

## **TMHF special resolution for meeting on 28 May 2021**

The Board of TMHF has realised that the text circulated on 15 April 2021 of the resolution to be put before members at the EGM to be held on 28 May 2021 was inaccurately worded. Accordingly, that text is withdrawn.

Below is the text of the resolution that will be put before members as a special resolution.

As a special resolution, the only amendments that can be made are those in accordance with Article 41.2 of our articles. These require the chair of the meeting to propose the amendment (as an ordinary resolution) at the meeting, and the amendment must not go beyond what is necessary to correct a grammatical error or other non-substantive error in the resolution. No other amendments can be considered.

While the resolution is divided into numerical parts for ease of reading, it is a single resolution and only one vote will be taken on the entirety of the resolution.

Our Articles use the Companies Act 2006 definition of a special resolution. This means that to pass the resolution requires a majority of not less than 75% of the members who (being entitled to do so) vote in person or by proxy.

For the avoidance of doubt, this means that abstentions are not relevant; to pass requires FOR votes to be at least 75% of FOR + AGAINST votes.

### **Resolution**

This meeting resolves that:

1. The T Mark Hall Library be donated to the London Go Centre.
2. The Foundation donate its holding of 150,000 ordinary shares of £1 each in Mindsports Property Limited to The London Go Centre.
3. After step 2 has taken place, the Foundation discharges any liabilities, and after ascertaining the remaining surplus of assets after discharging liabilities distributes that surplus as follows:
  - a. 50% as a donation to The London Go Centre.
  - b. 25% as a donation to The British Go Association.
  - c. 25% as a donation to the Trustees of the Castledine-Barnes Trust to be held as part of the trust fund established by the trust deed of 22 April 2001.
4. After step 3 has taken place, the Board notifies the Registrar of Companies that the Foundation has resolved to dissolve itself and that it has no assets or liabilities. The Board to take any action required by the Registrar of Companies to complete the dissolution.
5. In accordance with Article 46, The British Go Association is hereby designated as the successor body to the Foundation to receive any after-acquired assets such as legacies.