

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4133346

The Registrar of Companies for England and Wales hereby certifies that  
THE BRITISH MUSEUM FRIENDS

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 29th December 2000



\*N04133346B\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**C O M P A N I E S H O U S E**

HC007B

Please complete in typescript,  
or in bold black capitals.

**Declaration on application for registration**

Company Name in full

[ ] & M)  
 M)  
 THE BRITISH MUSEUM FRIENDS



\* F 0 1 2 0 C 2 0 \*

I, Robin James Sinclair Taylor  
 of 9 Tharpe Close W10 5X

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company], ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

[Signature]

Declared at

FARRELL MATTHEWS & WEIR

the

Solicitors  
 30/38 Hammersmith Broadway 11th day of DECEMBER  
 London W6 7AB

M)

One thousand nine hundred and ninety 2000

Ⓛ Please print name.

before me Ⓛ

M. P. SNOW

Signed

[Signature]

Date

11/12/00

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

[ ]  
 [ ]  
 [ ] Tel  
 [ ] DX number [ ] DX exchange



A20 COMPANIES HOUSE 0499 22/12/00

When you have completed and signed the form please send it to the Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF4 3UZ** DX 33050 Cardiff  
 for companies registered in England and Wales  
 or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
 for companies registered in Scotland DX 235 Edinburgh



COMPANIES HOUSE

Please complete in typescript, or in bold black capitals.

# 30(5)(a)

## Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full

BRITISH MUSEUM FRIENDS



\*F030A01T\*

I, Robin James Sinclair Taylor  
of 9 Torpe Close W10

a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered under section 10 of the Companies Act 1985~~† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

[Handwritten signature]

Declared at FARRELL MATTHEWS & WEIR  
Solicitors  
the 30/38 Hammersmith Broadway W6 7AB day of December  
One thousand nine hundred and ninety 2000

● Please print name.

before me ● M. P. SNOW

Signed

[Handwritten signature]

Date

11/12/00

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel  
DX number DX exchange



A20 COMPANIES HOUSE 0492 22/12/00

Form revised March 1995

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10

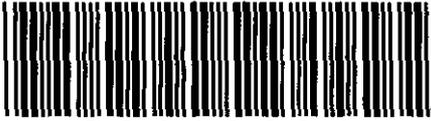
Please complete in typescript, or in bold black capitals.

First directors and secretary and intended situation of registered office

[Empty box]

Company name in full

THE BRITISH MUSEUM FRIENDS



\* F 0 1 0 0 C 2 0 \*

Proposed Registered Office

THE BRITISH MUSEUM

(PO Box numbers only, are not acceptable)

GREAT RUSSELL STREET

Post town

LONDON

County / Region

LONDON

Postcode

WC1B 3DG

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

[Empty box]

Address

James Sinclair Taylor  
Sinclair Taylor & Martin  
Solicitors

9 Thorpe Close London W10 5XL  
01 969 3667, FAX 01 969 7044  
DX 47601  
LADBROKE GROVE

Post town

[Empty box]

County / Region

[Empty box]

Postcode

[Empty box]

Number of continuation sheets attached

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

SARAH CARTHEW, BMF, BRITISH MUSEUM, 9T  
RUSSELL STREET, LONDON WC1B 3DG  
Tel 020 7323 8602  
DX number                      DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ      DX 33050 Cardiff  
for companies registered in England and Wales

or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland      DX 235 Edinburgh

Barcode with text: A20 COMPANIES HOUSE A17 COMPANIES HOUSE 0491 22/12/00 0666 10/11/00

# Company Secretary

Company name THE BRITISH MUSEUM FRIENDS

NAME \*Style / Title MS \*Honours etc

\* Voluntary details Forename(s) SARAH

Surname CARTHEW

Previous forename(s) N/A

Previous surname(s) N/A

Address 47, FORDWICH ROAD,

**Usual residential address**  
For a corporation, give the registered or principal office address.

Post town WELWYN GARDEN CITY

County / Region HERTS Postcode AL8 6EY

Country ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature Sarah Cartew Date 19/7/00

## Directors

Please list directors in alphabetical order

NAME \*Style / Title MR \*Honours etc

Forename(s) NICHOLAS ~~CLONDS~~ FAITHORN

Surname BARBER

Previous forename(s)

Previous surname(s)

Address BURNERS COTTAGE

**Usual residential address**  
For a corporation, give the registered or principal office address.

ROWLEY LANE

Post town WEXHAM

County / Region BUCKS Postcode SL3 6PD

Country UNITED KINGDOM.

