

THE COMPANIES ACTS

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
SPECIAL RESOLUTIONS

- of -

THE NAVY LEAGUE INCORPORATED

Passed on the 11th May 1976

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 11th May 1976, the following Special Resolutions were proposed and duly passed.

RESOLUTIONS

2. That forthwith and conditionally upon the passing of the Ordinary Resolution numbered 1 above

(a) the Articles of Association of the Association be and they are hereby altered as follows:-

(i) By the inclusion immediately after Article 5 thereof of a new Article to be numbered Article 5A as follows:-

"5A. All references in these Articles of Association to the said Voluntary Association (whether as "The Navy League", "the said Voluntary Association", "the said unincorporated Association known as The Navy League" or otherwise) shall include references thereto under whatever name it shall from time to time be called".

(ii) By the deletion of Article 9 thereof and the substitution of the following new Article 9:-

"The Association in General Meeting may from time to time make vary and repeal By-Laws for the regulation of the business of the Association, its officers and servants, or any section thereof, and for the constitution of the said Voluntary Association (composed of members interested in the furtherance of the Association's objects) or for



regional branches or any other sections of the said Voluntary Association, and for its officers and servants and without prejudice to the generality of the foregoing the Association in General Meeting may -

- A. Change the name of the said Voluntary Association by an Ordinary Resolution
- B. Amend or alter the objects and powers of the said Voluntary Association by an Ordinary Resolution provided only that the objects and powers so amended or altered from time to time are within the objects and powers of the Association as set out in its Memorandum of Association from time to time and that no By-Laws shall be made under this Clause which would amount to such an alteration or addition to these presents as could legally be made only by Special Resolution.

(b) that Clause 4 of the Memorandum of Association of the Association be altered by the insertion between the words "known" and "as 'The Navy League'" of the words "now or formerly".

5. That forthwith and conditionally upon the passing of the Ordinary Resolution numbered 4 above and such Resolution becoming effective the Articles of Association of the Association be altered by deleting Articles 32 and 32A and substituting the following new Articles:-

GOVERNING BODY

"32. The Governing Body shall consist of all persons who shall for the time being be members of the Association, acting for this purpose in an executive capacity (with the exception of any such persons who may be disqualified from membership of the Governing Body under Article 38), together with (A) High Commissioners of all Commonwealth Countries who, on appointment, shall accept an invitation to become ex officio members of the Association for the term of their appointment and (B) any additional members appointed under the immediately following Article.

POWERS OF THE GOVERNING BODY

"32A. The Governing Body shall have power at any time and from time to time to appoint any person being a member of the said Voluntary Association to be an additional member of the Governing Body and to remove from office any person so appointed: provided that an appointment shall be made hereunder only if the number of additional members of the Governing Body so appointed would not as a consequence thereof then exceed one-third of the number of members of the Governing Body and that no vote of any meeting of the Association or the Governing Body shall be valid at which non-members constitute a majority of those present and entitled to vote. Subject as aforesaid and without prejudice to Section 184 of the Companies Act 1948 and the provisions of Article 38, such person shall hold office until the next Annual General Meeting of the said Voluntary Association but he shall then be eligible for re-appointment unless such Annual General Meeting shall resolve that he be not re-appointed, in which event he shall not be eligible for re-appointment unless and until such Resolution shall have been rescinded."

Ian McIntosh
Chairman

11 May 1976