

NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the 7th Annual General Meeting of the Stratford-upon-Avon Town Trust (a company limited by Guarantee) will be held at the Civic Hall, 14 Rother Street, Stratford-upon-Avon CV37 6LU, on Tuesday 3rd June 2008 at 7-15pm for the purpose of considering and, if thought fit, passing the resolutions as set out herein.

Resolutions 1 and 2 will be proposed as Ordinary Resolutions and resolution 3 will be proposed as a Special Resolution. A Special Resolution requires a majority of 75% votes cast in favour to be passed.

- 1 To receive and adopt the report of the Trustees and the financial statements for the year ended 30th September 2007, together with the report of the auditors.
 - 2 To appoint Saffery Champness as auditors in place of the retiring auditors Baker Tilly, and to authorise the trustees to fix their remuneration.
 - 3 THAT the Charity's existing Articles of Association (the "Articles") be amended as follows by:
 - the deletion of Articles 2.1 and 2.10 and substitution with the following new Articles 2.1 and 2.10; and
 - the addition of new Articles 9, 10, 11, 12 and 13 and the renumbering of the existing Articles 9 and 10 as Articles 14 and 15.
- 2.1 Members are entitled to attend general meetings. General meetings are called on at least 21 clear days' written notice specifying the business to be discussed. Every notice calling a general meeting shall specify the place, the day and the hour of the meeting, and include a statement that a Member is entitled to appoint a proxy to attend and vote in their place. In the case of an AGM, the notice shall also specify the meeting as such.
- 2.10 On a show of hands and on a poll every Member who is present in person or by proxy shall have one vote.
- 9 A proxy need not be a member of the Charity.
- 10.1 A proxy shall be appointed in writing, in any form specified by the Trustees, and signed by the Member or his attorney.

- 10.2 Where a proxy appointment (“proxy appointment”) is signed by an attorney, the power of attorney or a certified copy of it must be lodged with the proxy appointment pursuant to Article 11, or it may be treated as invalid.
- 10.3 Subject to the Act, a proxy appointment may be delivered electronically to an electronic address or facsimile number designated by the Charity. In this case a proxy appointment need not be signed or be in writing.
- 11 A proxy appointment must be delivered in the manner specified in any document accompanying the notice convening the meeting. If no manner is specified, it must be delivered to the registered office of the Charity not less than forty-eight hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall be invalid. This is provided that a proxy for a poll not to be taken on the same day as a meeting but less than forty-eight hours thereafter shall be treated as valid if delivered to the Chairman of the meeting at any time before the poll is taken.

The proxy appointment shall be valid as well for any adjournment of the meeting. An appointment may be revoked in writing or, if the Trustees so permit, by electronic mail not less than forty-eight hours prior to the start of a meeting.

- 12 A proxy appointment shall include the right to demand a poll.
- 13 A vote cast or demand for a poll made by proxy shall not be invalidated by the previous death or insanity of the appointing Member nor (subject as provided in Article 11) by the revocation of the proxy appointment or of the authority for it.

This is provided that no intimation in writing of death, insanity or revocation shall have been received by the Charity at the place at which a proxy appointment must be delivered in accordance with Article 11, subject as otherwise provided in these Articles, at least one hour before the start of the meeting or adjourned meeting or (with a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

If the Chairman declares that the meeting is to be adjourned, then it shall re-convene at 7-15pm on Tuesday 10th June 2008 at 14 Rother Street, Stratford upon Avon. The same arrangements for a re-convened meeting will apply as set out in the Notice.

By Order of the Board

Anita Applebee

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Company Secretary
6th May 2008