Day Month Year 7 9 40 Nationality British

Business occupation Company director

Other directorships Bolero International Ltd: Bristol & West plc  
British Museum Co. Ltd.  
Royal & Sun Alliance Insurance Group plc

I consent to act as director of the company named on page 1

Consent signature Nick Barber Date 19.7.00

# Company Secretary

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

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Post town

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Postcode

Country

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Consent signature

Date

## Directors

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

Forename(s)

PATRICK MICHAEL MCKEE

Surname

WRIGHT

Previous forename(s)

Previous surname(s)

Address

62 MOUNT ARARAT ROAD

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

RICHMOND

County / Region

SURREY

Postcode

TW10 6PT

Country

ENGLAND

Day Month Year

Date of birth

8

10

42

Nationality

BRITISH

Business occupation

MANAGING DIRECTOR

Other directorships

THE BRITISH MUSEUM COMPANY LTD, W.W.NORTON & CO LTD

THE FAMILY WELFARE ASSOCIATION.

I consent to act as director of the company named on page 1

Consent signature

Date

20-7-00

# Company Secretary

Company name

**NAME** \*Style / Title

\*Honours etc

\* Voluntary details

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Surname

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**Date**

X X

X

MRS

GRISELDA ELIZABETH

BEAR

22C GROSVENOR ROAD

LONDON

W4 4EH

6 6 45

BRITISH

ARTS CONSULTANT

Griseida Bear

27 July 2000

# Company Secretary

Company name

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**Date**

Patricia E. White

23 August 2000

# Company Secretary

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Company name

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\* Voluntary details

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Post town

County / Region  Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature  Date

## Directors

Please list directors in alphabetical order

NAME \*Style / Title  \*Honours etc

Forename(s)

Surname

Previous forename(s)

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Post town

County / Region  Postcode

Country

Day Month Year

Date of birth    Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature  Date

DIRECTORSHIPS RICHARD GIBBERBY ALLAN

NEWCASTLE BUILDING SOCIETY

T+G ALLAN LIMITED

THE HANDEL HOUSE TRUST LIMITED

LONDON COMMUNITY CRICKET ASSOCIATION

NOTTING HILL HOUSING TRUST

NOTTING HILL HOME OWNERSHIP LIMITED

NOTTING HILL CARE SERVICES LIMITED

NOTTING HILL COMMERCIAL PROPERTIES LIMITED

NOTTING HILL HOUSING TRUST SHOPS LIMITED

**Directors** (continued)

RBA

<b>NAME</b>	*Style / Title	Mr	*Honours etc		
* Voluntary details	Forename(s)	RICHARD BELLERSY			
	Surname	ALLAN			
	Previous forename(s)				
	Previous surname(s)				
	<b>Address</b>	8 NORTHAMPTON PARK			
<b>Usual residential address</b> For a corporation, give the registered or principal office address.	LONDON N1 2PT				
	Post town				
	County / Region		Postcode		
	Country	UNITED KINGDOM			
		Day	Month	Year	
<b>Date of Birth</b>	02	08	40	Nationality	BRITISH
<b>Business occupation</b>	ACCOUNTANT				
<b>Other directorships</b>	SEE ATTACHED				
I consent to act as director of the company named on page 1					
<b>Consent signature</b>	Richard Bellersy		<b>Date</b>	20/07/00	

**This section must be signed by**

**Either**

an agent on behalf of all subscribers

<b>Signed</b>		<b>Date</b>	31/11/00
---------------	--	-------------	----------

**Or the subscribers**

(i.e. those who signed as members on the memorandum of association).

<b>Signed</b>		<b>Date</b>	

## Notes

1. Show for an individual the full forename(s) **NOT INITIALS** and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at **all times during the past 5 years**, when the person was a director, **was:**

- dormant

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

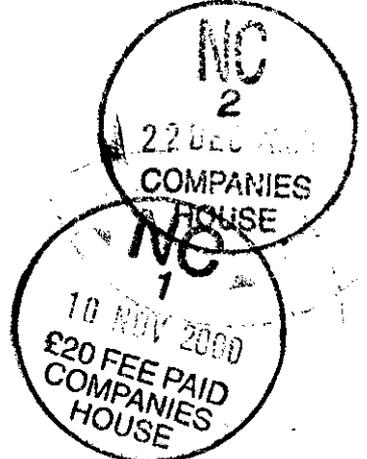
If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

207911

4133346

INC  
53422/SHW



109609

**THE COMPANIES ACTS 1985 AND 1989**

**Company Limited by Guarantee and not having a Share Capital**

**MEMORANDUM OF ASSOCIATION OF  
THE BRITISH MUSEUM FRIENDS**

**1. Name of Company**

The name of the Company is **The British Museum Friends** called in this document "The Friends".

