



Company number: 01128463

Registered charity number: 503675

## SPECIAL RESOLUTION (2)

Subject:	<b>PRIVATE COMPANY LIMITED BY SHARES</b>  <b>WRITTEN SPECIAL RESOLUTIONS</b>  of  <b>MANCHESTER CAMERATA LIMITED (Company)</b>
Prepared by:	Steve Dauncey – Chair
Circulation Date:	15 March 2023

The Special Resolution (1) dated 13 March refers and confirms that the Trustees granted authority to **Caroline Ruth Monk** and **Samantha Jane Kennerley**, the holders of the shares of Manchester Camerata Limited, on behalf of all the Trustees to sign a Special Resolution as detailed below and as prepared by Robert Nieri of Shoosmiths Solicitors.

The Paper entitled 'Statutory matters – update and circulation of resolutions' by Trustee, Caroline Monk dated 9 March 2023 details the background to this and Special Resolution (1).

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### SPECIAL RESOLUTION

The Company having received prior written authority from the Charity Commission on 7 and 21 February 2023 to revise the wording of its charitable objects and of clauses dealing with dissolution and trustee benefits pursuant (respectively) to section 198, sub-sections 2(a), 2(b) and (2)(c) of the Charities Act 2011, under Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that:

- Resolutions 1, 2 and 3 below are passed as special resolutions (**Special Resolutions**).

### SPECIAL RESOLUTIONS

1. That the name of the Charity be changed to "*Manchester Camerata*".
2. That the objects of the Company be altered to read:

#### 2 Objects

2.1 The objects of the Charity are for the public benefit and specifically restricted to:

- 2.1.(a) advance the arts, in particular the art of music;
- 2.1.(b) advance education;
- 2.1.(c) relieve those in need by reason of youth, age, ill-health, disability or otherwise, in particular but not limited to those who are living with conditions such as dementia or are experiencing or are at risk of poor mental health;
- 2.1.(d) promote social inclusion by preventing people from becoming socially excluded, relieving the needs of those people who are socially excluded and assisting them to integrate into society; and
- 2.1.(e) advance such other exclusively charitable purposes as the trustees shall think fit from time to time

*through the innovative use of music, informed by the needs of beneficiaries of the charity and their communities, and driven by the highest standards of artistic excellence.*

*For the purpose of this clause "socially excluded" means being excluded from society, or part of society, as a result of being a member of a socially and economically deprived community.*

3. That the memorandum of association and articles of association of the Company be altered so as to take the form of the articles of association attached hereto, in substitution for, and to the exclusion of, any memorandum of association and articles of association of the Company previously registered with the Registrar of Companies.

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, a person entitled to vote on the above resolutions on [CIRCULATION DATE], hereby irrevocably agrees to the Special Resolutions:

Signed by CAROLINE RUTH MONK

Date

*Caroline Monk*  
11 April 2023

Signed by SAMANTHA JANE KENNERLEY

Date

*Samantha Kennerley*  
12 April 2023

## NOTES

1. You can choose to agree to all three Special Resolutions or none of them but you cannot agree to only one of the resolutions. If you agree to all the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it via Email: by attaching a scanned copy of the signed document to an email and sending it to Helen Pexton via [ExecAssistant@manchestercamerata.co.uk](mailto:ExecAssistant@manchestercamerata.co.uk)

If you do not agree to all the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

3. Unless by [the end of the period of 28 days beginning with the circulation date], sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

SK/15/03/23