

Company No. 01445322

Association of Corporate Treasurers (The) (the "Company")

Minutes of a General Meeting of the Company held on 27 February 2012 at 51 Moorgate, London EC2R 6BH

Present: James Douglas (Chairman)
Charles Barlow
Graham Bond
Fiona Crisp
Donald Cruickshank
Philip Rand
Jono Slade
Will Spinney
Colin Tyler
Yann Umbricht
Bob Williams

Secretary: Ria Robinson

In attendance: Louise Tatham

1. Quorum

The Chairman confirmed that a quorum was present.

2. Notice of meeting

It was agreed that the notice convening the meeting be taken as read.

3. Resolutions

The special resolutions in the notice convening the meeting were each proposed by the Chairman, duly seconded, and passed.

The Chairman reported that the votes for each resolution had been cast as follows:

Resolution 1:

THAT the petition for the grant of a Royal Charter of Incorporation in the form of the document available at the following web address www.treasurers.org/charter and labelled "A" for the purposes of identification (the "**Petition**") be and is hereby approved.

		For	Against	Vote Withheld/ Abstain
In person		11	0	0
By proxy	Vote indicated	524	1	0
	Discretionary	23	N/A	
TOTAL		558	1	0

Resolution 2:

THAT the draft Royal Charter and the draft Bye-laws in the form of the documents available at the following web address www.treasurers.org/charter and labelled "B" and "C" respectively for the purposes of identification be and are hereby approved.

		For	Against	Vote Withheld/ Abstain
In person		11	0	0
By proxy	Vote indicated	523	1	0
	Discretionary	24	N/A	
TOTAL		558	1	0

Resolution 3:

THAT, subject to the passing of the foregoing Resolutions, the Council be and is hereby instructed to submit the Petition, draft Royal Charter and draft Bye-laws to the Privy Council.

		For	Against	Vote Withheld/ Abstain
In person		11	0	0
By proxy	Vote indicated	522	1	0
	Discretionary	25	N/A	
TOTAL		558	1	0

Resolution 4:

THAT, subject to the passing of the foregoing Resolutions and the granting of the Petition (thus creating the "**Royal Charter Body**"), the transfer of the business, assets and liabilities of the Company to the Royal Charter Body on such terms that the Council deems appropriate be and is hereby approved.

		For	Against	Vote Withheld/ Abstain
In person		11	0	0
By proxy	Vote indicated	523	1	0
	Discretionary	24	N/A	
TOTAL		558	1	0

Resolution 5:

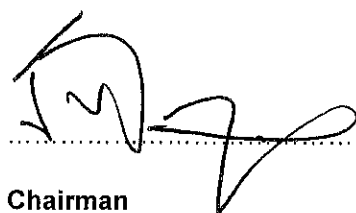
THAT, subject to the passing of the foregoing Resolutions and the granting of the Petition, the regulations in the form of the document available at the following web address www.treasurers.org/charter and labelled "D" for the purposes of identification be and are hereby adopted as the new articles of association of the Company in substitution for and to the exclusion of all other articles of association with effect from the date of incorporation of the Royal Charter Body.

		For	Against	Vote Withheld/ Abstain
In person		11	0	0
By proxy	Vote indicated	521	1	0
	Discretionary	26	N/A	
TOTAL		558	1	0

4. Close of meeting

There being no further business, the meeting was declared closed by the Chairman.

Dated: 27 February 2012


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Chairman