**2. Registered Office**

The registered office of The Friends will be in England and Wales.

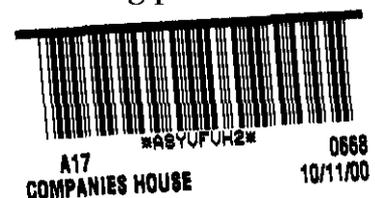
**3. Objects of The Friends**

The objects of The Friends are to support and assist The British Museum in maintaining and expanding its collections and services to scholars and to the general public and to assist other charitable museums to any extent that in the opinion of The Friends might help The British Museum in the aforementioned manner

**4. What The Friends may do**

4.1 The Friends may do anything lawful that may be necessary in order to promote its Objects, including the use of the following powers:-

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- (a) to construct alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises or structure or land which The Friends may need for its Objects;
- (b) to employ and pay any employees, officers, servants and professional or other advisers;
- (c) subject to any consents required by law to raise and distribute funds and borrow moneys to give and receive contributions or grants or enter into contracts seek subscriptions or raise monies in any other way;
- (d) subject to any consent required by law to buy, take on lease, sell lease or otherwise dispose of, hire charge or mortgage or acquire any land or property of any sort and give or receive any guarantee or indemnity;
- (e) to promote, encourage or undertake study or research and disseminate the results of such;
- (f) to produce, print and publish anything in written, oral or visual media in furtherance of the objects;
- (g) to provide or procure the provision of services training consultancy advice support counselling and guidance in furtherance of the objects or any of them;
- (h) to promote and advertise 'The Friends' activities;
- (i) to invest any money that The Friends does not immediately need in any investments, securities or properties;
- (j) to undertake any charitable trust or any charitable agency business which may promote The Friends' Objects;
- (k) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their wives, husbands and other dependants;

- (l) to carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of The Friends or the trade is temporary and ancillary to the carrying out of the objects of The Friends;
- (m) to establish, promote and otherwise assist any limited company or companies for the purpose of acquiring any property or of furthering in any way the objects of The Friends through trading and to establish the same either as wholly owned subsidiaries of The Friends or jointly with other persons, companies, government departments or local authorities and to finance the same if the Members of the Council see fit by way of loan or share subscription on commercial terms provided that The Friends shall seek professional legal advice before financing such companies;
- (n) to establish support or join with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own;
- (o) to purchase or otherwise acquire any of the property, assets and liabilities of any of the charities, institutions, societies or associations with which The Friends is authorised to join, and perform any of their engagements;
- (p) to transfer any of The Friends' property, assets, liabilities and engagements to any of the charities, institutions, societies or associations with which The Friends is authorised to join;
- (q) to open and operate banking accounts and other banking facilities;
- (r) to enter into any arrangements with any governments, authorities or any person, company or association necessary to promote any of The Friends' Objects;
- (s) to insure any risks arising from The Friends' activities;
- (t) to insure the Council against the costs of a successful defence to a criminal prosecution brought against them as Council members or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty,

unless the Council members concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

- (u) to make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commissioners;
- (v) to pay all the expenses and costs of establishing the Friends;
- (w) to delegate upon such terms and at such reasonable remuneration as The Friends may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment provided always that:-
  - (i) the Managers shall be authorised to carry on investment business under the provisions of the Financial Services Act 1986;
  - (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by The Friends;
  - (iii) the Managers shall be under a duty to report promptly to The Friends any exercise of the delegated powers and in particular to report every transaction carried out by the Managers of The Friends within 14 days and report regularly on the performance of investments managed by them;
  - (iv) The Friends shall be entitled at any time to review, alter or terminate the delegation or the terms thereof;
  - (v) The Friends shall be bound to review the arrangements for delegation at intervals but so that any failure by The Friends to undertake such reviews shall not invalidate the delegation;
  - (vi) The Friends shall be liable for any failure to take reasonable care in choosing the Managers; fixing or enforcing the terms upon which the Managers are employed; requiring the remedy of any breaches of those terms and otherwise

supervising the Managers but otherwise shall not be liable for any acts and defaults of the Managers;

- (x) to permit any investments belonging to The Friends to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for The Friends and to pay any such nominee reasonable and proper remuneration for acting as such.
- (y) to solicit and accept gifts of money or objects of every kind related to or of interest to the British Museum or other charitable museums and to hold purchase lend exchange or sell the same.

