



Association of Independent Museums

## Minutes of Extraordinary General Meeting

2:00pm, 10 December 2020

### 1 To Note Any Apologies for Absence

None received. No notices of voting proxy had been received.

### 2 Chair's Introductory Remarks

The Chair opened the meeting, thanking members for their attendance, following circulation of the Notice of today's EGM, agenda and accompanying documents on 12 November 2020.

### 3 Proposed New Articles of Association

Members were aware that the Council (Board of Trustees) had been undertaking a comprehensive review of the Association's ("Company") Articles, originally drafted in the late 1970s, to bring them up to date for the 21<sup>st</sup> century. Members had been provided with a draft of the proposed Articles, an explanatory note and proposed Special Resolutions with the EGM Notice.

The Chair thanked Trustee, Charles Brien, for leading the review, and for drafting the documentation.

The following resolutions were passed as Special Resolutions:

- RESOLVED: (1) THAT the existing Articles of Association of the Company are amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are treated as provisions of the Company's existing Articles of Association; and
- (2) THAT the Company adopt new Articles of Association, in the form of the draft Articles of Association signed for the purpose of identification by a Director of the Company and attached to this Special Resolution, in substitution for and to the exclusion of the existing Articles of Association of the Company.

### 4 Any Other Business

None.