

NOTICE OF EXTRAORDINARY GENERAL MEETING

**EAST OF ENGLAND AGRICULTURAL SOCIETY, EAST OF ENGLAND SHOWGROUND,
PETERBOROUGH, PE2 6XE.**

TEL: 01733 234451 FAX: 01733 370038 Email: info@eastofengland.org.uk

**A Company limited by Guarantee - Registered in England Certificate of Incorporation 1589922,
Registered Charity No. 283564**

Notice is hereby given that the Extraordinary General Meeting of the Members of the
above limited company will be held on
THURSDAY 20th October 2011 at 6.00pm
in the Peterborough Suite, East of England Showground, Peterborough, PE2 6XE.

DAVID RALLEY-DAVIES, Interim Secretary

EAST OF ENGLAND AGRICULTURAL SOCIETY

AGENDA

1. Memorandum of Association

- 1.1 To note the approval of the Charity Commission by email of the 5th May 2011, to the amendment of paragraph 6 of the Memorandum of Association by the insertion of the words "which is a regulated amendment as defined in Section 64 of the Charities Act 1993 as amended by the Charities Act 2006" after the words "No addition, alteration or amendment".
- 1.2 To amend the Memorandum of Association at paragraph 6 in accordance with the Charity Commission approval referred to at item 1.1 above.

1.3 Draft Special Resolution

It is resolved to amend paragraph 6 of the Memorandum of Association of the Company by insertion of the words "which is a regulated amendment as defined in Section 64 of the Charities Act 1993 as amended by the Charities Act 2006" after the words "No addition, alteration or amendment".

2 Articles of Association

- 2.1 Subject to the passing of the resolution at 1.3 above, to adopt new Articles of Association in accordance with the draft Articles available for viewing at the Company's website www.eastofengland.org.uk made available on request by post or for inspection at the administrative offices at the East of England Showground in each case for at least 21 days prior to the meeting which form of Articles shall be produced to the meeting.

2.2 Draft Special Resolution

It is resolved that the draft regulations produced to the meeting and for the purposes of identification, initialled by the Chairperson, be adopted as the Articles of Association of the

Company in substitution for, and to the exclusion of, the existing Articles of Association with effect from the close of the meeting.

3. Articles of Association of East of England Showground Services Limited

3.1 To note that the Company holds more than 75% of the issued shareholding of East of England Showground Services Limited (EESL).

3.2 To note a draft Written Resolution sent to the Company by the Directors of EESL requesting that the Articles of Association of EESL be amended in accordance with the draft annexed to the draft Written Resolution and available for viewing at the following website www.eastofengland.org.uk or available by post or inspection at the administrative offices at East of England Showground, Alwalton, Peterborough for at least 21 days prior to the meeting.

3.3 That, subject to the passing of the Special Resolution at 2.2 above, the Chairperson be authorised to sign the Written Resolution referred to at paragraph 3.2.

3.4 Draft Resolution

It is resolved that the Chairperson be authorised to sign the Written Resolution referred to at paragraph 3.2.

3.5 To adjourn the meeting to permit the Chairperson to sign the Written Resolution.

3.6 To reconvene the meeting and receive the Chairperson's report that the Written Resolution had been signed on behalf of the Company and had therefore been passed and would be reported to the Board of EESL.

4. Future Communications

4.1 To consider the recommendation of Council that wherever practicable and only in compliance with the provisions of the Companies Act 2006, notices of meetings and the giving of information and any documents in support of the business to be conducted at the meetings shall be given to members by electronic means and be made available for inspection on the Company's website by members in substitution for paper form.

4.2 Draft Resolution

It is resolved that:-

4.2.1 this notice of meeting comprised written notice to all members of the intention to adopt new Articles 24.3 and 24.4 providing for electronic communications and that any member who does not give notice in writing within 28 days of his/her objection to receiving notices, documents and information electronically rather than in paper form will be deemed to have agreed to receive the same electronically.

4.2.2 That members be asked to advise the Company of an email address which may be used for future communications with them.