## 5. Use of income and property

- 5.1 The income and property of The Friends shall be applied solely towards the promotion of its objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the charity and no member of the Council may be appointed to any office of the charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from The Friends except as shown below under 'Allowed Payments'.

## 6. Allowed Payments

6.1 The Friends may pay:-

- (a) Reasonable and proper payment to any officer or servant of The Friends who is not a member of its Council for any services to The Friends;
- (b) Interest on the money lent by any member of The Friends or its Council. The annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3% whichever is the greater;
- (c) Reasonable out-of-pocket expenses to any member of the Council;

- (d) Reasonable and proper payment to a company of which a member of the Council holds not more than a hundredth of the capital;
- (e) Reasonable and proper rent of premises demised or let by any member of The Friends or its Council;
- (f) All reasonable and proper premiums in respect of indemnity insurance effected in accordance with the powers in this Memorandum;
- (g) In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no member of The Friends or the Council shall be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give a benefit to that member.

## **7. Alterations to this Memorandum**

- 7.1 No alterations to this Memorandum may be made which would cause The Friends to cease to be a charity in law. Other alterations to this Memorandum may only be made by special resolution. For a special resolution to be valid, 21 clear days' notice of it must be given, and 75% of those voting must be in favour of it. Such a resolution may be passed on less notice if 95% of the total number of members having the right to vote agree.
- 7.2 Alterations may only be made to the objects of The Friends or any clause of this memorandum or articles which directs or restricts the way monies or the property of The Friends may be used with the Charity Commission's prior written consent.
- 7.3 The Charity Commission and the Companies Registrar must be informed of alterations and all future copies of the Memorandum issued must contain the alteration.

## **8. Limited Liability**

- 8.1 The liability of the members is limited.

9. **Guarantee by Members of The Friends**

If and only if

- (a) The Friends is wound-up while he or she is a member or within a year afterwards; and
- (b) The Friends has debts and liabilities which it cannot meet out of its assets,

then every member of The Friends agrees to contribute to The Friends £1 or any smaller amount required.

10. **Winding-up of The Friends**

10.1 If The Friends is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must not be distributed among the members of The Friends. Instead it must be given or transferred to some other charitable institution or institutions having objects as nearly as possible similar to those of The Friends or to the Trustees of The British Museum for the general purposes of The British Museum and any recipient must prohibit the distribution of its income and property among its members to an extent at least as great as that required by this Memorandum of Association.

11. **Subscribers**

We, the people whose names, addresses and descriptions are written below, wish to form into a company with this Memorandum of Association.

Signatures, addresses and occupations of Subscribers

---

*Nick Jackson*

Browners Cottage  
Rowley Lane  
Wrexham  
Bucks SL3 6PD

company  
director

*Elizabeth Galt*

24. Lansdowne Rd.  
Reading W11.3LL.

Council member  
director.

---

Dated this 3 day of November 2000

Witness to the above signatures

*Patrick Wright*

Name PATRICK WRIGHT

Address 62 MOUNT ARARAT RD, RICHMOND, SURREY, TW9 6PF

Occupation PUBLISHER

## THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

### ARTICLES OF ASSOCIATION OF

### THE BRITISH MUSEUM FRIENDS

#### 1. Meaning of Words

1.1 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.2 Words	Meanings
Act	The Companies Acts 1985 and 1989 and as amended by subsequent Acts
The Friends	The British Museum Friends
The Articles	These Articles of Association
The Council	The Council of the Friends whose members are the directors of the company and as such are charity trustees
The Office	The registered office of The Friends
The Seal	The common seal of The Friends
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form

Double Membership      Two persons who have been admitted to membership on a single application

- 1.3 Words in the singular form include the plural and vice versa.
- 1.4 The words "person" or "people" include corporations.
- 1.5 Apart from the words defined above, any words or expression defined in the Act or any change to the Act in force when these Articles become binding on The Friends will have the same meanings in these Articles, provided they are consistent with the subject or context.
- 1.6 Headings are not part of the Memorandum or Articles.

