

**COMPANY NUMBER ZC000145**

**THE COMPANIES ACT 2006**  
**UNREGISTERED COMPANY**  
**RESOLUTION**

- of -

**WESLEYAN ASSURANCE SOCIETY**  
**("The Society")**

(Passed the Twenty Sixth day of May 2022)



Pursuant to Wesleyan Assurance Society Act 1989 and the Rules of the Society the Resolution set out below was passed as a Special Resolution at the Annual General Meeting of the Society held on the Twenty Sixth day of May 2022.

**SPECIAL RESOLUTION**

That the Rules of the Society be amended as follows:-

- A. By the renaming of all instances of "Chairman" in the document to "Chair"
- B. By the addition of the following definitions in clause 1.(1):-

"Investment Firm" means Wesleyan Financial Investments Limited (Company Number 13847521);

"Investment product" means a product operated by the Investment Firm

- C. By the replacement of the following wording in clause 1.(1) under "Non-Qualifying Policy", "1 June 2020" with "the first day of June 2020"
- D. By the addition of the following definition in clause 1.(1):-

"Qualifying Product" means (unless the terms and conditions for the product expressly state that it is not a "Qualifying Product" for the purpose of these Rules) an investment product operated by the Investment Firm;

- E. By the addition of the following wording in clause 3.(11) "or one of its subsidiaries" after "other dealings with the Society"

F. By the replacement of Part 4 with the following:-

“4. (1) Each of the following will be a member of the Society (in the case of an individual whether a minor or of full age) and will continue to be a member of the Society as long as, he/she continues to meet one of the relevant membership criteria below:

- (a) Any person to whom a Qualifying Policy or Qualifying Product is issued.
- (b) Any person who becomes the policyholder of any Qualifying Policy or an investor in a Qualifying Product whether by assignment, transfer or other devolution of title.
- (c) Any person who is an employee of the Society and makes additional voluntary contributions on or after the first day of May 2006 for pension entitlements under the Wesleyan Assurance Society Group AVC Policy.

(2) Each of the following will not be a member of the Society (unless they also meet one of the criteria in sub-rule (1)) and therefore will not be entitled to receive notice of, attend, or have any rights to vote at any annual or other general meeting of the Society (nor, unless otherwise expressly provided for, have any other rights or liabilities under the Rules):

- (a) The trustees of the Wesleyan Assurance Society Group AVC Policy.
- (b) The trustee of a Qualifying Policy or Qualifying Product, unless the terms and conditions of the Qualifying Policy or Qualifying Product state otherwise. A policyholder of a Qualifying Policy or investor in a Qualifying Product may appoint the trustee of a Qualifying Policy or Qualifying Product as a proxy (enabling the trustee to exercise all or any of their rights to attend, speak and vote at a meeting of the Society), following the process set out in Rule 53 and Rule 54.
- (c) Associate members.

(d) Non-Qualifying Policyholders.

- (3) If there is more than one policyholder in a Qualifying Policy or investor in a Qualifying Product each policyholder or investor is a member.
- (4) If a member of the Society is under 15 years of age the privileges and responsibilities of membership will be vested in the first named parent or guardian on such member's Qualifying Policy or Qualifying Product until they reach 15 years of age.
- (5) The directors may at any time by a resolution of the Board direct that in respect of any Qualifying Policy or Qualifying Product issued after the date of such resolution and/or in respect of any assignment, transfer or other devolution of title of a Qualifying Policy or Qualifying Product after that date no such policyholder or investor as referred to in sub-rule (1) shall become a member until after a qualifying period not exceeding two years calculated from the date of the issue of such Qualifying Policy or Qualifying Product or the date of assignment, transfer or other devolution of title as the case may be.
- (6) Notwithstanding any of the foregoing provisions of this Rule:
  - (a) where the Society or the Investment Firm acquires any long-term business pursuant to a Transfer neither any policy which is transferred to the Society by virtue of such Transfer nor any policy issued by the Society after such Transfer but in pursuance of an application made to the transferring company or body prior to the effecting of such Transfer shall confer any rights of membership in the Society;
  - (b) If there is a disposal by the Society of the Investment Firm, any rights of membership conferred by holding a Qualifying Product shall cease; and
  - (c) where annuity business is effected with the Society by the Trustees of an occupational pension scheme to secure all or part of the accrued rights of 100 or more members of that scheme in a single transaction then neither any policy issued by the Society to

the Trustees nor any policy issued subsequently by the Society to the individual members of that scheme under that arrangement shall confer any rights of membership in the Society.”

G. By the revision under clause 5.(2)(a) of “Non Qualifying Policy” to “Qualifying Product”

H. By the addition in clause 23 of “or Qualifying Product” after “Qualifying Policy”

I. By the addition of the following as clause 40.(3):-

“Where the directors decide that members may attend and participate in a general meeting by using an electronic platform (see Rule 42), the notice shall set out details of the electronic platform to be used, including any access requirements and other information that the directors consider necessary.”

J. By the addition of the following in clause 42 as sub-clause (1) and the subsequent *renumbering of the remaining sub-clauses*:-

“The directors may make arrangements for members to attend and participate in a general meeting by attendance at a physical meeting place and/or using an electronic platform. A general meeting may be held solely as a physical meeting, solely as an electronic meeting accessible by using an electronic platform, or by offering members the option to attend and participate at a physical meeting place (which may include more than one meeting place) or by using an electronic platform.”

K. By the deletion of the following in clause 42.(5):-

“by electronic means subject only to such requirements and restrictions as the directors consider are necessary to ensure the identification of those taking part and the security of the electronic communication and which are proportionate to the achievement of these objectives.”

L. By the addition of the following as clause 42.(6):-

“The directors shall require any persons wishing to attend a general meeting (whether at a physical meeting place or by using an electronic platform) to comply with any process and procedures necessary to ensure the identification of

those taking part and the security of the electronic communication and which are proportionate to the achievement of these objectives.”

M. By the addition of the following as clause 42.(10):-

“The Society may make arrangements for any documents which are required to be made available for inspection by members at a general meeting to be accessible electronically on an electronic platform.”

N. By the replacement of clause 43 with the following:-

“No business, other than the appointment of a chair, shall be transacted at any general meeting unless a quorum be present when the meeting proceeds to business. Save as provided in Rule 44, 10 members present (either in person, by using an electronic platform or a combination of both) shall be a quorum for an annual general meeting and for any other general meeting.”

O. By the addition of the following at the end of clause 73.(1):-

“(whether held by a member directly or through a Qualifying Product.)”



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**CHAIR**