

THE COMPANIES ACT 2006

**PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

THE ROYAL LIFE SAVING SOCIETY - UK

(a company registered in England number 03033781)

("the Company")

APPROVED SPECIAL RESOLUTIONS

SPECIAL RESOLUTION 1

The definitions in the Articles of Association be amended to include reference to the Charities Act 2011 and a new definition of "*Electronic Means*" as follows:

"refers to a document or information sent or supplied in electronic form where it is sent or supplied by electronic means (for example by email or fax), or by any other means while in an electronic form (for example sending a disc by post) or, in relation to meetings, by telephone call, video conference or other means agreed by the Trustees in which all participants may communicate with all other participants "

and such definition shall apply in particular to the convening of general meetings under Article 12.1 and of Trustee meetings under Article 19.3.

SPECIAL RESOLUTION 2

All references to "*he*" and "*she*" be changed to "*they*" in order to provide gender-neutral language throughout the Articles.

SPECIAL RESOLUTION 4

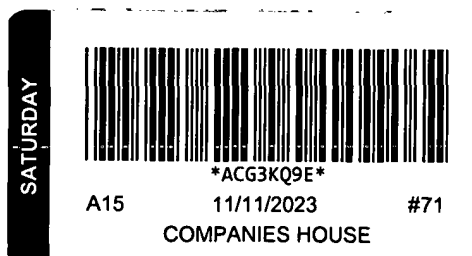
Article 13.1 be amended so that all Trustee must meet the eligibility criteria set by the Trustees from time to time.

SPECIAL RESOLUTION 5

Article 17 be amended so that:

- the heading of "*General Trustees*" is replaced by "*Elected and Appointed Trustees*;
- the following wording replaces the wording of Article 17.3: "*Subject to Articles 17.4 and 17.5, a Trustee (whether elected or appointed, other than the President and Deputy President, to whom this clause shall not apply) may serve no more than three*

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terms) whether consecutive or otherwise";

- the following wording be inserted as a new Article 17.4:
"The Trustees may, in circumstances which they consider to be exceptional, permit one or more of the Trustees to serve [one or more] additional consecutive terms of office, provided that any such further appointment may only take effect with the consent of at least [75%] of the other Trustees"; and
- former Article 17.4 - dealing with the term for which Trustees may be appointed by the Board in the event of a casual vacancy for an Elected Trustee - becomes Article 17.5, with the addition of the following wording at the end:

"... which shall be no longer than three years, and which time shall not count towards the limit on the terms of office served by a Trustee under Article 17.3"

SPECIAL RESOLUTION 6

With reference to Article 18 (*"Retirement or removal of Trustees"*), a new Article 18.1(i) be inserted providing for a Trustee to cease to hold office if:

"they are removed by a resolution passed by a majority of the other Trustees for breaching their duties as a Trustee or if a majority of the other Trustees reasonably believe that their removal as a Trustee is in the best interests of the Company."

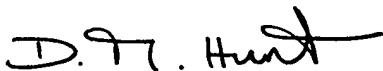
SPECIAL RESOLUTION 7

With reference to Article 20 (*"Trustee Powers"*) a new explicit Trustee power be inserted at Article 20.3 allowing Trustees:

""to delegate the implementation of their decisions or the day-to-day management of the Company to any person or committee;"

and the following sub-clauses of Article 20 be re-numbered accordingly.

By order of the Board



Deborah Hunt
President
Royal Life Saving Society UK, in the UK and Ireland
28th October 2023