## 2. **The Constitution of The Friends**

- 2.1 The Friends is established for the Objects shown in the Memorandum of Association.
- 2.2 A copy of the Memorandum and Articles and any rules the Council make must be available for inspection at the Office. Any member must be given a copy of these on payment of a reasonable fee fixed by the Council.

## 3. **Members**

- 3.1 The number of members of The Friends is unlimited.
- 3.2 The Friends must keep at the Office a register of members showing their name, address and date of membership.
- 3.3 The register is available for inspection.

## 4. **Membership**

- 4.1 The membership of The Friends is open to any person or corporation who is approved by the Council or any person or persons to whom they delegate this role and the Council shall have an absolute discretion to

accept or reject any application for membership. No person shall become a member until he or she shall have paid the annual subscription payable by members or a life membership subscription as determined by the Council from time to time. The Council may at their discretion remove from membership any person whose subscription is not received by The Friends within two months of the same becoming due in any year or who for any other reason is considered by the Council to be unsuitable to be a member of The Friends.

- 4.2 The Council may create additional categories of membership as they shall determine. Members of such additional categories shall pay subscriptions which shall be determined from time to time by the Council and shall otherwise have the same rights and duties under these Memorandum and Articles of Association as other members.

5. **No transfer of Membership**

- 5.1 None of the rights of any member of The Friends may be transferred or transmitted to any other person.

6. **Ending of Membership**

- 6.1 A member stops being a member of The Friends if:-

- (a) the member resigns from membership by giving notice in writing to The Friends; or
- (b) membership is ended under Article 4.

7. **General Meetings**

- 7.1 Each year, The Friends must hold an annual general meeting in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it. The first annual general meeting must be held within 18 months of the incorporation of The Friends after which not more than 15 months must pass between one annual general meeting and the next.

## **8. Extraordinary General Meetings**

8.1 All general meetings except annual general meetings are called extraordinary general meetings.

## **9. Calling of Extraordinary General Meetings**

9.1 The Council may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if 100 members or 10% of the members of The Friends, (whichever is the lower), request it.

## **11. Notice of General Meetings**

11.1 An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least 21 clear days' notice in writing. Other meetings of The Friends must be called by giving at least 14 clear days' notice in writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details or the general nature of the business must be given. Notice of the meeting must be given to everyone entitled by these Articles to receive it

11.2 However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed:-

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote at it; or
- (b) in the case of any other meeting, by a majority of the members who have a right to attend and vote. But this majority must represent at least 95% of the total membership of The Friends members who have voting rights.

## **12. Ordinary and Special Business at General Meetings**

12.1 At an extraordinary general meeting all business will be treated as special business. At an annual general meeting all business will be treated as special except the consideration of accounts and balance sheets, the reports of the members of the Council and Auditors, the election of members of the Council, the appointment of Auditors, and the fixing of the payments to the Auditors.

13. **Quorum**

13.1 Business may be done at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is twenty five members present in person unless shown differently below.

14. **Adjournment if no Quorum**

14.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in another way, the meeting must be adjourned to another day, time and place as the Council may decide.

14.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

15. **Chairman at Members' Meetings**

15.1 The Chairman (if any) of the Council must preside as Chairman at every general meeting of The Friends. If there is no Chairman, or if he/she is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the members of the Council present must elect one of their number to be Chairman of the meeting.

16. **Election of Chairman at Members' Meetings**

16.1 If at any meeting of members the Chairman or any other member of the Council is not willing to act as chairman or if no member of the Council is present within 15 minutes after the appointed starting time, the members present must choose one of their number to be chairman of the meeting.

17. **Adjournment of the Meeting**

17.1 The Chairman may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

17.2 When a meeting is adjourned for 21 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

## 18. **Voting on Resolutions**

18.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority of members or their proxies on a show of hands unless a poll is demanded (before or after the result of the show of hands is declared). A poll can be demanded by the Chairman or at least two members or proxies.

18.2 Votes may be cast in person or by use of proxies but not by postal voting. Proxy votes must be lodged with The Friends at the registered office not less than 48 hours before the meeting at which they are to be cast unless they are being cast at a poll which has been adjourned from a meeting when they may be lodged within 24 hours of the date of the poll. Proxies must be in writing or under hand and may be lodged by fax.

18.3 Every individual member and in the case of a double membership both members and any corporate member shall be entitled to one vote. A corporate member may exercise its vote through its representative who shall have been nominated in writing to The Friends as such by the corporate member not less than 24 hours before the time of the meeting at which that representative is to vote or by appointing a proxy.

