

Museum of Cambridge

THE MUSEUM OF CAMBRIDGE

Company Number 00412205

("the Company")

MINUTES OF EXTRAORDINARY GENERAL MEETING Held on Thursday 28 September 2017 at 6.15pm at Museum of Cambridge, 2/3 Castle Street, Cambridge CB3 0AQ

In attendance: Sarah Ingram (Chair), Joe McIntyre (co-chair), Lucy Walker (Director), John Flood (Director), Carolyn Ferguson (Director), Eileen Flood, Margaret Skempton, Alice Zeitlyn, Honor Ridout, Caro Wilson, Linda Brooklyn, Simon Middleton (Members of the Museum of Cambridge)

By proxy: Tony Wicken (Director), Allan Brigham (Director), Josh Nall (Director), Chris Freeman (Member)

Apologies: James Greatorex (Director), Roger Ballisat, Marie Burrows, Shelley Lockwood, Celia Chappell, Christine Gibson, M M Freestone, Helen Gibson, Val Chivers (Members)

1. An Extraordinary General Meeting of the above-named Charitable Company was held for the purpose of approving the following Special Resolutions:

1) THAT articles 6 & 7 (benefits to trustees) and article 61 (application of the charity's income upon dissolution) of the proposed Memorandum and Articles of Association approved by the board of directors on 21st September 2016 be formally adopted by the members of the Museum of Cambridge and

2) that the existing Memorandum and Articles of Association dated 11th December 1992 be replaced by the proposed Memorandum and Articles of Association approved by the board of directors on 21st September 2016.

2. The Chair outlined the background to the bringing of the Resolutions: On October 17th 2016 the members of the Museum of Cambridge voted to replace the Memorandum and Articles of Association dated 11th December 1992 with the proposed Memorandum and Articles of Association approved by the board of directors on 21st September 2016. However, the Charity Commission had alerted the board of directors that before approving the new Memorandum and Articles of Association, the company should have sought prior written consent from the Commission to make changes to articles 6 & 7 relating to benefits to trustees, and article 61 relating to the application of the charity's income upon dissolution. As that prior written consent was not sought nor given, and as consent cannot be given retrospectively, the changes made to those clauses in the revised Articles of Association were invalid. The necessary consent of the Commission as required under section 198 of the Charities Act 2011 had been provided but the members of the company were required to meet once more to formally adopt the new trustee benefits and dissolution provisions as a special resolution.

3. On a show of hands the resolutions were duly passed:

In favour: 16

Against: 0

Abstentions: 0