



# CIRCULAR

SETTING THE STANDARD FOR SERVICE AND SECURITY

TO ALL MEMBERS

13 September 2010

Dear Sirs

## AMENDED NOTICE OF ANNUAL GENERAL MEETING

We refer to the notice given in the Annual Report and Accounts dated 14 May 2010 of the 126<sup>th</sup> Annual General Meeting of the members to be held at Tucker's Point Hotel, Bermuda, on Friday, 8 October 2010 at 9.00 am.

By order of the board, the following business will be dealt with at that Annual General Meeting:

- 1) To resolve to receive and adopt the Report and Accounts for the year ended 20 February 2010.
- 2) To resolve that A Groom be re-elected as a director.
- 3) To resolve that PricewaterhouseCoopers LLP be re-appointed as auditors.
- 4) To resolve that the Articles of Association be amended as set out in appendix A to this letter.

A proxy form for the meeting is enclosed for those who are unable to attend. It is important that the proxy form should be completed correctly and your attention is drawn to the notes at the bottom of the proxy form. A proxy need not be a member but you are reminded that, to be valid, the form, duly completed, must reach the secretary of the Association at the Association's registered office at Standard House, 12/13 Essex Street, London WC2R 3AA, not less than 48 hours before the time of the meeting. Completion and return of the proxy form will not prevent you from attending and voting in person if you so wish.

Yours faithfully

**Charles Taylor & Co Limited**  
**Secretary**

**The Standard Steamship Owners' Protection and Indemnity Association (Europe) Limited**

[www.standard-club.com](http://www.standard-club.com)

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**CTC**  
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## APPENDIX A

### AMENDMENTS TO THE ARTICLES OF ASSOCIATION

#### 1. Directors' power to amend rules to comply with legislation (Extract 1)

This amendment moves the provision giving the board power to amend the rules at any time to comply with any changes in legislation or regulations from the rules themselves to the club's Articles of Association. A consequential change will be proposed to the rules.

#### 2. Quorum for board meetings (Extract 2)

This amendment changes the quorum for board meetings from two directors to be two directors including at least one non-executive director.

#### Extract 1 Directors' power to amend rules to comply with legislation

Article 5 – Insert new Article 5(e) as follows:

*“5(e) Notwithstanding any other provision of these Articles relating to the amendment of the Rules, the Rules may, on such notice as the Board may decide, be amended at any time (including with effect from any time during the course of any current or future policy year) to such extent as the Board may determine is necessary to deal with any consequences for the Company and/or Members arising out of or in connection with the implementation of or any change in, or potential or proposed implementation of or any change in, any legislation or regulation, or otherwise.”*

#### Extract 2 Quorum for board meetings

Article 36 – Add *“at least one of which must be a non-executive Director”* to the end of the sentence so that the Article reads as follows:

*“The quorum necessary for the transaction of the business of the Board shall be two Directors at least one of which must be a non-executive Director.”*

.. / ...



**THE STANDARD STEAMSHIP OWNERS' PROTECTION AND INDEMNITY ASSOCIATION  
(EUROPE) LIMITED**

**Form of Proxy**

The undersigned, a member of The Standard Steamship Owners' Protection and Indemnity Association (Europe) Limited, hereby appoints the chairman of the meeting or \_\_\_\_\_ to be the undersigned's proxy in the order named to vote on behalf of the undersigned at the annual general meeting of the members of the said company to be held on 8 October 2010, and every adjournment thereof.

<b>FOR</b>	<b>AGAINST</b>	
		The Resolution to receive and adopt the Report and Accounts for the year ended 20 February 2010.
		The Resolution that A Groom be re-elected as a director.
		The Resolution that PricewaterhouseCoopers LLP be re-appointed as auditors.
		The Resolution that the Articles of Association be amended as set out in appendix A to the letter to members dated 13 September 2010.

AS WITNESS the hand of the undersigned this \_\_\_\_\_ day of \_\_\_\_\_ 2010

FOR (NAME OF MEMBER IN CAPITALS) \_\_\_\_\_

By \_\_\_\_\_

(Office) \_\_\_\_\_

**Notes:-**

- (1) If you wish any person other than the chairman to act as your proxy, please insert the name of your proxy in the space provided. If no name is inserted you will be deemed to have appointed the chairman of the meeting. A proxy need not be a member.
- (2) Please indicate with an X in the appropriate space how you wish your vote to be cast in respect of the Resolutions. On receipt of this form duly signed but without any specific direction how you wish your vote to be cast, the proxy will vote in favour of the Resolutions.

.. / ...



- (3) In the case of a corporation this form should either be under its seal or be signed by an authorised officer of the corporation, who should state in the line below his office (eg, company secretary, director).
- (4) To be valid at the annual general meeting referred to, this form must be completed, signed and deposited with the secretary of the association, Standard House, 12/13 Essex Street, London WC2R 3AA not less than 48 hours before the time of the meeting. Completion and return of this form will not prevent you from attending and voting in person if you so wish.