

**TO: THE MEMBERS**

**26th May, 2016**

**Dear Sirs,**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General meeting of the Members of the Association will take place

on: Thursday, 16th June, 2016 at 09.30 a.m.

at: 90 Fenchurch Street,  
London EC3M 4ST

At the meeting, the following Special Resolutions will be proposed:

**Special Resolution 1** to propose:

“That, with effect from 12 noon Greenwich Mean Time on 17th June, 2016, the amendments to the Articles of Association of the Association as contained in the printed document marked “Appendix A” submitted to this meeting and for the purposes of identification signed by the Chairman be and are hereby adopted.”

**Special Resolution 2** to propose:

“That, with effect from 12 noon Greenwich Mean Time on 17th June, 2016, the amendments to the Rules as contained in the printed document marked “Appendix B” submitted to this meeting and for the purposes of identification signed by the Chairman be and are hereby adopted.”

By order of the Board

K.P. Halpenny  
Secretary

**TO: ALL MEMBERS**

**PROPOSED AMENDMENT TO THE ASSOCIATION'S ARTICLES OF ASSOCIATION AND PROPOSED RULE CHANGE – 2016/17 RULES**

*Proposed amendment to the Articles of Association*

Given the growth of the Association and that the Board continues to be representative of its broad Membership base, it is proposed that the Association's Articles of Association be amended to permit an increase in the maximum number of Directors. The proposed amendment to Article 8.1 is italicised and set out in Appendix "A" (see attached).

Additionally, recent changes in the regulatory environment in the United Kingdom mean that a representative from the Managers should be appointed to the Board of the Association. Article 8.2 provides that the Managers are not permitted to take up such an appointment and therefore it is proposed that Article 8.2 be deleted, as set out in Appendix "A".

*Proposed Rule Change*

It is also proposed that amendments be made to Rule 10 of the Association's Rules to remove the current restriction on reinsured entries becoming Members of the Association. The proposed amendment allows this in circumstances where the Directors so agree.

The proposed amendment to Rule 10 (2) is italicised and set out in Appendix "B" (see attached).

Yours faithfully,

**THOMAS MILLER DEFENCE LTD**  
Managers

## APPENDIX "A"

### AMENDMENT TO THE ASSOCIATION'S ARTICLES OF ASSOCIATION

#### ARTICLE 8. DIRECTORS' APPOINTMENTS

- 8.1 The number of directors shall be no less than six and no more than ~~22~~ 25, unless otherwise determined by ordinary resolution.
- ~~8.2 No Manager, nor any employee of any Manager, shall be eligible for appointment as, nor shall they be capable or of holding the office of, a Director.~~

## APPENDIX "B"

### RULE AMENDMENT

#### Rule 10: Membership

(2) If the **Association** accepts an application for **Entry** of a **Ship** from an insurer, any **Ship** in respect of which the application is made shall be entered by way of reinsurance and shall for the purposes of these **Rules** be an **Entered Ship** and the **Owner** of that **Entered Ship** and the insurer reinsured may each, in the discretion of the **Directors**, be accepted as a **Member** on such terms as may be agreed by the **Directors**. If the insurer concerned *does* ~~shall~~ not become a **Member**, ~~but~~ he shall in all other respects have the same rights and be under the same obligations for the purposes of these **Rules** *unless otherwise agreed by the Association*. His contract with the **Association** shall for all purposes take effect as though he were the **Member** in respect of any such **Entered Ship** and in such capacity had entered any such **Ship** in the **Association**.

## A G E N D A

16th June, 2016

1. **To read the Notice of Meeting.**
2. **Amendments to the Articles of Association**

Special Resolution 1 to propose:

“That, with effect from 12 noon Greenwich Mean Time on 17th June, 2016, the amendments to the Articles of Association of the Association as contained in the printed document marked “Appendix A” submitted to this meeting and for the purposes of identification signed by the Chairman be and are hereby adopted.”

3. **Amendments to the Rules**

Special Resolution 2 to propose:

“That, with effect from 12 noon Greenwich Mean Time on 17th June, 2016, the amendments to the Rules as contained in the printed document marked “Appendix B” submitted to this meeting and for the purposes of identification signed by the Chairman be and are hereby adopted.”

4. **Any Other Business**
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