



DRUMSHEUGH BATHS CLUB. LIMITED

NOTICE OF MEETINGS

Notice is hereby given that the **2021 Annual General Meeting** of Drumsheugh Baths Club. Limited will be held at Drumsheugh Baths, 5 Belford Road, Edinburgh on Tuesday 12 October 2021 at 6pm for the following purposes:

1. Welcome
2. Apologies
3. To approve the minutes of the AGM of 9 October 2019
4. To present the financial statements for the years ended 31st January 2020 and 31st January 2021 together with the reports of the Directors and Auditors thereon
5. To re-appoint the Auditors and to authorise the Directors to fix their remuneration
6. To appoint new Directors, to re-elect Directors by rotation, to note resignation of Directors.

Notice is hereby given that an **Extraordinary General Meeting** of Drumsheugh Baths Club. Limited will be held at Drumsheugh Baths, 5 Belford Road, Edinburgh on Tuesday 12 October 2021 immediately following the above meeting for the following purposes:

To consider and approve the following Special Resolutions:

(One)

To amend the Articles of Association by the insertion of a new clause 44A immediately after clause 44 and before clause 45 in the following terms:

44A Notwithstanding any provision of these Articles to the contrary, the following provisions shall apply to the conduct of general meetings when so determined by the Board:

44A.1 A general meeting need not be held in any particular place and the meeting may be held without any number of those participating in the meeting being together at the same place. A member cannot insist upon attending a general meeting or voting at the meeting by any particular means.

44A.2 A general meeting may be held by any means, which may include but not be limited to, telephonic or electronic means, which permits the members attending to hear and comment on the proceedings during the meeting. A member who, through those means, votes at a meeting or establishes a communications link to a meeting shall be deemed to be present at that meeting.

44A.3 A member is able to exercise the right to vote at a meeting by such means as is determined by the Chair of the meeting and which permits a member's vote to be taken into account in determining whether or not a resolution is passed.

(Two)

To amend the Articles of Association by the insertion of a new clause 87A immediately after clause 87 and before clause 88 in the following terms:



87A That, in regulating their proceedings as they think fit, the Directors may hold Board meetings or committee or sub-committee meetings by any means, which may include but not be limited to telephonic or electronic means, which permits those attending to hear and comment on the proceedings during the meeting.

(Three)

That all acts done and decisions taken by the Board or by any committee or sub-committee in the period from 9 October 2019 shall, notwithstanding that the Board, committee or sub-committee met by telephonic or electronic means, and not in person be as valid as if the meetings at which such acts were agreed or decisions taken had taken place with all those participating in the meeting being together at the same place.

Gordon W Henry
Company Secretary
17 September 2021

Note:

A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the company. Proxy forms must be lodged with the Company Secretary no later than forty-eight hours before the time fixed for the meeting.

Note to "A" and "B" Shareholders

A Draft copy of the Summarised Annual Accounts of the Company will be sent to all members for whom we have an email address prior to the Annual General Meeting. Copies will also be available at the Club. If a member wishes to have a copy of the full accounts or they would prefer a copy to be sent by post, please advise the General Manager.