

## Light Aircraft Association Annual General Meeting

November 1<sup>st</sup> 2014

### Proposed change to the Articles of Association – Notice period for motions and nomination of members standing for the Board

#### Introduction

Among other matters, the LAA Articles define the planning and conduct of General Meetings. There has been some discussion and perhaps confusion concerning the periods of notice required, should members wish to bring matters to the AGM for formal consideration. The notice period for motions is 21 days, but the notice period required for members standing for the Board is two calendar months. This longer period was considered necessary before company restructuring, due to the previous association election process which used postal voting. Since the company has been restructured and all members have the opportunity to be beneficial shareholders, direct (and proxy) voting at the AGM is used for election of Directors, as provide for in the Companies Act. Experience has also shown that 21 days (usually only 15 working days) is rather short notice for the Board to take a view on perhaps contentious 'pop-up' motions that might, for example, require legal advice. Hence, under this proposal the period of notice for everything will become 28 days, to avoid confusion and allow a simpler planning process for the AGM.

#### Current Articles

12 c) A notice of motion for the AGM must be submitted to the Secretary in writing, duly signed by the proposer and seconder, who must be beneficial shareholders in the Company. Notices of motion concerning amendments to the Articles must be received not less than twenty-one days before the meeting. The Board shall consider proposals for amendments to the Articles in advance of the AGM and decide whether or not it supports the proposals

23 b) Nominations of candidates for election and re-election to the Board must be received by the Secretary not less than two calendar months before the Annual General Meeting with an intimation in writing that the beneficial shareholder nominated is willing to serve, which must be duly signed by the proposer and seconder, who must also be beneficial shareholders.

#### Proposed Articles

12 c) A notice of motion for the AGM must be submitted to the Secretary in writing, duly signed by the proposer and seconder, who must be beneficial shareholders in the Company. Notices of motion concerning amendments to the Articles must be received not less than *twenty eight days* before the meeting. The Board shall consider proposals for amendments to the Articles in advance of the AGM and decide whether or not it supports the proposals

23 b) Nominations of candidates for election and re-election to the Board must be received by the Secretary not less than *twenty eight days* before the Annual General Meeting with an intimation in writing that the beneficial shareholder nominated is willing to serve, which must be duly signed by the proposer and seconder, who must also be beneficial shareholders.

Proposer



James Tannock  
6th October 2014

Seconder



Brian Davies  
10<sup>th</sup> October 2014