**Notes to the Notice of the AGM**

**Entitlement to attend and vote**

To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company 48 hours before the time for holding the meeting (or, in the event of any adjournment, on the date which is 48 hours before the time of the adjourned meeting) and whose membership has not terminated under regulation 6.5 of the Company’s articles of association.

To be admitted to the meeting, members are asked to present proof of identity.

On arrival, all those entitled to attend and vote will be required to register.

All resolutions at the meeting will either be decided by a show of hands or by a poll if a poll is duly demanded in accordance with the Company’s articles of association.

**Appointment of proxies**

As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and a proxy form is included with this notice of meeting. You can only appoint a proxy using the proxy form in accordance with the procedures set out in these notes and the notes to the proxy form.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the President, Dr Elizabeth Carlin (who in accordance with the Company’s articles of association, will be presiding over the meeting), or another person as your proxy using the proxy form are set out in the notes to the proxy form. 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 President) and give your instructions directly to them.

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 or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

**Appointment of proxy**

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

* completed and signed by you or by someone duly authorised on your behalf;
* sent or delivered for the attention of Ben Halton, Electoral Reform Services Limited, The Election Centre, 33 Clarendon Road, London N8 0NW, who are acting on behalf of the Company in the administration of proxies and as scrutineers; and
* received by Electoral Reform Services Limited, The Election Centre, 33 Clarendon Road, London N8 0NW, addressed for the attention of Ben Halton, no later than 48 hours before the time and date of the meeting (or, in the event of any adjournment, on the date which is 48 hours before the time of the adjourned meeting).

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**

To change your proxy instructions, simply submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions, please contact Ben Halton, Electoral Reform Services Limited, The Election Centre, 33 Clarendon Road, London N8 0NW.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

**Termination of proxy appointments**

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Ben Halton, Electoral Reform Services Limited, The Election Centre, 33 Clarendon Road, London N8 0NW. 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 Company before the time and date of the meeting.

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.

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.

**Communication**

Except as provided above, members who have general queries about the meeting should contact the British Association for Sexual Health and HIV on 01625 664523 (no other methods of communication will be accepted).

You may not use any electronic address provided either in this notice of annual general meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.

**Resolutions**

The directors of the Company consider that all of the proposed resolutions are in the best interests of the Company and its members as a whole and recommend that members vote in favour of each of the resolutions.