



The Annual General Meeting of The Norden Farm Centre Trust Limited

Dear Member

As Chairman of the Board of Trustees, I am pleased to invite you to this year's Annual General Meeting (AGM) which will be held on **Monday 26 September 2016 at 6pm at The Courtyard Theatre**, Norden Farm Centre for the Arts.

The formalities of the meeting are detailed in the enclosed **NOTICE OF ANNUAL GENERAL MEETING**. As a Member of Norden Farm you will be asked to vote on a number of resolutions including the appointment of Trustees and Auditors, so please **bring a form of photographic identification with you**.

We will also give a short presentation on the Centre's activities during 2015-16, discuss future plans and hold a Q&A session.

As usual there will be an online voting facility, administered by ERS (Electoral Reform Society), but by attending the AGM you can hear and see more detail, and take the opportunity to ask questions of the Board and Management.

Monday 26 September 2016 at 6pm at The Courtyard Theatre is the time and place.

We look forward to seeing you.

Martin Kaye, Chairman of the Trustees
The Norden Farm Centre Trust Limited

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PS Please look out for an e-mail from ERS with voting details



NOTICE OF ANNUAL GENERAL MEETING

(The Explanatory Notes *in italics* form part of the Notice of Meeting)

The Annual General Meeting (AGM) of The Norden Farm Centre Trust Limited (the Company) will be held on **Monday 26th September 2016** at 6.00 p.m. at The Courtyard Theatre, Norden Farm Centre for the Arts, Altwood Road, Maidenhead, Berks, SL6 4PF for the following purposes:

Special Resolution

1. To amend Article 9 of the Articles of Association to redefine the numbers of members required to achieve a quorum.

The purpose of this amendment is to confirm that proxy and electronic votes are included in the definition of those members deemed to be present at a General Meeting. The current text of Article 9 reads as follows:

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person or one-tenth of the membership, whichever shall be the greater shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine.

The proposed text of Article 9 reads as follows:

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as otherwise herein provided, one tenth of the membership shall be a quorum, the count to include all members whether or not present in person who shall have either appointed another person to attend as their proxy and that other person does attend, or who have registered by secure electronic means their specific voting intentions in respect of the resolutions laid out in the Agenda provided. If within half an hour from the time appointed for the meeting a quorum is not registered as defined above, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the council may determine. If, at the adjourned meeting, a quorum is not present within 30 minutes, those present and entitled to vote will be deemed to make up a quorum.

Ordinary Resolutions

1. To receive the Directors' (Trustees') Report, the Annual Accounts and the Auditor's Report for the year ended 31st March 2016.

These documents will be provided in the AGM email which accompanies this Notice. Please see notes below and on Page 4 for more detail.

2. To re-appoint Eacotts Limited as the Company's Auditor, to hold office until the conclusion of the next AGM.

Re-election of Directors under Articles 36 to 39 and Article 42

To consider, and if thought fit, re-elect as Directors the following candidates.

3. To re-elect Iain Donaldson
4. To re-elect Clifford Joseph
5. To re-elect Clifford Perkins (appointed August 2016)
6. To re-elect Tony Stock

*Four current Board members are retiring and, of these, four are seeking re-election. The Chairman confirms that, following Trust procedures, each candidate has demonstrated their suitability for and commitment to the role of Director of the Company and Trustee of the Charity. Your Board recommend that you vote 'For' **each and every candidate**.*

Election of Directors Nominated under Article 40

7. To consider, and if thought fit, elect as Directors candidates nominated under Article 40.

*Candidates nominated under Article 40 are nominated after this notice has been issued and the electronic voting arrangements issued. Consequently the Board will have had no opportunity to evaluate or interview these candidates to gauge their suitability and ability to act as Directors and Trustees. The Board therefore recommend that you vote '**Against**' this resolution.*

The biographical notes (where provided by the nominee) of any candidates nominated under Article 40 will be circulated to members by email or post prior to the AGM. Members attending the AGM in person will vote for each candidate individually and the electronic votes added.

The electronic voting process, the voting at the AGM and the counting of votes will be managed by the independent scrutineers, Electoral Reform Services (ERS). ERS will send out electronic voting details to all Members who have provided an e-mail address. This communication will include a link to a temporary website which will contain the following:

- Formal Notice of Annual General Meeting (this document)
- Form: Instrument of Proxy
- Biographies of candidates for re-election as Trustees
- Directors' Report, Annual Accounts and Auditors' report

Members without email facilities will receive this paperwork by post. All Members may use the electronic voting mechanism, even if they plan to attend the AGM in person. Please ensure you vote within the timescale laid down by ERS if you use this method of voting.

