



NEWCOMEN

The International Society for the History
of Engineering and Technology

Founded 1920

Patron: His Royal Highness The Duke of Gloucester

EXTRACT FROM THE MINUTES OF THE ANNUAL GENERAL MEETING OF THE NEWCOMEN
SOCIETY 27 FEBRUARY 2023

SPECIAL BUSINESS

11. Approval of a new Governing Document for the Society

11.1 The Chairman introduced the resolution by reminding members that Council that, as mentioned at the 2022 AGM, had established a working group to review the Society's governance. The conclusion had been that the Memorandum and Articles required revision and modernisation. Legal advice had been taken and Council had decided to propose the adoption of the Charity Commission's model Articles for a charitable company, with amendments to provide for the Society's circumstances and requirements (the 2006 Companies Act had abolished Memorandums as separate documents and incorporated their provisions in the Articles). Amongst other changes, the proposed new Articles would increase the quorum for a general meeting to 20 members or 5% of the membership.

11.2 The Chairman also explained that that the approval by and filing with the Charity Commission of the Society's governing documents adopted by Members on 9th January 2008, 12th January 2011 and 10th April 2013 had not taken place and that neither the foregoing nor the governing documents adopted by Members on 17th June 2002 had been filed with Companies House. Legal advice was that the first step should be for members to agree the proposed new Articles at an AGM, and then to seek the approval of the Charity Commission. Once that had been obtained, the new Articles should be filed with Companies House. Both organizations would be informed of the previous omissions.

11.3 Peter Filcek proposed and Simon Jump seconded the resolution that the new Articles of Association as recommended by the Society's Council, to replace the Memorandum and Articles of Association approved by the Members on 10 April 2013, should be adopted. The meeting unanimously **approved** the resolution.

11.4 Julia Elton proposed and Dan Hayton seconded the resolution that Council be authorised to seek approval from the Charity Commission for adoption of the new Articles of Association and to file the same with Companies House. The resolution was **approved** by a substantial majority.

I certify that this is a true copy

Signed.....*Julia Elton*.....

Date.....*28/2/23*.....

Company Secretary

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