

BLACK MOUNTAIN ZEN CENTRE

ANNUAL GENERAL MEETING

30/04/2017

Dear Members

The Board of Directors of Black Mountain Zen Centre warmly invite you to attend our 2nd Annual General Meeting at BMZC on 30th April 2017 @ 4pm.

We greatly encourage all those who have completed the membership application process to attend and take part in AGM proceedings, whether that is simply taking part in electing a new Board or whether you may be interested in standing for election to the new Board yourself.

An Agenda for the meeting is included, as is a list of eligible members.

A copy of our Memorandum & Articles is available at BMZC but please do let us know if you would like a soft copy emailed to you.

Please also see the details required for proxy notices, and regarding the retirement and appointment of Directors.

If you have any queries at all please address them to Djinn on reverendmyogan@gmail.com

Thank you.

BMZC AGM AGENDA 30.04.2017

As set out by Article 21 of our Memorandum & Articles:

- (a) The business of an annual general meeting shall comprise:
 - (i) the adoption of the minutes of the preceding Annual General Meeting and of any General Meeting held since the preceding Annual General Meeting;
 - (ii) the receipt and consideration of an annual report from the Board on its proceedings and its progress in pursuit of the objects of the Company;
 - (iii) the receipt and adoption of the Financial Report and the audited accounts;
 - (iv) the appointment and removal of Members (if necessary);
 - (v) the appointment and removal of Directors (if necessary);
 - (vi) the appointment of the Chairperson and Vice-Chairperson of the Board of Directors (if necessary);
 - (vii) the appointment and the fixing of the remuneration of the Auditor(s) or Independent Examiner(s);
 - (viii) the consideration of the annual subscription fee for each category of member;
 - (ix) the consideration of and decision upon any resolution of which due notice shall have been given.
- (b) All other business transacted at an Annual General Meeting shall be deemed special. No other business shall be discussed or transacted unless prior notice has been given to the secretary at least fourteen clear days before the meeting.

**Content of proxy notices as set out under the following Articles of
our Memorandum & Articles**

- (49) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (50) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. Proxy notices must be delivered to the Company’s registered office at least 24 hours prior to the start time of the meeting.
- (51) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions and unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Retirement of directors

- (65) At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting one-half of the directors or, if their number is not three or a multiple of three, the number nearest to one-half, must retire from office. If there is only one director he or she must retire.
- (66) (a) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (b) If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

Appointment of directors

- (67) (a) The Company shall actively promote a board of directors which includes a range of skill, experience and knowledge in keeping with the pursuance of its Objects and to this end it is entitled to advertise and interview eligible candidates to be potential directors of the board.
- (b) Successful candidates arising from interviews under this article shall be eligible for nomination to the board under the provisions of article (70) or appointment under article (71).
- (68) The directors shall be elected at the annual general meeting by the members present (in person, or through an authorised representative or by proxy.)
- (69) A retiring director shall, subject to Article (70) below, be eligible for re-nomination and election provided that no director shall serve more than three consecutive two year terms on the board. In the case of a retiring director who has served for a total period of six consecutive years, he/she shall not be eligible for re-election to serve as a director for any further period until at least 12 months has expired since the end of his/her sixth year in office.
- (70) No other person other than a director retiring by rotation may be appointed a director at any general meeting unless:
- (a) he or she is recommended for re-election by the directors;

- (b) not less than fourteen nor more than thirty five clear days before the date of the meeting, the Company is given a notice that:
 - (i) is signed by a member entitled to vote at the meeting;
 - (ii) states the member's intention to propose the appointment of a person as a director;
 - (iii) contains the details that, if the person were to be appointed, the Company would have to file at Companies House;
 - (iv) is signed by the person who is proposed to show his or her willingness to be appointed.
- (c) All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty one clear days notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.
- (d) the board of directors is entitled to nominate those candidates selected in accordance with article (67).
- (e) If the number of nominations exceeds the number of vacancies, election shall be by secret ballot.
- (f) If the number of nominations is less than the number of vacancies, further oral nominations may with the approval of the annual general meeting be invited from members at the said annual general meeting.

BMZC AGM ELIGIBLE MEMBERS LIST

30TH APRIL 2017

**Membership applications received and approved by the Board as of 9th April 2017,
21 clear days before the AGM notice period defined by our M&A.**

Boyle Joe	Boyle Pauline
Cigognini Julian	Coghlan John
Davison N. & B.	Donnelly Mark
Dunlop Herbie	Dyson Georgie
Elsen Andre	Gallagher Djinn
Garret Gemma	Graham F.
Hall Richard	Haller Paul
Liddy Brenda	Liddy Frank
Lenny Pat	Loy Ruth
Maclennan Alastair	Matthews David
McCartney Justin	McCrary Paul
McGlade Ian	McKeever Nuala
McQuaid Carmel	Mulhern Paula
Mulholland Margaret	Murray Adam
Nixon Jonny	O'Keefe Michael
Piotrowicz M.	Price Mary
Ward Eilis	Williamson Steve