

# CIRCULAR

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## **OUTLINE**

- This circular provides details of the AGM of the Association, which will take place in Zurich at 9am on 19th November 2016 and the arrangements for voting by proxy.

TO THE MEMBERS

## **ANNUAL GENERAL MEETING**

### **1. Notice of Annual General Meeting on 19th November 2016**

The notice of the Annual General Meeting is attached.

### **2. Agenda for Annual General Meeting**

The Agenda is attached and contains customary items to approve the Minutes, to adopt the Report and Accounts, and to appoint Auditors.

In addition, the Agenda contains a number of resolutions to enable the Club to establish a Members' Committee, while reducing the size of the regulated Board. The intention is to improve the Club's corporate governance, making better use of the expertise of those who have formerly been elected as Directors, but by hearing their views as members of the new Committee rather than as holders of a regulated office with the burden that entails.

The resolutions provide for necessary constitutional changes, and provide for the election to the Members' Committee of those representatives of Members who currently serve as regulated Directors of UKB.

The constitutional changes consist of additions to the Bye-Laws of The United Kingdom Mutual Steam Ship Assurance Association (Bermuda) Limited (UKB) and an amendment to the Articles of Association of The United Kingdom Mutual Steam Ship Assurance Association (Europe) Limited (UKE), of which UKB is the sole member. The amendments, together with explanatory notes, are set out in Appendix A attached, and can also be found on the UK Club's website at the following link:

[www.ukpandi.com/knowledge/article/circular-17-16-annual-general-meeting-136339/](http://www.ukpandi.com/knowledge/article/circular-17-16-annual-general-meeting-136339/)

The Members' Committee meetings will focus on matters related to shipping and the services offered by the Club, including industry and legislative developments, loss prevention and marine risk management, discretionary claims, proposed changes or developments in cover, and other matters reflecting the mutual interests of the Membership. Less time will be spent in the Members' Committee on technical and regulatory aspects of insurance. However, the Members' Committee will be consulted by the regulatory Board on strategic matters, such as development of the Club's corporate rolling plan, and financial matters such as any proposals to reduce or increase premiums.

Concurrently with setting up the Members' Committee, the regulated Board of UKB will be greatly reduced in size, from the current maximum of 35 Directors, to 8 Directors representing entered fleets, plus (as is currently the case) 2 independent Directors with specialist financial and reinsurance expertise. That small Board will take the considerable regulatory burden that has become a normal part of the responsibilities of the directors of a regulated insurance company under the Solvency 2 regime.

The new structure will be welcomed by the Club's regulators who expect regulated boards to be small in size, while it continues to provide a route through which elected Members can (without having to become regulated Directors) participate in the governance of the Club, thereby ensuring that the needs of the Membership are well served.

### **3. Proxy Form**

A Proxy Form and Schedule of Votes are enclosed in respect of the resolutions in items 4, 5, 6, 7, 9 and 10 of the Agenda. Please note the completed form must reach the Secretary, Thomas Miller (Bermuda) Ltd, at the latest 12 hours before the Annual General Meeting.

Yours faithfully

**THE MANAGERS**

### **For more information**

Members requiring further information should contact their usual Club contact.