

Companies Act 2006

Special Resolution

Company Number: 03162429

Company Name: The Mousetrap Foundation for the Arts

On the 2nd day of June 2021 at an Extraordinary General Meeting, a special resolution to amend the Articles of The Mousetrap Foundation for the Arts (as delineated below) was agreed and passed unanimously by the Trustees. These changes come into effect 1st July 2021

AMEND ARTICLE 12 (2) as follows: -

Delete the words: “but it must never be less than two, and unless otherwise fixed it is two”

And replace with “but it must never be less than four, and unless otherwise fixed it is four”

DELETE ARTICLE 13 as follows: -

Chairing of Trustees’ meetings

13. (1) The Trustees may appoint a Trustee to chair their meetings.

(2) The person so appointed for the time being is known as the chair.

(3) The Trustees may terminate the chair’s appointment at any time.

(4) If the chair is not participating in a Trustees’ meeting within ten minutes of the time at which it was to start, the participating Trustees must appoint one of themselves to chair it.

RE-NUMBER ARTICLES 14, 15, 16 and 17 to 13, 14, 15 & 16 accordingly

INSERT A NEW ARTICLE 17 with: -

Trustees’ appointment and tenure

17.

(1) Unless and until the company in General Meeting shall otherwise determine the number of Trustees shall not be less than five or more than twenty

(2)

a. Trustees shall be appointed for an initial term of three years

b. On expiry of his/her initial three-year term, a retiring Trustee may offer himself/herself for re-election for a further term of three years by a majority of the Trustees (voting in writing on a strictly confidential basis)

c. On expiry of his/her second three-year term, a retiring Trustee may offer himself/herself for re-election for a further final term of three years by a majority of the Trustees (voting in writing on a strictly confidential basis)

- d. No Trustee shall be entitled to serve more than three consecutive terms of three years (a total of nine years)
 - e. Notwithstanding the earlier provisions of this Article 17 (2) in exceptional circumstances the Trustees shall be entitled to elect a retiring Trustee to a further one year as a Trustee notwithstanding he/she has already served nine consecutive years as a Trustee
 - f. Each Trustee waives any right he or she has for compensation for loss of office as a Trustee as a result of his or her removal as a Trustee for any reason, including without limiting the general sense of these Articles because he or she has ceased to be a Member
- (3) Notwithstanding the provisions of Article 17 (2) with regard to all those Trustees serving at the date of the adoption of these amended Articles, the Trustees shall in a Trustees' meeting determine the remaining length of term of each of the serving Trustees
 - (4) The Chair at the date of the adoption of these amended Articles shall be entitled to remain as Chair for one further year and then must retire from being Chair and from the Board of Trustees.
 - (5) One of the Trustees shall be elected Chair of the Board of Trustees by a majority of the Trustees (voting in writing on a strictly confidential basis) for an initial term of three years and on the expiry of his/her initial three-year term, a retiring Chair may offer himself/herself for re-election for a further (but final) term of three years by a majority of the Trustees (voting in writing on a strictly confidential basis) and shall not serve as Chair for a period greater than six years and any period as Chair shall be included in calculating his/her length of term as a Trustee
 - (6) One of the Trustees shall be elected as Deputy Chair of the Board of Trustees by a majority of the Trustees (voting in writing on a strictly confidential basis) for an initial term of three years and on the expiry of his/her initial three-year term, a retiring Deputy Chair may offer himself/herself for re-election for a further (but final) term of three years by a majority of the Trustees (voting in writing on a strictly confidential basis) and shall not serve as Deputy Chair for a period greater than six years and any period as Deputy Chair shall be included in calculating his/her maximum length of term as a Trustee and in the absence of the Chair at any meeting the Deputy Chair shall chair that meeting and if both the Chair and Deputy Chair are absent then the Trustees shall nominate another Trustee present (by simple majority voting) to chair that meeting
 - (7) A person shall be capable of being appointed or re-appointed a Trustee of the Company notwithstanding that he or she shall have attained the age of 70 at or prior to the date of such appointment or reappointment and no Trustee shall vacate his/her office by reason of his/her having attained the age of 70 or any other age
 - (8) The Trustees shall be entitled to appoint an Honorary President for a term of five years but the holder of such office shall not be entitled to attend meetings of the Trustees
 - (9) The Trustees shall be entitled to appoint Honorary Vice-Presidents for a term of five years who shall be retiring or former Trustees but the holder of such

office shall not be entitled to attend meetings of the Trustees

AMEND ARTICLE 18 (2) as follows: -

Delete the words “and no Trustees” before the words “the personal representatives”

AMEND ARTICLE 19 as follows: -

Delete the words “A person ceases to be a Trustee as soon as -“and replace it with the following words: -

“Subject to the provisions of Article 13 a person shall cease to be a Trustee as soon as - “

AMEND ARTICLE 22 (3) as follows: -

Delete the words: “or ceases to exist”

AMEND ARTICLE 31 as follows: -

In sub- Article 31 (1)(c) before the final word “and” the following: -

“and in the case of an email when sent from the email account known by the company as that of the usual email address for the Trustee appointing a proxy”

THROUGHOUT THE ARTICLES make the following amendment: -

Delete all references to “Chairman” and replace with “Chair”

Signed



Company Secretary

Date 1st July 2021