

# Temple Holdings Limited

## 61<sup>st</sup> Annual General Meeting

### Sunday 28<sup>th</sup> March 2021



## Notice to Shareholders (1)

1. Notice is hereby given that the **61<sup>st</sup> Annual General Meeting** (61<sup>st</sup> AGM) of Temple Holdings Limited (the company) will be held on **Sunday 28<sup>th</sup> March 2021** at 5.30pm by video conference and proxy [**Article 11 (c)**].
2. The board comprises a minimum of five and a maximum of nine directors which number shall include the elected chairman [**Article 14**]. In addition, and for information only, both the Ladies' and Men's Captains of the day are appointed to the board on an ex officio basis with voting rights.
3. For information only, **Mr Fraser Dillingham** was elected as the chairman of the board, and as a director, for a period of three years at the 59<sup>th</sup> AGM [**Articles 15(a) & 15(g)**].
4. Having served for four consecutive years on the board, **Mr Chris Milne** retires as a director at the 61<sup>st</sup> AGM and **does** seek re-election [**Article 19**].
5. Having served for four consecutive years on the board, **Mr Alex Whitaker** retires as a director at the 61<sup>st</sup> AGM and **does not** seek re-election [**Article 17**].
6. For information only **Mrs Marie Taylor** was originally deemed and declared to be a director at the 60<sup>th</sup> AGM due to be held on Sunday 29<sup>th</sup> March 2020. As the 60<sup>th</sup> AGM was not completed, **Mrs Marie Taylor** was co-opted to the board at a meeting of the board of directors held on Sunday 29<sup>th</sup> March 2020. By virtue of her appointment as Ladies' Captain at the 61<sup>st</sup> AGM, **Mrs Marie Taylor** will remain on the Board on an ex officio basis with voting rights. Following her year in office as the Ladies' Captain, **Mrs Marie Taylor** will be nominated for election to the board for a period not to exceed four years at the 62<sup>nd</sup> AGM in March 2022.
7. There being no other retirements by rotation due, there are therefore **THREE** vacancies on the board to be filled at the 61<sup>st</sup> AGM [**Articles 14, 17 & 18**].
8. The board of directors has nominated **Mr Chris Milne** to be re-elected to the board for a period of one year; and **Mrs Sue Dutton**, the current Ladies' Captain, and **Mr Pars Purewal** to be elected to the board, each for a period not to exceed four consecutive years [**Articles 17, 19 & 20(a)**].
9. Whilst [**Article 20 (a)**] provides that although the board may make the nominations set out at paragraph 8 above, thereby filling the number of vacancies on the board, additional nominations may be made in writing, signed by the proposer and at least five shareholders (other than the candidate) and forwarded to the secretary to arrive not later than twenty-eight days before the 61<sup>st</sup> AGM i.e. **by 5.30pm on Sunday 28<sup>th</sup> February 2021**. Attached to such nomination(s) shall be the written consent of the candidate that he or she is willing to stand [**Article 20(a)**].
10. If no additional nominations in accordance with paragraph 9 above have been lodged with the secretary **by 5.30pm on Sunday 28<sup>th</sup> February 2021**, then the nominations per paragraph 8 above will be deemed and declared to be elected at the 61<sup>st</sup> AGM and a notice to this effect shall be placed on the company notice board and circulated electronically by the secretary no later than fourteen days before the 61<sup>st</sup> AGM i.e. **by Sunday 14<sup>th</sup> March 2021**. [**Article 20(b)**].

11. If the number of candidates duly nominated by the board (see paragraph 8 above) added to those nominated in accordance with paragraph 9 above, exceeds the number of vacancies, then a notice to this effect shall be placed on the company notice board and circulated electronically by the secretary no later than fourteen days before the 61<sup>st</sup> AGM i.e. **by Sunday 14<sup>th</sup> March 2021**. This notice will detail the valid nominations and notify shareholders that there will be a poll held at the 61<sup>st</sup> AGM and that all shareholders present at the meeting, in person, by video conference or by proxy, shall be entitled to vote thereon **[Article 20 (b)]**.
12. In the event of a poll, the candidates who have received the largest number of votes shall be deemed and declared to be elected at the 61<sup>st</sup> AGM to fill the vacancies on the board. In the event of candidates receiving an equal number of votes, the chairman shall give a casting vote **[Article 20 (d)]**.
13. The board of directors has approved the appointments of **Mrs Marie Taylor** as the Ladies' Captain and **Mr Paul Sivey** as the Men's Captain each for a period of one year with effect the 61<sup>st</sup> AGM on **Sunday 28<sup>th</sup> March 2021 [Article 24(d)]**. **Mrs Marie Taylor** and **Mr Paul Sivey** will be appointed to the board on an ex-officio basis with voting rights during their periods of tenure.
14. Thus, subject to paragraphs 8 – 13 of this notice, the board shall comprise the following members with effect the 61<sup>st</sup> AGM on **Sunday 28<sup>th</sup> March 2021**:

Mr Fraser Dillingham	(Chairman)	Mr Jason Plummer	
Mrs Sue Dutton		Mrs Shirley Rae	
Mr David Edwards		Mr Nick Roberts	
Mr Richard Luck		Mr Paul Sivey	(Men's Captain)
Mr Chris Milne		Mrs Marie Taylor	(Ladies' Captain)
Mr Pars Purewal			



**Keith Adderley**  
Company Secretary

**14<sup>th</sup> February 2021**

#### **Director Elect Profile:**



Pars has been a member of Temple for almost 9 years and has a handicap of 8 under the new World Handicap System. By his own admission, Pars reports that his current handicap is too low and 'it needs to go up' to reflect the standard he was playing at before the latest lockdown!

Pars retired in June 2019 and has enjoyed playing more golf since then especially getting to meet more members through playing in the M4 league matches as well as competitions at the club.

Pars is a chartered accountant and was a partner at one of the Big 4 accounting firms before his retirement. He hopes to bring the skills he acquired during his professional career to the benefit of the club and the membership.