

Sample Template – for completion online only from 16 October 2023

SCOTTISH RUGBY UNION

Registered number SC748672 (the “Union”)

Registered Office: Murrayfield Stadium
Edinburgh
EH12 5PF

PROXY FORM

Scottish Rugby Union – ANNUAL GENERAL MEETING – 18 November 2023

We (insert member club/ associated body name)

....., of
(insert member address)being
a member of the Union, appoint (insert name in block capitals).....
of (insert address), or failing
him/her.....of.....
.....as our proxy to vote in our name and on our behalf at the Annual General
Meeting of the Union to be held at Scottish Gas Murrayfield Stadium on Saturday 18 November
2023 at 10:30 am and at any adjournment of the Meeting.

Unless otherwise instructed below, the proxy may vote as he or she thinks fit or abstain from voting.

This form is to be used in respect of the resolutions mentioned below as follows:

(Please indicate with an "X" in the spaces below how you wish your votes to be cast for each Resolution).

	Resolution	For	Against	Withhold
1.	Approval of Minutes of 2022 AGM.			
2.	Approval of Minutes of 2022 SGM.			
3.	To receive the 2022/23 Financial Statements.			
4.	Ratification of Maxine Manditsch as Custodian Director.			
5.	Ratification of Alison Milne as Custodian Director.			
6.	Special Resolution - Amendment to Article 31.1.			
7.	Special Resolution - Amendment to Article 32.1.1.			

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Dated: 2023

Signature of Office Bearer of Member/ Associated Body

Name of Office Bearer of Member/ Associated Body

Office held

NOTES:

1. Only **full members** and **associated bodies** of the Union are eligible to vote or appoint a proxy.

The proxy form will be accessible online from 16 October 2023. An email containing usernames and passwords and enabling you to access this online service will be sent to you from SRU@lumiengage.com within the next 7 days.
2. Attendance by a proxy is included when deciding whether the Meeting or adjourned Meeting is quorate.
3. You do not need to submit a proxy form naming the representatives of your club or associated body, if those representatives are attending the meeting in person, or online, on behalf of your club or associated body.
4. You should complete and submit a proxy form if you do not expect to send or be able to send representatives to the Meeting or to attend online on your club or associated body's behalf. **If you are unsure, you should submit a proxy form anyway to ensure that your votes can be included in any vote and you contribute to the meeting being quorate.**
5. Please insert the member/ associated body's full name and address in block letters, the name of the person you wish to appoint and the details of the office bearer submitting the proxy form before submitting it.
6. The proxy must be a natural person – you cannot appoint a corporate entity eg *XYZ Limited* or as a proxy. A proxy does not have to be a member of the Union or of the appointing member club or associated body.
7. Each full member club and associated body has 2 votes. Votes cannot be split between the For/ Against/ Withheld options.
8. When deciding how you wish your votes to be cast by your proxy, please complete only 1 box for each Resolution. If you complete more than 1, the form will be treated as spoiled for that Resolution and your proxy votes will not be counted for that Resolution if a poll is called.
9. The proxy is entitled to exercise the same rights as the appointing member has to attend and to speak and vote at the Meeting, and to demand, or join in a demand for a poll.

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10. The appointment of a proxy does not prevent a member club or associated body's representatives from attending and voting in person or via the online platform at the Meeting or adjourned Meeting but if that happens, the proxy will not then be entitled to attend or vote.
11. If you wish to appoint the President or Chair of the Meeting as your proxy, please insert "President" or "Chair" , as appropriate, in the space provided.
12. If the form is submitted but a name for the proxy is left blank, the President will be deemed to be appointed.
13. If the President or Chair has been appointed or is deemed to be appointed as your proxy, they will cast your votes in accordance with the instructions given. If the President is not available for any reason, the Vice-President will fulfil that role.
14. If the President or Chair has been appointed or is deemed to have been appointed as your proxy and you have not provided an instruction on how your votes are to be cast – i.e. you leave the For/ Against/ Withheld column blank - they will have discretion on how to cast the proxy vote.
15. To be valid the proxy form must be submitted **online**:
 - (a) not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting;
 - (b) in the case of a poll taken more than 48 hours after the poll was demanded, not less than 24 hours before the time appointed for taking the poll.
16. You can withdraw your proxy form, change the details of who you wish to appoint, or change how you wish them to vote on a Resolution
 - (a) at any time up to 48 hours before the time appointed for holding the Meeting or adjourned Meeting;
 - (b) in the case of a poll taken more than 48 hours after the poll was demanded, not less than 24 hours before the time appointed for taking the poll.