

THE 21st ANNUAL GENERAL MEETING OF WOKING MUSEUM AND ARTS & CRAFTS CENTRE

(THE LIGHTBOX)

HELD ON THURSDAY 17 OCTOBER 2019

Attendees:

Richard Browne (Director/Trustee), Richard Christophers, Rosemary Christophers, Ann Harington, Nigel Hart, Eddie Hill, Chris Lacey (Director/Trustee), Alan Manie (Director/Trustee), Aileen McLeish (Director/Trustee), Cherry-Anne Russell (Director/Trustee), Marilyn Scott, Mary Tobin, Christine Thompson

Apologies

Richard Bolton
Margaret Coles
Freddie Lawson (Director/Trustee)
Jenny Mukerji,
Hugh Norman-Walker
Louise Punter
John Siebert (Director/Trustee)

Appointed Proxies

Chairman
Chairman
Chairman
Richard Christophers
Chairman
Chairman
Cherry-Anne Russell

Other Apologies (no proxies appointed):

Jill Bowman	Martin Bowman
Annette Collinge	Rosemary Culshaw
Ian Fraser	Diana Freeman
Richard Freeman	Valerie Froy
Margaret Hobbs	Jackie Lucas
Lynn Spankie	Anthony Woellwarth



In Attendance: Shirley Selden (Company Secretary)

Aileen McLeish (AMcL), Chairman of the Directors, welcomed members to the meeting and confirmed that the meeting was quorate in line with the Company's Articles of Association with 13 attendees and 7 proxies (more than 10% of current membership 182 members).

1. Apologies listed above were noted.
2. Marilyn Scott gave a presentation covering the highlights of the year ending March 2019 and the future plans for the organisation

SPECIAL BUSINESS

3. To appoint as a Director/Trustee Richard Bolton under article 45 of the Company's Articles of Association.
The appointment was approved unanimously
4. Amendment to Articles of Association
To amend the Company's Articles of Association for the time being in force by the deletion of Article 41(d) in its entirety. This resolution removes the discriminatory requirement that the office of Director is automatically vacated upon reaching the age of 75.

The amendment was approved unanimously

5. Amendments to Articles of Association

To amend the Company's articles of association for the time being in force by:-

(a) the deletion of Articles 3 to 8 (inclusive) in their entirety;

(b) the insertion of the following as new Articles 3 to 8 (inclusive):-

"3. The Members of the Company shall be its Directors for the time being. The only persons eligible to be Members of the Company are its Directors.

4. Membership of the Company cannot be transferred to anyone else.

5. Any Member and Director who ceases to be a Director automatically ceases to be a Member of the Company.

ASSOCIATE (ASSOCIATE (NON-VOTING) MEMBERSHIP

6. The Directors may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

7. Other references in these Articles to "Members" and "Membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Statutes (or any of them).

8. [NOT USED]";

(c) the substitution in the second line of Article 15 of:-

(i) the new words "two Members" for the current words "ten Members"; and

(ii) the new words "one-third" for the current words "one-tenth";

(d) the deletion of Article 33 in its entirety; and

(e) the insertion of the following as new Article 33:-

"33. Apart from the Directors holding office following the conclusion of the General Meeting at which this new Article 33 was adopted, every Director must be appointed by a resolution passed at a properly convened meeting of the Directors. In selecting individuals for appointment as Directors, the Directors must have regard to the skills, knowledge and experience needed for the effective administration of the Company."

This resolution effects the modernisation of the management and key decision-making processes of the Company by giving the Directors (who already have collective and personal obligations as Directors and Trustees arising under the Charities Act and the Companies Act) responsibility for all decisions as statutory members of the company.

The amendment was approved unanimously

ORDINARY BUSINESS

6. Minutes of the meeting of the twentieth AGM held on 12 December 2018. AMcL asked the meeting if they were happy to endorse the minutes of the last AGM that had been circulated in advance. These were confirmed and accepted by the meeting.

7. To receive and adopt the Company's annual accounts for the year ending 31st March 2019, together with the Trustees' Report and the Auditor's Report on those accounts. These were adopted unanimously.



8. To reappoint as a Director John Siebert who retires by rotation under Article 42 of the Company's Articles of Association but has offered himself for re-election.

The reappointment approved unanimously

9. To reappoint as a Director Freddie Lawson who retires by rotation under Article 42 of the Company's Articles of Association but has offered himself for re-election.

The reappointment approved unanimously

10. To appoint Hamlyns LLP as auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company, and to authorise the Directors to fix their remuneration.

The appointment was approved unanimously

11. AMcL ended the meeting by thanking Marilyn Scott and the staff of the Company for all their contributions during the year. Marilyn Scott thanked the Directors/Trustees for their support during the year.

There being no other business the meeting was concluded.

A handwritten signature in black ink, appearing to be 'M. L. Scott', located in the bottom right corner of the page.