

**Companies Acts 1985, 1989 and 2006
Company limited by guarantee**

THE BRITISH MUSEUM FRIENDS

Company Number 4133346

Special Resolution

Passed on

10 October 2011

Special Resolution



IT IS RESOLVED THAT the Articles of Association of the Company be amended as follows

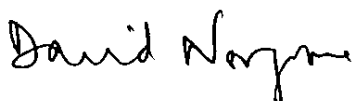
In Article 3 "The Council" articles 3 7 to 3 13 inclusive shall be deleted and replaced with the following

- 3 7 Subject to Article 3 4 and Article 3 9, a Trustee's term of office shall be four (4) years. A Trustee may serve two consecutive four (4) years terms. Following the expiry of the second four year term, a Trustee shall retire from the Council for a period of at least one year. Following the expiry of such one-year period (or longer), a retired Trustee may apply for nomination as a Trustee to the Council. The term of office of any Trustee in office and appointed prior to the date of the passing of the special resolution bringing this article 3 7 into force (respectively the "Pre-existing Term of Office" and the "Operative Date") shall be deemed extended and to be construed mutatis mutandis to render such Trustee appointed for a term of
- (1) four years commencing on such Trustee's original date of appointment where on the Operative Date the Pre-existing Term of Office is such Trustee's first term of appointment, or
 - (2) five years commencing on such Trustee's original date of appointment where on the Operative Date the Pre-existing Term of Office is such Trustee's second consecutive term of appointment
- 3 8 The Council may co-opt a member to fill a vacancy in the membership of the Council. Such co-opted member shall hold that Trustee office until the next AGM of the Friends and will be eligible for appointment to the Council. The Council shall not co-opt a Trustee who has served as a Trustee for eight consecutive years until he shall have retired from the Council for a period of at least one year
- 3 9 One third (or the number nearest one third) of the Council must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots
- 3 10 A retiring Trustee who remains qualified may be reappointed
- 3 11 A Trustee's term of office automatically terminates if he or she
- (1) is disqualified under the Charities Act from acting as a charity trustee,
 - (2) is incapable, whether mentally or physically, of managing his or her own affairs,
 - (3) is absent without notice from three consecutive meetings of the Council and is asked by a majority of the other Trustees to resign,
 - (4) ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of The Friends before the next AGM),
 - (5) resigns by written notice to the Council (but only if at least two Trustees will remain in office), or

- (6) is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views

3 12 A technical defect in the appointment of a Trustee of which the Council is unaware at the time does not invalidate decisions taken at a meeting

I certify the foregoing to be a true copy of the resolution of the members of the British Museum Friends meeting in annual general meeting on 10 October 2011 and that a copy of the Articles of Association of the British Museum Friends as so amended is attached hereto



David Norgrove

Chairman

British Museum Friends