

The Physiological Society (The 'Society')

Registered charity number: 211585

Company number: 00323575

Registered Office: Hodgkin Huxley House, 30 Farringdon Lane, London, EC1R 3AW

PROXY NOTICE

This proxy notice should be returned to The Society's Governance Manager, Rosie Waterton, at The Society's registered office, to reach them no later than **midnight GMT on 8 December 2019**.

I, of

being a voting Member of the above-named Society, hereby appoint

ofor, failing him/her,

the Chair of the Meeting as my proxy to vote in my name and on my behalf at the General Meeting of The Society, to be held on 10 December 2019 and at any adjournment thereof.

I direct my proxy to vote as follows:

(INDICATE WITH AN X IN THE BOXES BELOW)

SPECIAL RESOLUTIONS	For	Against	Vote Withheld
<p>1 Historic regulated alterations to the Articles of Association</p> <p>THAT following Charity Commission for England and Wales consent the regulated alterations included in the version of the articles of association updated by The Society in 2016 are hereby adopted with immediate effect</p>			
<p>2 Amendments to the Articles of Association</p> <p>THAT following Charity Commission for England and Wales consent the articles of association attached to this resolution are hereby adopted with immediate effect as the new articles of association of The Society in substitution for and to the exclusion of the existing articles of association.</p>			

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

This proxy shall be void if I personally attend the Meeting

Signed: Date: 2019

Notes to the proxy form

- 1 Voting Members (Fellow, Full and Honorary Members) are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at a General Meeting of The Society. You can only appoint a proxy using the procedures set out in these notes.
- 2 Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
- 3 A proxy does not need to be a Member of The Society but must attend the Meeting to represent you. To appoint as your proxy a person other than the Chair of the Meeting, insert their full name where indicated. If you sign and return this proxy form with no name inserted, the Chair of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.
- 4 To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
- 5 To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to Hodgkin Huxley House, 30 Farringdon Lane, London, EC1R 3AW; and
 - received by The Society no later than **midnight GMT on 8 December 2019**.
- 6 As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by sending an e-mail to rwaterton@physoc.org. For an electronic proxy appointment to be valid, your appointment must be received by The Society no later than **midnight GMT on 8 December 2019**.
- 7 Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 8 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

- 9 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Rosie Waterton by e-mail at rwaterton@physoc.org.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

- 10 In order to revoke a proxy instruction you will need to inform The Society using one of the following methods:

- By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Rosie Waterton at Hodgkin Huxley House, 30 Farringdon Lane, London, EC1R 3AW. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- By sending an e-mail to Rosie Waterton at rwaterton@physoc.org.

In either case, the revocation notice must be received by The Society no later than midnight **GMT on 8 December 2019**.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.