

**TO: THE MEMBERS**

**11th August, 2009**

**ANNUAL GENERAL MEETING**

**1. Notice of Annual General Meeting on 17th September, 2009**

The notice of the One Hundred and Twenty First Annual General Meeting of the Association is enclosed in the Directors' Report & Financial Statements for the year ended 20th February, 2009.

**2. Agenda for Annual General Meeting**

The Agenda and all supporting documents for the meeting are enclosed.

**3. Proxy Form**

A proxy form is enclosed. Please note the completed form must reach the Secretary of the Association at its registered office at 90 Fenchurch Street, London EC3M 4ST no later than 48 hours before the meeting.

Yours faithfully,

**THOMAS MILLER DEFENCE LTD**

Managers

# Circular

**TO: THE MEMBERS**

**11th August, 2009**

**Ref: 2009/2**

## **DIRECTORS' REPORTS & FINANCIAL STATEMENTS FOR THE YEAR ENDED 20TH FEBRUARY, 2009**

We enclose the Directors' Reports & Financial Statements for the year ended 20th February, 2009.

Since 20th February, 1999, the Association's quota share reinsurer has been the United Kingdom Defence Insurance Association (Isle of Man) Limited ("UK Defence (IOM)"). Members of this Association ("UK Defence Club") are also Members of UK Defence (IOM), which is managed by Havelock Insurance Management Limited of Douglas, Isle of Man ("Havelock"). Each Association holds an Annual General Meeting.

### **UK Defence Club**

The AGM of the UK Defence Club will be held at 10.00 a.m. on 17th September, 2009 in London at its registered office, 90 Fenchurch Street. We also enclose the Agenda and supporting papers relating to this Association's AGM together with a proxy form, which is to be returned to the Secretary of this Association c/o the Managers in London.

### **UK Defence (IOM)**

The AGM of UK Defence (IOM) will be held at 9.30 a.m. on 29th September, 2009, at its registered office in Douglas, Isle of Man. As agents for Havelock we also enclose the Agenda and supporting papers for the UK Defence (IOM)'s AGM, together with a proxy form, which is to be returned to the Secretary of UK Defence (IOM) c/o Havelock of Douglas, Isle of Man.

Yours faithfully,

**THOMAS MILLER DEFENCE LTD**  
Managers

**ONE HUNDRED AND TWENTY FIRST  
ANNUAL GENERAL MEETING**

**TO BE HELD AT**

**90 FENCHURCH, STREET  
LONDON EC3M 4ST**

**ON**

**THURSDAY, 17TH SEPTEMBER, 2009**

**AT 10.00 A.M.**

## A G E N D A

17th September, 2009

1. **To read the Notice of Meeting.**
2. **Minutes**

To confirm the Minutes of the Annual General Meeting held on 18th September, 2008.

3. **To note the Auditors' Report.**
4. **Report and Accounts.**

Ordinary Resolution to propose:

"That the Report and Accounts as audited and certified for the period ended 20th February, 2009 be and are hereby adopted."

5. **Election of Directors.**

In accordance with the Articles of Association, all the Directors retire from office. Mr. Patrick Decavèle is not offering himself for re-election on this occasion. All other Directors, being eligible, hereby offer themselves for re-election.

Ordinary Resolutions to propose:-

- " (a) Mr E.F. André be re-elected a Director of the Association.  
 (b) Mr A.V.S. Bernard be re-elected a Director of the Association.  
 (c) Ms M. Bottiglieri be re-elected a Director of the Association.  
 (d) Mr R.G. Crawford CBE be re-elected a Director of the Association.  
 (e) Mr B.C. Goulandris be re-elected a Director of the Association  
 (f) Mr G.A. Gratsos be re-elected a Director of the Association.  
 (g) Mr M. Hashim be re-elected a Director of the Association.  
 (h) Mr Tan Chin Hee be re-elected a Director of the Association.  
 (i) Mr P.C. Laskaridis be re-elected a Director of the Association.  
 (j) Mr M.F. Lykiardopulo be re-elected a Director of the Association.  
 (k) Mr T.J. McClure be re-elected a Director of the Association.  
 (l) Mr S. Palios be re-elected a Director of the Association.  
 (m) Mr P. Pappas be re-elected a Director of the Association.  
 (n) Mr M.G. Pateras be re-elected a Director of the Association.  
 (o) Mr Y.T. Triphyllis be re-elected a Director of the Association.  
 (p) Mr G.D. Weston be re-elected a Director of the Association.  
 (q) Mr G. Woodford be re-elected a Director of the Association."

**6. Appointment and Remuneration of Auditor**

The Association's Auditor retires at each AGM and, being eligible, offer themselves for re-election.

Ordinary resolution to propose:

"Grant Thornton UK LLP be re-appointed Auditor and that their remuneration shall be such sum as shall be agreed by the Directors."

**7. Any Other Business**

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**MINUTES OF  
THE ONE HUNDRED AND TWENTIETH  
ANNUAL GENERAL MEETING  
OF THE MEMBERS OF THE ASSOCIATION  
HELD AT  
90 FENCHURCH STREET,  
LONDON EC3M 4ST  
ON  
18TH SEPTEMBER, 2008**

Mr. P. C. Laskaridis was in the chair and a quorum was present.

1. The Notice of the Meeting was taken as read.

The Managers reported that 351 Proxy Forms had been received and there was overall support for each of the resolutions set out in the Agenda.

2. The Minutes of the One Hundred and Nineteenth Annual General Meeting held on 20th September, 2007 were confirmed as a correct record and signed by the Chairman.
3. The Auditors' Report was noted.
4. After consideration of the Income and Expenditure Account and the Balance Sheet, it was proposed by Mr. R. G. Crawford, seconded by Mr. E. F. André and unanimously resolved:

“That the Report and Accounts as audited and certified for the year ended 20th February, 2008 be and are hereby adopted”.

5. On the proposal of Mr. P. P. Decavèle and seconded by Mr. G. D. Weston, it was unanimously resolved:

“That the Directors retiring in accordance with the terms of the Articles of Association and offering themselves for re-election, be re-elected by a single Resolution”.

In accordance with this resolution it was unanimously resolved:

“That Ms. M. Bottiglieri, and Messrs E.F. André, A.V.S. Bernard, R.G. Crawford C.B.E., P.P. Decavèle, B.C. Goulandris, G.A. Gratsos, M. Hashim, Tan Chin Hee, P.C. Laskaridis, M.F. Lykiardopulo, T.J. McClure, S. Palios, P. Pappas, M.G. Pateras, G.D. Weston and G. Woodford be re-elected Directors of the Association”.

6. On the proposal of Mr. R. G. Crawford, seconded by Mr. E. F. André it was unanimously resolved:

"That with effect from 12 noon Greenwich Mean Time on 20th February, 2009 the amendments to the Articles of Association as contained in Appendix 'A' as submitted at the meeting be and are hereby adopted."

7. On the proposal of Mr. P. P. Decavèle and seconded by Mr. M. Hashim it was unanimously resolved:

"That with effect from 12 noon Greenwich Mean Time on 20th February, 2009 the amendment to the Association's Rules as contained in Appendix 'B' as submitted at the meeting be and is hereby adopted."

8. On the proposal of Mr. R. G. Crawford and seconded by Mr. P. P. Decavèle it was unanimously resolved:

"That Messrs Grant Thornton (UK) LLP be appointed Auditor and that their remuneration shall be such sum as shall be agreed by the Directors".

9. There being no other business the meeting ended at 9.57 a.m.
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