

**BERWICK RANGERS FOOTBALL CLUB PLC**

**NOTICE is hereby given that the Seventieth Annual General Meeting of Berwick Rangers Football Club PLC will be held on MONDAY 23<sup>rd</sup> January 2023 at 7.30pm, in the JB LOUNGE at Shielfield Park Stadium TD15 2EF**

**The meeting to consider and if thought fit, to pass the following Resolutions, with those numbered 1-3 and 5-7 being proposed as Ordinary Resolutions and those numbered 4 being proposed as Special Resolution, namely:-**

- 1. That the Company's Annual Accounts for the financial year ended 31<sup>st</sup> May 2022, together with the Directors' Report and the Auditors' Report on those accounts, be received.**
- 2. That Douglas Robert Younger, having retired as Director and being eligible for re-election, be re-elected as Director of the Company.**
- 3. That Daniel James Crowe, having been co-opted as Directors of the Company be ratified as Director of the Company.**
- 4. Nominations of persons to stand as Director are invited from members of the Company in writing. Nomination Forms should be signed and seconded by members of the Company.**

**\*Completed Nomination Forms must be delivered to the Registered Office NOT LESS than 72 hours before the time of holding the meeting.**

**\* Nomination papers are available from the Company on email: [club@berwickrangers.com](mailto:club@berwickrangers.com)**

- 5. That, in accordance with section 551 of the Companies Act 2006 (CA 2006), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (Rights) up to an aggregate nominal amount of £100,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31<sup>st</sup> January 2024 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.**

**This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the CA 2006 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.**

- 6. That, subject to the passing of resolution 4 above and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by this resolution, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:**


Be limited to the allotment of equity securities up to an aggregate nominal amount of £50,000; and expire 31<sup>st</sup> January 2024 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

7. That Riverside Accountancy Lancaster Limited be appointed as Auditors of the Company.
8. That the Board be authorised to settle the remuneration of the Auditors for 2023.
9. To transact any other business which may properly be transacted at an Annual General Meeting, any matters to be raised under any other business should be lodged in writing to the Registered Office no later than 48 hours prior to the meeting date. This may also be done by email to [club@berwickrangers.com](mailto:club@berwickrangers.com)

BY ORDER OF THE BOARD  
2022

Dated: 6th day of December

Signed by Company Secretary  
M. R. Pentecost

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Sanderson McCreath & Edney, 4 Quay Walls, Berwick upon Tweed TD15 1HD

**PROXIES:** A member entitled to attend and vote is entitled to appoint a proxy who need not be a member of the Company, to attend and vote on his behalf. Proxies must be delivered to the Registered Office NOT LESS than 48 hours before the time of holding the meeting.