Members entitled to attend and vote at the AGM may appoint a representative (who need not be a member) to attend and vote instead of the member and may direct the representative how to vote at the meeting. The appropriate document – Instrument of Proxy – is included.

Please note that members or their appointed representatives will need to produce photographic identification (e.g. photo driving licence, passport) to gain entry to the AGM.

A handwritten signature in purple ink that reads "Martin Kaye". The signature is written in a cursive style with a large initial 'M'.

By Order of the Board, Martin Kaye, Chairman

Norden Farm Centre for the Arts Ltd (No. 5405277) and The Norden Farm Centre Trust Ltd. (No. 2713653, Charity Registration No. 1013555) are companies registered in England and Wales. The Registered Office is Altwood Road, Maidenhead, SL6 4PF.



Annual General Meeting of The Norden Farm Centre Trust Ltd to be held as specified in the Notice of Meeting.

Instrument of Proxy¹

I / We..... (print member's name/ members' names)

.....

of (print street address)

in the County of (print County)

being a member/ members of the above named company hereby appoint

..... (print proxy's name)

of..... (print proxy's full address)

or failing him/her

..... (print proxy's name)

of..... (print proxy's full address)

as my/ our proxy to vote on my/ our behalf at the Annual General Meeting of the Company to be held on the 26th day of September 2016 at 6.00 p.m. and any adjournment thereof.

Signed this day of..... (insert date/ month) 2016

.....

(signature(s) of member(s) as it(they) appears on the members register)

¹ This notice must be lodged at the Company's registered office not less than 24hrs prior to the commencement date and time of the Annual General Meeting as specified in the Notice of Meeting.



Biographies of Trustees standing for re-election

Iain Donaldson

Iain has lived in Maidenhead for 28 years and has been involved with Norden Farm since its opening. He organised sponsorship for the Courtyard Theatre for the first 3 years. His career has been in the Telecommunications industry in the Thames Valley and he has held senior positions in a number of companies including Vodafone UK and Cisco Systems. He has created and maintained the Norden Farm website and provides regular IT support to the technical team. He joined the board in 2011 after spending two months working in the marketing team at Norden Farm and played a key role in successfully establishing the new board elected at the 2012 AGM. He played a major part in assisting the team at Norden Farm select a new box office system and remains keen to continue offering his experience and capability to the board if re-elected at this year's AGM. Iain is married with two young children and is looking forward to being able to get back to acting having been in many successful productions with Runnymede Drama Group.

Clifford Joseph

Clifford has lived in Maidenhead for over 48 years and has been involved in many voluntary activities including thirty years on the Parish Council and 18 years as the founder Chairman of the Maidenhead Housing Association (now Housing Solutions). He also chairs the Knowl Hill Steam Rally Trust and has been a Trustee of Windsor and Maidenhead Crossroads. He is a lawyer by profession and specialises in Town Planning, property and setting up charities. In all these activities, both voluntary and professional, Clifford has had close contact with the local Council, both Councillors and officers. He has always been interested in all the Arts and wishes to continue supporting Norden Farm as a Trustee.

Clifford Perkins

Clifford has a professional background in Finance, working for major companies and consultancies predominantly in taxation. He has a wide range of interests including rugby, football (QPR) and cricket, as well as dogs, travelling and garden design. He brings special expertise in risk management and financial planning. For eight years he was Finance Director for Marlow Rugby Club

Tony Stock

Tony is a retired Chartered Engineer with a background in informatics and general management in the private and public sectors. His voluntary and community activities have included roles as school governor, chairman of Windsor and Maidenhead Voluntary Action, board member of a national housing association and NHS Non-executive Director. Tony is an active member of a local Church, and a volunteer at Maidenhead Heritage Centre, where he worked on the preparation of a successful bid for a £50,000 grant to complete the *Grandma Flew Spitfires* Air Transport Auxiliary

exhibition. He has served as a Trustee at Norden Farm since September 2012 taking the role of Board Secretary, and participating in the Catering Committee. Tony has participated in various Trustee-led activities, including work on the Service Level Agreement with the Royal Borough of Windsor and Maidenhead.