

Friday 11 January 2019



Dear Member,

TOTTENHAM HOTSPUR SUPPORTERS' TRUST – ANNUAL GENERAL MEETING

Under Rule 31 of the current Society Rules, the Trust Board has called an Annual General Meeting for **Tuesday 26 February 2019** and under Rule 34, is obliged to provide notice to members in writing of such a meeting. Please consider this written notice of the AGM.

The Annual General Meeting (AGM) of the Tottenham Hotspur Supporters' Society Limited (also known as the Tottenham Hotspur Supporters' Trust) (the "Trust") will take place at **CMS Cameron McKenna Nabarro Olswang LLP**, 1st Floor, Cannon Place, 78 Cannon Street, London EC4N 6AF at 7pm on Tuesday 26 February 2019.

There are six areas of business only to be dealt with at the AGM, as follows:

1. Report on Trust performance
2. Review of examined accounts
3. Resolution to re-appoint existing Trust Board members
4. Election of up to three new members to the Trust Board
5. Resolution to approve modernised Trust Rules
6. Resolution to disapply the appointment of Auditors

The Agenda for the meeting is as follows.

NORMAL BUSINESS:

1. Chair's Introductions/ Report on Trust performance
2. Review of examined accounts

RESOLUTIONS TO RE-APPOINT EXISTING TRUST BOARD MEMBERS:

3. Resolution to re-appoint existing Trust Board member Adam Bailey
 4. Resolution to re-appoint existing Trust Board member Pete Haine
 5. Resolution to re-appoint existing Trust Board member Rachel Martin
- a) Open questions
b) Show of hands

NB: Under Rule 61, one third of the Trust Board comprising those who have served the longest at the date of the Annual General Meeting must resign and stand for re-appointment, if desired. If at any time the number of elected directors is not divisible by three, the Trust Board shall decide the number of directors to resign in accordance with this rule.

On this occasion, six members of the nine person board have been re-appointed in the last two years, namely Martin Buhagiar, Martin Cloake, Kevin Fitzgerald, Michael Green, Katrina Law and Keith Sharp. In the interests of continuity and to enable the Trust Board to continue to function effectively, the Trust Board

has agreed that the third of directors resigning and standing for re-appointment at the 2019 AGM will be Adam Bailey, Pete Haine and Rachel Martin.

For the re-appointment of each of Adam Bailey, Pete Haine and Rachel Martin to the Society Board, a simple majority of 51% will be required of those full members voting at the meeting or by proxy vote, under Rule 48 of the current Trust Rules.

ELECTION OF UP TO THREE NEW BOARD MEMBERS TO TRUST BOARD:

- a) Review of candidate statements for Board election
- b) Show of hands
- c) Counting of Proxy votes
- d) Results

To stand for election to the Trust Board, please read and complete the accompanying Nomination Form.

Each candidate is required to be a full member of THST and must be nominated by two full members.

All nomination forms must be returned by **6pm on Monday 28 January 2019** via email to info@THSTOfficial.com or by post to:

The Secretary
Tottenham Hotspur Supporters' Trust
Box 67 Enterprise House
86 Bancroft
Hitchin
Hertfordshire
SG5 1NQ

Candidates will be required to make themselves available for a preliminary conversation with existing Board members between 30 January and 3 February 2019.

Candidate information will then be issued to full Trust members on 4 February 2019.

RESOLUTION TO APPROVE MODERNISED TRUST RULES

The rules under which we currently operate are outdated and not fit for purpose. They date back to 2006, since when there has been new legislation (The Co-operative and Community Benefit Societies Act 2014). We have also encountered difficulties in applying the rules in respect of the AGM.

A modernised set of Rules has been prepared based on a template provided by Supporters Direct and has been signed off by the Board. These Rules are available to download and read on our dedicated webpage, <http://www.thstofficial.com/agm.html>.

The resolution is to formally approve replacement of the existing 2006 Rules with the 2019 Rules.

To achieve a full rule amendment, rule 98 applies and we need 1/3 of the membership to vote (either in person or by proxy).

RESOLUTION TO DISAPPLY THE APPOINTMENT OF AUDITORS

At the 2018 AGM, a resolution was passed to reappoint The Greene Partnership as THST's financial auditors. We have recently been informed by The Greene Partnership that, due to changes within their firm, they are no longer undertaking statutory audits and it is their intention to resign as our auditors.

Under existing Trust rules (R.90), we are able to appoint a different auditor without calling a general meeting as their indication of unavailability classes as a “casual vacancy occurring between general meetings”.

However, the new Act gives the Trust provision to disapply the need for an auditor and instead go down the route of having an independent examination of the accounts conducted in respect of “small societies”, as defined by the Co-operative and Community Benefit Societies Act 2014.

The resolution is that we disapply section 83 of the Co-operative and Community Benefit Societies Act 2014 (the duty to appoint auditors) and will appoint an independent examiner to examine the accounts for 2017-2018.

Full members unable to attend the AGM will be able to vote on all relevant areas of business by proxy. Full details will be included in communications on 4 February 2019.

Please contact info@THSTOfficial.com with any questions relating to the Annual General Meeting.

Yours faithfully,

THST Board
11 January 2019