

19th Annual General Meeting

Tuesday 18th April 2023 at 1200

Conference Room 344/32, National Oceanographic Centre, Southampton

Notes on the Annual General Meeting, Proxies and the Proxy Form

Appointment of proxies

1. As a member of the Society, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. **You can only appoint a proxy using the procedures set out in these notes.**
2. A proxy does not need to be a member of the Society 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 below. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
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/her discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.
4. 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.**

Proxy Form

5. To **appoint as your proxy a person other than the Chairman** of the meeting insert their name in full in the space indicated on the Proxy Form, which can be downloaded [here](#). 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.
6. If you sign and return the form with no name inserted in that space, the **Chairman of the meeting will be deemed your proxy.**
7. To direct your proxy how to vote on the resolutions follow the instructions on the form; if you do not do this note 3 will apply.
8. To appoint a proxy using the Proxy Form, the form must be:
 - completed and signed
 - emailed to the Society at chair@ths-uki.org
 - received by the Society **no later than 48 hours before the start time of the meeting**
9. In the case of a member which is a Company, the Proxy Form must be executed under its common seal or signed on its behalf by its authorised representative 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

10. To change your proxy instructions simply submit a new Proxy Form using the method set out above. Note that the cut-off time for receipt of the Proxy Form (see above) also applies to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid Proxy Form, the appointment received closest to the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

11. To revoke a proxy instruction, you will need to inform the Society by email clearly stating your intention to revoke your proxy appointment. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by its authorised representative 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. The revocation notice must be received by the Society **no later than 48 hours before the start time of the meeting.**
12. 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.

General communication

13. Except as described above, members who have general queries about the AGM should contact the Society by email to manager@ths-uki.org **no later than Friday 14th April 2023** (no other methods of communication will be accepted).

Please see the [AGM announcement](#) for further details and supporting documentation.
