

GYMNASTICS FEDERATION OF BERMUDA
NOTICE OF
ANNUAL GENERAL MEETING

YOU ARE NOTIFIED that the 2024 annual general meeting of the members of **the Gymnastics Federation of Bermuda** is Friday November 15, 2024 at 8:00 pm, or as soon thereafter as is practicable, for the purpose of transacting the following business:

A G E N D A

1. To confirm the chairman for the meeting Gymnastics Federation of Association
2. To read notice convening the meeting and confirm that a quorum is present.
3. To read and confirm the minutes of the 2023 annual general meeting of the members held on 15 Dec 2023.
5. To consider the election of directors as follows:
 - (a) determine the number of directors for the ensuing year;
 - (b) to consider nominations for directors;
 - (c) confer general authority on the board of directors (the “Board”) to fill vacancies, if any;
 - (d) confer general authority on the Board to appoint alternate directors as and when it deems fit;

[Note: the procedure for nominations of directors is attached.]

7. To confirm all duly authorised acts of the directors and officers of the Company.

Date: [] 2024

BY ORDER OF THE BOARD
SECRETARY

To: Members
cc: Directors

Extract from bye-laws – Bye-law 15

15. Notice of Nominations of Directors

- 15.1. Only persons who are nominated in accordance with the procedures set out in this Bye-Law 15 shall be eligible for election as directors to the Board. Nominations of persons for election to the Board may only be made at:
 - 15.1.1. an annual general meeting, or
 - 15.1.2. at a special general meeting called for any purpose which includes the election of directors to the Board, as follows:
 - 15.1.2.1. by or at the direction of the Board or an authorized Officer, including pursuant to a notice of meeting;
 - 15.1.2.2. by or at the direction or request of one or more Members pursuant to a proposal made in accordance with the provisions of Bye-Law 22 or a requisition of Members made in accordance with the provisions of Bye-Law 10.2;
 - 15.1.2.3. by any Corporate Member entitled to vote at such meeting or any Honorary Member (a “Nominating Member”), who: (A) at the close of business on the date of giving notice provided for in Bye-Law 15.3 below and on the record date for notice of such meeting and the date of such meeting, is either entered in the Register of Members carrying the right to vote at such meeting; and (B) has given timely notice in proper written form as set forth in this Bye-Law 15.
- 15.2. For the avoidance of doubt, the foregoing Bye-Law 15.1 shall be the exclusive means for any person to bring nominations for election to the Board before any annual general meeting or any special general meeting.
- 15.3. For a nomination made by a Nominating Member to be timely notice (a “Timely Notice”), the Nominating Member’s notice must be received by the Secretary at the Registered Office:
 - 15.3.1. in the case of an annual general meeting, not later than the close of business on the 10th day before the date of the meeting;
 - 15.3.2. in the case of a special general meeting (which is not also an annual general meeting) called for any purpose which includes the election of directors to the Board, not later than the close of business on the 10th day following the day on which the notice of the date of the special general meeting is made by the Federation.

- 15.4. The time periods for giving of a Timely Notice shall in all cases be determined based on the original date of the annual general meeting or notice announcement of the annual general meeting or special general meeting, as applicable. In no event shall an adjournment or postponement of an annual general meeting or special general meeting or any announcement thereof commence a new time period for the giving of a Timely Notice.
- 15.5. To be in proper written form, a Nominating Member's notice to the Secretary must disclose or include, as applicable, as to each person whom the Nominating Member proposes to nominate for election as a director (a "Proposed Nominee"):
- 15.5.1. their name, business and residential address, country of residence and principal occupation or employment;
 - 15.5.2. any other information that would be required to be disclosed in all other filings required to be made in connection with the solicitation of proxies for election of directors pursuant to the Companies Act or as required by applicable Charities Act 2014 requirements.
- 15.6. All information to be provided in a Timely Notice pursuant to Bye-Law 15.5 shall be provided as of the record date for determining Members entitled to vote at the meeting (if such date shall then have been publicly announced) and as of the date of such notice.
- 15.7. Notwithstanding any other provision of these Bye-Laws, any notice, or other document or information required to be given to the Secretary pursuant to this Bye-Law 15 may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time by the Secretary for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the Secretary at the Registered Office, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Bermuda time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the next following day that is a business day.
- 15.8. The chair of any meeting of Members of the Federation shall have the power to determine whether any proposed nomination is made in accordance with the provisions of this Bye-Law 15, and if any proposed nomination is not in compliance with such provisions, must declare that such defective nomination shall not be considered at any general meeting of Members.
- 15.9. Despite any other provision of this Bye-Law 15, if the Nominating Member (or a qualified representative of the Nominating Member) does not appear at the meeting of Members of the Federation to present the nomination of the Proposed Nominee, such nomination shall be disregarded, notwithstanding that proxies in respect of such nomination may have been received by the Federation.

15.10. Nothing in this Bye-Law 15 shall obligate the Federation or the Board to include in any information or proxy circular or other Member communication distributed by or on behalf of the Federation or Board any information with respect to any proposed nomination or any Nominating Member or Proposed Nominee.

15.11. The Board may, in its sole discretion, waive any requirement of this Bye-Law 15.

**GYMNASTICS FEDERATION OF BERMUDA
NOMINATION FORM FOR APPOINTMENT TO
THE BOARD OF DIRECTORS**

Name of Nominating Member: _____

Details of Nominee:

Name of Nominee _____

Nominee's business address - _____

Nominee's residential address _____

Nominee's country of residence _____

Nominee's principal occupation or employment _____

Nominee has Bermudian status YES / NO

Signed by:

Nominating Member: _____

Nominee _____