

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**NOTICE OF ANNUAL GENERAL MEETING  
Of**

**NEWLANDS COMMUNITY DEVELOPMENT TRUST (the “Company”)  
(Registered in Scotland under company number SC328243)**

**Dated 12 March 2019**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company (the “**Meeting**”) will be held at 7.00 pm on Wednesday 24 April 2019 at the Newlands Centre, Romanno Bridge, West Linton, EH46 7BZ for the following purposes:

**Ordinary Business**

Chair’s Report.

Treasurer’s Report.

Update on Newlands Memorial Hall project.

Update on arrangements with SBC.

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To re-appoint Sue Unwin, who is required to retire at the Meeting and, being eligible, offers herself for re-appointment, as a director of the Company;
2. To re-appoint Jane Dickson, who is required to retire at the Meeting, and, being eligible, offers herself for re-appointment, as a director of the Company;
3. To re-appoint David Bowie, who is required to retire at the Meeting, and, being eligible, offers himself for re-appointment, as a director of the Company;
4. To nominate and appoint up to three (3) additional Directors to the Board.

By order of the Board

Susan Unwin. Secretary

Registered Office of the Company:  
Newlands Centre  
Romanno Bridge  
Peeblesshire

EH46 7BZ

## NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote in his place. A proxy need not be a member of the Company.
2. A form of proxy is enclosed which includes notes on the completion and return of the form. The appointment of a proxy will not prevent you from subsequently attending and voting at the Meeting in person.
3. The proxy form, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be deposited at the Company Secretary's address, the details of which are given below, not less than 48 hours before the time for holding the Meeting and if not so deposited shall be invalid.

Address: Secretary  
NCDT  
Newlands Centre  
Romanno Bridge  
West Linton  
Peeblesshire  
EH46 7BZ

## **Explanatory Notes to the Notice of Annual General Meeting 2019**

### **Resolutions 1 and 2**

Resolutions 1 and 2 relate to the proposals to re-appoint each of Sue Unwin, Jane Dickson and David Bowie as directors of the Company. In accordance with the Company's articles of association, each retires by rotation at the AGM. Being eligible, each of Sue Unwin, Jane Dickson and David Bowie offers themselves for re-appointment.

### **Resolution 3**

To nominate and appoint up to three (3) new Directors to the Board.

**NEWLANDS COMMUNITY DEVELOPMENT TRUST  
(the “Company”)**

**APPOINTMENT OF PROXY**

BEFORE COMPLETING THIS FORM, PLEASE READ THE EXPLANATORY NOTES OVERLEAF

I/We, (print your name(s))

Being a member of the Company appoint the Chairman of the meeting or (see note 2)

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 24 April 2019 at 7.00 pm and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an ‘X’. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

**ORDINARY BUSINESS**

<b>Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>	<b>Discretionary</b>
1. To re-appoint Sue Unwin as a director of the Company.				
2. To re-appoint Jane Dickson as a director of the Company.				

3. To re-appoint David Bowie as a director of the Company				
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## **EXPLANATORY NOTES**

### **Entitlement to Appoint a Proxy**

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 a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

### **Identity of Proxy**

2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert his/her full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

### **Attendance by member at meeting**

3. Submission of a proxy form 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.

### **Directions on how to vote**

4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, 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.

### **Return of proxy to the Company**

5. To be valid this proxy together with any power of attorney or other authority (if any) under which it has been signed must be completed and signed and sent or delivered to Secretary NCDT Newlands Centre Romanno Bridge, Peeblesshire, EH46 7BZ not less than 48 hours before the time appointed for the meeting.

### **Termination of Proxy's Authority**

6. You may terminate the authority of any person appointed to act as your proxy by sending written notice to the Company to that effect which must be received before the commencement of the meeting.

### **Submission of more than one valid proxy appointment**

7. 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.