

Company No: 00404951

Charity No: 306141

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

THE MEMBERS OF THE SEA CADET ASSOCIATION
("the Association")

(Passed on 1 October 2004)

At an Annual General Meeting of the Association held at HMS President, St Katharine's Dock, London on 1 October 2004 called in accordance with the Association's Articles of Association the following special resolution was passed:

WHEREAS:

1. The members of the Association ("the Members") have considered the terms of the draft scheme of governance of the registered charity to be known in the future as The Marine Society and Sea Cadets (registered charity number 303013) ("the Marine Society and Sea Cadets") and in respect of which an Application for a Scheme has been made to the Charity Commission ("the Scheme");
2. The Members have considered the nature and merits of the proposal to merge with the Marine Society and Sea Cadets whereby the Marine Society and Sea Cadets will receive the assets and undertakings of the Association subject to its liabilities ("the Merger");
3. The Members have considered the provision in the Scheme whereby they will become members of the Marine Society and Sea Cadets from the date that the final version of the Scheme comes into effect;
4. The Members have considered the proposal that in view of their appointment as members of the Marine Society and Sea Cadets, the Marine Society and Sea Cadets be appointed the sole member of the Association and the minimum number of Trustees of the Association be reduced to three; and
5. The Members have agreed that it is expedient and in the best interests of the Association to enter into the Merger.

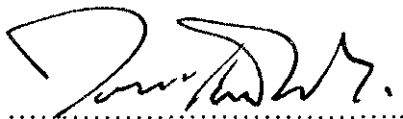
THE MEMBERS HEREBY RESOLVE THAT:

1. the following amendments be made to the Articles of Association of the Association:

- (a) in Article 2.1 the figure "1" shall be substituted for the figure "50";
- (b) in Article 4 the words "at least 1 member" shall be substituted for the words "at least 20 members";
- (c) in Article 30 the figure "3" shall be substituted for the figure "6";
- (d) in Article 43.3 the word "three" shall be substituted for the word "six";
- (e) in Article 48 the word "two" shall be substituted for the word "three"; and
- (f) the following provision shall be inserted as Article 49 and the Articles renumbered accordingly:

"A meeting of the Trustees may be held either in person or by suitable electronic means (which may include conference telephone or similar equipment) agreed by the Trustees in which all participants may communicate with all the other participants"

2. all of the Members shall cease to be members of the Association from a date to be determined by the Chairman of the Trustees in his absolute discretion and shall become members of the Marine Society and Sea Cadets;



Chairman

1 October 2004

Date