

Company number: 00481522

Charity number: 209677



**THE INTERNATIONAL INSTITUTE FOR CONSERVATION OF HISTORIC AND ARTISTIC
WORKS**

(the 'Institute')

Minutes of the Extraordinary General Meeting (EGM) held by videoconference on

Monday 14 December 2020 at 6 p.m. (GMT)

Present: Julian Bickersteth (IIC President and chair of the meeting) Jane Henderson (IIC Secretary General), Helen Griffiths (IIC Member of Council), Juergen Vervoort (IIC Treasurer), Sandra Smith (IIC Vice President), Austin Nevin (IIC Vice President), David Saunders (IIC Director of Membership), Joyce Townsend (IIC Director of Publications) Isobel Griffin (IIC Member of Council), Eleonora Nagy (IIC Member of Council), Rachel Sabino (IIC Member of Council), Lori Wong (IIC Member of Council), Sarah Staniforth (IIC President Emeritus)

A list of registered IIC Fellows and Members in attendance at the meeting is available to view separately via the IIC Office.

In attendance: Sarah Stannage (IIC Executive Director), Tom Asher (IIC Head of Finance and Operations)

Julian Bickersteth, IIC President, in the Chair, opened the meeting and extended a welcome to all those present, noting that the meeting had been duly convened by proper notice and that the attendance requirements of Article 98 were met. There were no direct or indirect conflicts of interest declared in the proposed business to be transacted at the meeting.

Julian Bickersteth explained that the principal business of the meeting was to adopt new Articles of Association of the Institute (the "New Articles"). By way of explanation a copy of the articles proposed to be adopted, have been marked to show changes against the previous version, this copy has been made available to view on the IIC website. In summary, the changes seek to amend Articles 40 to 58 such that General Meetings (both Extraordinary General Meetings and Annual General Meetings) can be held on a hybrid basis moving forwards. Any other amendments are of a minor, technical or clarifying nature.

All members eligible to vote received the notice convening an extraordinary general meeting of the Institute by electronic communication in accordance with the temporary arrangements provided for by the Corporate Insolvency and Governance Act 2020 and to consider and if thought fit approve the following:

To consider and if thought fit, to pass a Special Resolution THAT with effect from the conclusion of the Meeting, the Articles of Association produced to the Meeting and initialled by the Chair of the Council for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Members RESOLVED:

- that the New Articles are hereby **approved** with a drafting correction to Article 47 making no substantive change to meaning as follows:

47. If, after the sending of notice of a general meeting, but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Council decides that it is impracticable or unreasonable, for a reason beyond its control, to hold

- * (a) a Physical General Meeting at the place stated pursuant to the notice of meeting; or
- * (b) in the case of a Hybrid General Meeting, to simultaneously hold the Hybrid General Meeting on the electronic platform(s), specified pursuant to the notice of meeting

it may change the place, **and/or time**, or electronic platform(s) and/or postpone the time at which the meeting is to be held.

Julian Bickersteth, noting that there was no further business, declared the meeting closed at 6.33 p.m. (GMT).

Julian Bickersteth, IIC President

Chair of the meeting