SPECIAL RESOLUTION FOR THE 2019 AGM OF THE SMAE


2. THAT the Articles of Association of the Company be amended as follows:
   a) In Article 1.1, the definition of “Regulations” be deleted and, where used in the Articles, there be substituted the word “Rules”.
   b) In Article 2.5.1, the word “propose” shall be replaced with “make”.
   c) A new Article 3.2.7 shall be inserted which states that “The Board shall have absolute discretion to refuse to grant membership to any person or body who applies for membership”.
   d) Articles 3.3.1 and 3.3.2 shall be deleted.
   e) A new Article 3.3.1 shall be inserted which states that “A member’s membership may be terminated if the Board in their absolute discretion determine that that member is in such breach of the Rules that the Board consider termination of membership to be the appropriate sanction or if the Board otherwise determine that that member’s continued membership would be damaging or detrimental to the Society or its reputation”.
   f) A new Article 3.3.2 shall be inserted which states that “Notwithstanding Article 3.3.1, a member’s membership may be terminated in accordance with the Rules and in particular in accordance with any rules setting out disciplinary procedures for members as referred to in Article 4.1.8.3”.
   g) Article 3.3.3 shall be amended by inserting the words “he shall automatically cease to be a member.” after the words “payment has been made”.
   h) A new Article 3.3.6 shall be inserted which states that “No member who has had their membership terminated by operation of Article 3.3.1 or Article 3.3.2 shall be entitled to reapply for membership for up to three years following such termination”.
   i) In Article 4.1.8, the words "Subject to Article 6.4" shall be deleted.
   j) The existing Article 6.5 shall be deleted in its entirety and replaced with the following wording: “The Members by simple majority of the Voting Members present and voting at a general meeting may from time to time make, vary or revoke the Rules”.

3. THAT the Articles of Association of the Company as so amended and in the form of the printed document attached to this resolution be filed at Companies House as the current Articles of Association of the Company.

By order of the Board
Ian Pallister
Director
The Society of Model Aeronautical Engineers Limited
Chacksfield House, 31 St Andrews Road, Leicester, LE2 8RE

Date: 6th November 2019                Signature by email