

# SUBUD BRITAIN

COMPANY NUMBER 678027

CHARITY NUMBER 233282

## EXTRACT FROM THE MINUTES OF THE ANNUAL GENERAL MEETING OF SUBUD BRITAIN HELD AT MOUNT ST MARY'S COLLEGE, SPINKHILL, DERBYSHIRE ON FRIDAY 27 AUGUST 2004

### SPECIAL RESOLUTION

That a new clause 3B(xxi) be inserted in the Memorandum of Association which reads:

"To provide indemnity insurance to cover the liability of the trustees

- (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default breach of trust or breach of duty of which they may be guilty in relation to the company; or
- (ii) to make contributions to the assets of the company in accordance with the provisions of section 214 of the Insolvency Act 1986

provided that any such insurance in the case of (i) shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which was committed in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the trustees in their capacity as directors of the company; and in the case of (ii) shall not extend to any liability to make such a contribution where the basis of the trustee's liability is his knowledge prior to the insolvent liquidation of the company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the company would avoid going into insolvent liquidation."

And that an additional sub-clause, numbered 4F be added which reads:

"reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 3B(xxi) of this Memorandum."

### SPECIAL RESOLUTION

That the Articles of Association be amended as follows:

#### Article 1 Definitions:

- (i) Add the following new items to the existing list of definitions:

Electronic Communication

Has the meaning ascribed to it in the  
Electronic Communications Act 2000



Electronic Signature

Has the meaning ascribed to it in the  
Electronic Communications Act 2000

(ii) Add the following words at the end of the definition of In Writing:

"including electronic communications".

**Article 9C(iv) National Council.** Insert the following words after "A resolution in writing signed ":

(including by way of electronic signature)

**Article 12C Notices.** Add the following to the end of Article 12C:

..or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him or her.

**Article 12D Notices.** Add the following to the end of Article 12D:

In the case of electronic communication, proof that an electronic communication had been transmitted to the proper address shall be conclusive evidence that the notice was given at the expiration of 48 hours after the time it was transmitted.

**I hereby certify that the above special resolutions were passed with the requisite majority at the Annual General Meeting of Subud Britain held on Friday 27<sup>th</sup> August 2004.**

Signed ...  ... Date ... 27/3/04 ...

Chair LIANNE WALKER