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**East of England Orchestra - Resolution to AGM (23rd September 1999) for  
Change in Memorandum of Association**

It is proposed that the attached changes are made to the Company's Memorandum of Association. These changes will allow the Orchestra to pay for indemnity insurance for Directors of the Company using funds of the Company.

If approved the changes outlined in the attached schedule will be included in the Memorandum of Association.

Please note that the insurance contains two specific points in relation to any indemnity insurance purchased for Directors using funds of the Company:

- The insurers will not be liable for loss arising from any act or omission which the trustee knew to be a breach of trust or breach of duty or which was committed by the trustee in reckless disregard of whether it was a breach of trust or breach of duty or not
- Cover is sought to indemnify directors against the costs of a successful defence to a criminal prosecution only

Sigend as agreed at the company's Annual General Meeting on 23rd September 1999.

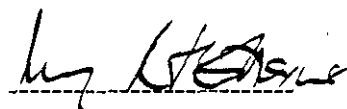


Secretary

23<sup>rd</sup> September 1999

Date

(Mr. David Hill)



Memembr

23<sup>rd</sup> September 1999

Date

(Mrs Mary Hawthorne)



## East of England Orchestra - Changes to Memorandum of Association

### Existing Text

3 (T) To do all such other lawful things as are necessary for the attainment of all of the above objects or any of them.

### Proposed New Wording

3 (T) To provide indemnity insurance to cover the liability of the directors 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: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to 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 any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.

3 (U) To do all such other lawful things as are necessary for the attainment of all of the above objects or any of them.

4 (f) of any premium in respect of any indemnity insurance to cover the liability of the directors 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: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to 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 directors in their capacity as directors of the company.