

THE GERALD COKE HANDEL FOUNDATION

(the "Company")

Notice is hereby given that a general meeting will be held at 40 Brunswick Square, London, WC1N 1AZ on Thursday 7 November 2019 at 1.15 p.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution.

Special Resolution

THAT the Articles of Association be amended by deleting the existing Articles 1, 29, 30, 32, 33, 44, 51, 53 and 54 substituting therefor the new Articles 1, 29, 30, 32, 33, 44, 51 and 53 as set out in the attached document.

By Order Of The Board, Dated ~~Friday 25 October 2019~~

Katharine Hogg
Secretary

Nicklas Bell

Chairman

7 November 2019

Note:

A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at a meeting of the Company in his/her stead. A proxy must be appointed in writing and must be signed by the member or his/her proxy.

MC SATURDAY			
	A8J5Y50G		
	A09	07/12/2019	#73
	COMPANIES HOUSE		
MC SATURDAY			
	A8IY7EFC		
	A17	25/11/2019	#290
	COMPANIES HOUSE		

Registered Office 40 Brunswick Square, London, WC1N 1AZ.
Registered in United Kingdom on 21 May 1996, No. 03201907.

THE GERALD COKE HANDEL FOUNDATION
(the "Company")

Minutes of a general meeting held at 40 Brunswick Square, London, WC1N 1AZ on Thursday 7 November 2019 at 1.15 p.m.

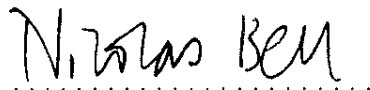
The following members were present:

Sarah Bardwell
Nicolas Bell
Michael Burden
Andrew Jones
Nicholas Morgan
Paul Spencer-Longhurst
Colin Timms

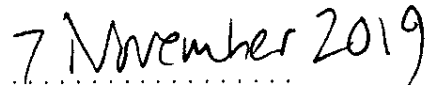
In Attendance:

Katharine Hogg (Secretary)

1. There being a quorum present the chairman declared the meeting open.
2. The chairman proposed the resolutions in the notice of the meeting, and all resolutions were duly passed by the requisite majority.
3. There being no other business the meeting thereupon concluded.



Chairman



Date

INTERPRETATION

1. In these Articles;-

"the Act" means the Companies Act, 2006

"the Acts" means the Companies Acts 1985, 1989 and 2006

"Audit" shall include any form of external scrutiny permitted under current legislation

"auditor(s)" shall mean any person or firm qualified to carry out that external scrutiny.

"the Council" means the Council of Management of the Company.

"the members of the Council of Management" are also trustees for the purposes of charity law.

"Nominated Member" means a Member of the Council who is appointed pursuant to paragraph (i) or (ii) of Article 30.

"Independent Council Member" means a Member of the Council who is appointed pursuant to paragraph (iii) of Article 30.

"Co-opted Council Member" means a Member of the Council co-opted pursuant to paragraph (iv) of Article 30.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

COUNCIL OF MANAGEMENT

29. The Council will comprise a minimum of five and a maximum of eleven Members nominated or appointed in accordance with Article 30.

30. The Council shall be constituted of the following:

- (i) Two persons nominated by the Trustees for the time being of the Handel Institute, established by deed dated 18 March 1987 and registered under charity number 296615.
- (ii) One person nominated by the Foundling Museum, a company limited by guarantee registered with the charity number 1071167 and company number 3621861, to which the Collection has been allocated by the Secretary of State, or by any other body to which the Collection may be re-allocated.
- (iii) Five persons appointed by majority resolution of the Council. Such persons shall be known as Independent Members of Council.
- (iv) Not more than three other persons co-opted by the Council. Such persons shall be known as Co-opted Members of Council.

32. Each Independent Council member will hold office for three years, and be eligible for reappointment at the meeting on or following the third anniversary of their appointment. The maximum term of appointment will normally be nine years. The bodies entitled to nominate Trustees under Article 30 (i) and (ii) above will be encouraged to adopt the same maximum term for Nominated Members.

33. Co-opted Council Members shall hold office for such period and on such terms as the Council may decide provided that they will be eligible for reappointment subject to the same terms as Independent Council members outlined in Article 32.

44. The Council Members shall elect one of the Independent Council Members to act as Chairman of their meetings. The period of office for the Chairman will normally be three years, with the possibility of renewal, up to a maximum of nine years. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members of the Council present may choose one of their number to be chairman of the meeting.

51. Subject to the provisions of the Acts the secretary shall be appointed by the Council for such term, at such remuneration if any and upon such conditions as the Council may think fit; and any secretary so appointed may be removed by it; provided always that no Member of the Council may be remunerated for holding the position of secretary.

53. The Council shall have power to appoint a Member of the Council as Treasurer and such other Honorary Officers as the Council shall decide. The period of office for Treasurer or other Honorary Officer will normally be three years, with the possibility of renewal, provided that any Treasurer or other Honorary Officer will cease to hold such office upon ceasing to be a member of Council unless immediately reappointed a member of Council.

54. This article has been removed.