

PAUL HAMLYN FOUNDATION

Company Number 5042279

Minutes of the Seventeenth Annual General Meeting of the members of the Company held virtually on 1st December 2020

Present:

Jane Hamlyn (JH) (Chairman)
Tim Bunting (TB)
Charlie Leadbeater (CL)
Jan McKenley-Simpson (JMCKS)
Anthony Salz (AS)
Claire Whitaker (CW)
Tom Wylie (TW)
Tony Hall (TH)
Michael Hamlyn (MH)
James Lingwood (JL)

In attendance:

Moira Sinclair (MS)
Lucinda Palfreyman (LP)
Richard Robinson (RR)

1. Apologies for Absence

There were no apologies for absence.

2. Approval of the minutes of the sixteenth Annual General Meeting held on 3rd December 2019

The minutes were approved for signature by the Chairman.

3. Terms of office of trustees including and appointment of trustees

A motion was proposed by JH and seconded by CW that Tom Wylie and Tony Hall be reappointed for a period of two years to December 2022.

This was unanimously agreed by the board.

It was noted that this was Anthony Salz's last meeting as he is retiring and he was thanked for his substantial contribution over many years.

The terms of office of remaining trustees were noted.

4. Amendments to the Articles of Association

4.1 It was resolved by special resolution that:

- i. The word 'Chairman' defined in Article 1.1 be amended to 'Chair' and that all consequential amendments to the word throughout the Articles be made.
- ii. The following definition be added to Article 1.1:



"**Vice Chair**" means the vice chair of the Trustees, who holds such office on the basis set out in Article 3'.

iii. The heading of Article 3 be amended as follows:

'The Chair and the Vice Chair'.

iv. The following clause be inserted as a new Article 3.4:

'The Vice Chair shall be appointed by the Chair from amongst the Trustees, other than a Family Trustee, and shall hold office for such term as the Chair specifies.'

v. The following clause be inserted as a new Article 3.5:

'The Vice Chair shall cease to be vice chair

(a) at the end of his/her term of office as specified by the Chair;

(b) if s/he ceases to be a Trustee;

(c) if s/he resigns as Vice Chair by notice in writing to the Charity;

(d) if s/he is removed from office by the Appointor giving notice in writing to the Vice Chair and to the Charity.'

vi. The following clause be inserted as a new Article 3.6:

'The role of the Vice Chair shall be to provide a sounding board for the Chair and liaise with the other Trustees on behalf of the Chair as needed as well as to perform any other duties as agreed with the Chair.'

vii. Article 9.9 be replaced with the following clause:

'The Appointor may at any time appoint as a Trustee a person who is willing to act either to fill a vacancy or as an additional Trustee, save that the Appointor may not exercise such power to re-appoint herself as a Trustee if she has been removed as a Trustee under article 9.11(g) below. If the role of Appointor has ceased (as provided in article 2) the Trustees may exercise this power. A Trustee appointed by either the Appointor or the Trustees, as the case may be, under this article shall hold office for such term (not exceeding three years) as the Appointor (or the Trustees, if the role of Appointor has ceased) thinks fit and shall be eligible for reappointment in accordance with Article 9.7.'

viii. Article 9.7 be replaced with the following clause:

'Any other Trustee appointed on the retirement of the First Trustees or otherwise in accordance with this Article 9 shall be appointed for such term (not exceeding three years) as the members think fit, and any Trustee so appointed shall be eligible for reappointment by the members for two further terms (in each case not exceeding three years). Thereafter the Chair may, in the

interests of the Charity and upon reasonable grounds, extend the maximum term for which a person may remain in office.'

The updated Articles of Association were noted.

5. Changes to the Trustee Board Terms of Reference

The updated Terms of Reference for the Trustee Board were agreed.


6. Auditors

TB proposed that BDO should be reappointed as the Foundation's auditors and LP should be authorised to agree remuneration. This was seconded by TH and agreed unanimously by the board.

7. Any other business

There was no further business

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Jane Hamlyn, Chair



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Date

