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The British and International Federation of Festivals for Music, Dance and Speech

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Company number: 177744 Charity Number: 213125

**Annual General Meeting held on Friday 6th October 2023 at The Slate, Warwick
Conference Centre, University of Warwick, Coventry Campus, CV4 7SH**

**At the above meeting, the following special resolutions were agreed and passed by
the members.**

Agenda item 8 - Article 4 of the Articles of Association (Objects clause) should read:

The charity's objects ('Objects') are specifically restricted to the following:

To advance, promote and encourage generally, and by means of the amateur festivals movement in particular, the study and the practice of the arts of music, dance, speech, literature and acting in all their branches.

Nothing in the articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

The meeting was quorate, and the resolution was passed with a clear 75% majority with no votes against and 8 abstentions.

Agenda item 9 - Article 7 of the Articles of Association (Benefits and payments to charity directors and connected persons clause) should read:

(1) General provisions

No director or connected person may:

- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the Charity Commission.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting directors' or connected persons' benefits

- (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- (d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must

withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard
to the supply of goods to the charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
- (f) The reason for their decision is recorded by the directors in the minute book.
- (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.

(4) In sub-clauses (2) and (3) of this article:

- (a) 'charity' includes any company in which the charity:
 - (i) holds more than 50% of the shares; or

- (ii) controls more than 50% of the voting rights attached to the shares;
or
 - (iii) has the right to appoint one or more directors to the board of the company.
- (b) 'connected person' includes any person within the definition in article 61 'Interpretation'.

The meeting was quorate, and the resolution was passed with a clear 75% majority with no votes against and 9 abstentions.

Agenda item 10 - Article 60 of the Articles of Association (Dissolution clause) should read:

- (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects;
or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects;
or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 60(1) is passed by the members or the

directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

The meeting was quorate, and the resolution was passed with a clear 75% majority with no votes again and 11 abstentions.

Signed:

A handwritten signature in black ink, appearing to read 'Steven Roberts', with a stylized flourish at the end.

Date: 6th October 2023

Steven Roberts, Chair of the Board of Directors