

A Company Limited by Guarantee, incorporated in England and Wales

Company number: 00481522



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

(the "Company")

**Minutes of the Extraordinary General Meeting (EGM) of the Council (as defined in the
Company's Articles of Association) held by zoom on 25th January 2022 at 6:30p.m –
7.05pm**

Present: Julian Bickersteth, Jane Henderson, Helen Griffiths, Juergen Vervoorst, Sarah Staniforth, Rachel Sabino, Joyce Townsend, Isobel Griffin, Lorinda Wong, Eleonora Nagy, Amber Kerr, Austin Nevin, Satish Pandey, Sandra Smith, David Saunders

In attendance: Ellie Sweetnam, Ann Shaftel, Diane Gwilt, Clare Finn, Meaghan Monaghan, Roger Groves, Emily O'Reilly, Lynne Harrison, Luiz A C Souza, Chandra Reedy, Marina Escamilla Martínez, Christine Sitwell, Barbara Adams Hebard, Athanasios Velios, Ruahidy Lombert, Zoitsa Gkinni, C V Horie, Mary Grindley, Jo Kirby Atkinson, Ticca Ogilvie, Stephan Koob, Rob Waller, Hector Berdecia Hernandez, Juanita Navarro

Julian Bickersteth, President, in the Chair, extended a welcome to all those present and noted that the meeting had been duly convened by proper notice and that the attendance requirements of Article 102 were met. Each member of the Council confirmed that they had no direct or indirect interest in the proposed business to be transacted at the meeting which they were required to declare pursuant to section 177 of the Companies Act 2006 (the "**Act**").

Julian Bickersteth explained that the principal business of the meeting was to propose to the Members that the Company adopt new Articles of Association (the "**New Articles**"), a copy of which was circulated to those present; and approve the wording of a special resolution to adopt the New Articles (the "**Notice**").

Julian Bickersteth further explained that the amendments to the Company's existing Articles (the "**Existing Articles**") are in response to an IIC committee's (the "**GovRev Group**") review of the IIC's constitution and governance structures. The GovRev proposed a series of governance and operational changes to the composition of the Council, such as proposing new roles, to ensure

that the Council has the necessary range of skills, that there is efficacy and democracy within the Company. The GovRev also focused on the Company's diversity and participation efforts, concluding that the Council should create a series of committees to take responsibility for certain business of the Company. The New Articles will also amend the Existing Articles by removing historic references that are no longer relevant and by ensuring the Company's Articles align with the Charity Commission's model articles to the extent possible.

Members present had received on 20 December 2021 a proposed new Articles and notice convening an extraordinary general meeting of the Company by videoconference on 25th January 2022 at 6.30pm. (GMT) to consider and if thought fit approve the following special resolution:

THAT with effect from the conclusion of the Meeting, the Articles of Association produced to the Meeting, (the "New Articles") by the Chair of the Council be adopted as the Articles of Association of the Company in substitution for, and subject as set out in the final paragraph of the Explanatory Note, to the exclusion of, the existing Articles of Association (the "Existing Articles").

The Chair put the Resolution to the meeting. The Secretary General explained that voting was electronic on-line and that she and Meeting Manager would act as tellers and collate the votes. Members then cast their votes, which were tallied. The tellers agreed that the vote was unanimously in favour of the resolution with no abstentions. There were 33 votes cast online within the meeting, 34 online via our website, 6 via manual form and 1 proxy vote.

It should be recorded that Members had identified minor typographical errors which will be corrected before filling.

It was **RESOLVED**:

- that the New Articles be and are hereby approved by members;

Julian Bickersteth, noting that there was no further business, declared the meeting closed at 7.05pm.

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Chair of the meeting

Appendix 1 – New Articles are attached.

APPENDIX 2 – Notice

Notice is hereby given that an extraordinary general meeting (EGM) of IIC will be held on Tuesday 25 January 2022 at 6pm (GMT).

In accordance with Article 42 permitting Hybrid General Meeting, this EGM will be at a physical location where simultaneous participation will also be enabled via an electronic platform (Zoom).

Members are invited to participate in the EGM via a live webcast, which you will be able to access by a Zoom link which we will send shortly before the event, as well as making available to eligible members by logging into the IIC website.

You will be asked to consider and vote on the resolution below, which is proposed as a special resolution: 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, (the “New Articles”) by the Chair of the Council be adopted as the Articles of Association of the Company in substitution for, and subject as set out in the final paragraph of the Explanatory Note below, to the exclusion of, the existing Articles of Association (the “Existing Articles”).

Order of the Council Jane Henderson

Secretary-General

20 December 2021

This notice was sent to all eligible members on 20 December 2021.

Explanatory Note to the resolution:

In summary, the changes seek to update the Existing Articles so that they are more in line with the precedent articles recommended by the Charity Commission, as well as to remove any historic references subsisting in the Existing Articles that are no longer relevant.

Further, the New Articles seek to clarify the various roles of members of the Council and provide for election by Members to certain roles and appointment by the Council to others, establishing in each case procedures to ensure that the members of Council have, where relevant, the specialist expertise or particular experience necessary. In particular, a Talent and Participation Committee (the “T&PC”) will be set up with a mandate to diversify membership of the Council and its committees, to seek out a broad range of competent candidates and to verify their credentials. The amendments also enhance Council’s flexibility to create committees to help undertake the general business of the Company efficiently and in such a way as to broaden diversity of participation.

Notwithstanding these changes, the current composition of the Council will continue, and it will operate according to the provisions of the current Articles until the relevant appointments and elections pursuant to the New Articles have taken place, which is anticipated to be at the first AGM following adoption of the New Articles.