

No.11 2022/2023 - Amendment of the Constitution



Olivier Le Bescond
General Manager

October 2023

NOTICE is hereby given that a General Meeting of the Members of The West of England Ship Owners Mutual Insurance Association (Luxembourg) will be held on 16 November 2022 at 12.15 hours (CET) at the Hotel Le Royal, 12 Boulevard Royal, L-2449 Luxembourg, for the purpose of considering and, if thought fit, passing the following Special Resolution:

SPECIAL RESOLUTION

THAT the Constitution of the Association be amended under Article 6, Paragraph 6.1, as set out below:

English version:

6.1 The insurance business of the Association shall consist of the following classes:

Class 1, being cover against protection and indemnity and other risks;

Class 2, being freight, demurrage and defence cover;

Class 3, being cover against all kinds of financial and economic losses in relation to maritime trade, commerce or business;

Class 4, being cover against Hull & Machinery and related risks.

together with such other or further classes as the Members may by Special Resolution from time to time determine, provided that any proposed addition, deletion or alteration to the classes of insurance business of the Association shall be notified to the competent Luxembourg authorities and any necessary consents in this context are obtained.

French translation (traduction française):

6.1 Les activités d'assurance de l'Association recouvrent les catégories (ou Classes) suivantes :

Classe 1, qui couvre la responsabilité civile (Protection and Indemnity) et autres risques ;

Classe 2, qui couvre le fret, les surestaries et la défense juridique (Freight, Demurrage & Defence) ;

Classe 3, qui couvre les pertes économiques et financières en relation avec le commerce et l'activité maritime ;

Classe 4, qui couvre le corps de navire (Hull and Machinery) et les risques associés ;

ainsi que toute autre classe ou catégorie supplémentaire que les Membres pourront définir, le cas échéant, par Résolution spéciale, à condition que tout ajout, suppression ou modification aux Classes d'assurance de l'Association soit notifié(e) aux autorités luxembourgeoises compétentes et que toutes les autorisations nécessaires à cet égard soient obtenues.

THAT the Constitution of the Association be amended under Article 17.4, as set out below:

English version:

17.4. Subject to the provisions of the Law, the Board may, during the course of any General Meeting, adjourn such General Meeting for four (4) weeks. The Board shall do so at the request of one or several Member(s) representing at least ten per cent (10%) of the total voting rights of all the Members having the right to vote at the meeting. In the event of an adjournment, any resolution already adopted by the General Meeting shall be cancelled. Another General Meeting shall be convened within a period of one (1) month from the adjournment in accordance with Article 15.7.

French translation (traduction française):

17.4 Sous réserve des dispositions de la Loi, le Conseil peut, au cours de toute Assemblée Générale, ajourner cette Assemblée Générale de quatre (4) semaines. Le Conseil est tenu de procéder de la sorte à la demande d'un ou de plusieurs Membres représentant au moins dix pour cent (10%) du total des droits de vote des Membres au jour de l'Assemblée Générale. En cas d'ajournement, toute résolution déjà adoptée par l'Assemblée Générale des actionnaires est annulée. Une autre Assemblée Générale est convoquée dans un délai d'un (1) mois à compter de l'ajournement conformément à l'article 15.7.

THAT authority be given to Mr Olivier Le Bescond, General Manager and Secretary, to arrange for the Association's Constitution to be amended at an Extraordinary General Meeting before a Notary and to take all necessary steps required by Luxembourg Law to validly register said Constitution.

Proxy votes:

Members may address a proxy appointment form (attached here) to the General Manager (Olivier.lebescond@westpandi.com), nominating the Chairman or another person. Members may as well vote using a voting form (in attachment) which need be sent to the General Manager not less than forty-eight (48) hours prior to the Meeting.

By Order of the Board

Olivier Le Bescond
General Manager & Secretary

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