copy proxy form**

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company at Catherine House, 74-76 Victoria Road, Aldershot, Hampshire GU11 1SS; and
- received by the Company no later than 5:00 p.m. on 7 January 2015.

In the case of a member which is a company, the proxy form must be signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### **Changing proxy instructions**

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Deputy Director-General.

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.

### **Termination of proxy appointments**

9. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

- By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Catherine House, 74-76 Victoria Road, Aldershot, Hampshire GU11 1SS. In the case of a member which is a company, the revocation notice must be signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice; OR
- By sending an e-mail to [Alicia.d@thenc.org.uk](mailto:Alicia.d@thenc.org.uk).

In either case, the revocation notice must be received by the Company no later than 5:00 p.m. on 7 January 2015.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

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.

### **Communication**

10. Except as provided above, members who have general queries about the Meeting should contact the Deputy Director-General by post (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of general meeting; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.