18.4 An instrument appointing the proxy shall be in writing and executed by and on behalf of the appointor and in the form set out below or in such other form as the Council may approve and it shall be deemed to confer the authority to vote on any amendment of the resolution put to the meeting for which it was given as the proxy thinks fit. The instrument of proxy shall unless the contrary is stated on it be valid for any adjournment of the meeting as the meeting to which it relates.

18.5 "The British Museum Friends (The Friends) I/we .....  
.....of  
..... above  
named being a member of The Friends hereby appoint the  
..... of  
..... as  
proxy to vote for us on our behalf at the .....  
meeting of The Friends to be held on the ..... day of  
..... 2000 and at any adjournment thereof

Signed ..... Dated ....."

**19. Declaration of Chairman is Final**

19.1 Unless a poll is demanded, the Chairman's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

19.2 The demand for a poll may be withdrawn.

**20. When a poll is taken**

20.1 A poll must be taken immediately, if it is correctly demanded, to elect a Chairman or to decide upon an adjournment. Other polls will be taken whenever the Chairman says so. If the poll is to be held at a date of more than 14 days after the date of the meeting 7 clear days notice of the poll must be given to members. Business which is not the subject of a poll may be dealt with before or during the poll.

20.2 The Chairman will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

**21. Voting and Speaking**

21.1 If the votes are level, the Chairman has a second or casting vote.

21.2 A member of the Council shall have the same rights to attend and speak but not vote as a member even if he or she is not a member.

## 22. **Written Agreement to Resolution**

22.1 Unless the law says otherwise, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- (a) it must be in writing;
- (b) it must be signed by all those members (or their duly authorised representatives) entitled to receive notice to attend general meetings;
- (c) it may consist of two or more documents in identical form signed by members.

## 23. **Management by members of the Council**

23.1 The business of The Friends is managed by the Council. They may pay all the expenses of promoting and registering The Friends. They may use all powers of The Friends which are not, by the Act or by these Articles, required to be used by a general meeting of The Friends. But the members of the Council are at all times governed first by the Act, second by the Memorandum and Articles, and third by any regulations that a general meeting may prescribe.

23.2 General meetings cannot make a regulation that overrides the Memorandum and Articles. Nor can they make one which invalidates any prior act of the members of the Council which would otherwise have been valid.

23.3 The Council shall meet at least twice a year.

## 24. **Powers of the Council**

24.1 The Council may subject to such consents as the law requires use all the powers of The Friends to:

- (a) borrow money;

- (b) mortgage or charge its property or any part of it;
- (c) issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of The Friends or any charitable third party;
- (d) resolve pursuant to the Memorandum of Association to effect indemnity insurance notwithstanding their interest in such a policy.

**25. Payment of Subscriptions**

25.1 Members must pay the subscriptions that the Council may decide from time to time.

**26. Cheques and Bills etc**

26.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to The Friends shall indicate the name of The Friends in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Council decides from time to time and cheques shall be signed by two Council members unless the Council otherwise decides.

**27. Indemnity of members of the Council**

27.1 In the management of the affairs of The Friends no member of the Council shall be liable for any loss to the property of The Friends arising by reason of improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or her or by any other member hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any member hereof or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

27.2 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Council may otherwise be entitled every member of the Council or other officer of The Friends shall be indemnified out of the assets of The Friends against any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgement was given in his or her favour or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of The Friends and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

**28. Payment of reasonable expenses to members of the Council**

28.1 The members of the Council may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of The Friends but shall not be paid any other remuneration save as permitted in the memorandum of association.

**29. The Keeping of Minutes**

29.1 The Council must have minutes entered in the minute books:-

- (a) of all appointments of officers by the Council;
- (b) of the names of the members of the Council present at each of its meetings and of any committee of the members of the Council;
- (c) of all resolutions and proceedings at all meetings of:
  - (i) The Friends;
  - (ii) The Council;
  - (iii) Subcommittees of the Council.

**30. The Make-up of the Council**

30.1 The first Council consists of those people named in Statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when The Friends is formed or appointed by them. They hold office until the first annual general meeting. After that, the Council

consists of:-

- (a) the Chairman elected as and hereinafter set out
- (b) two Trustees of The British Museum appointed to the Council by the Trustees of The British Museum
- (c) an Honorary Treasurer elected as hereinafter mentioned
- (d) a Deputy Chairman if elected as hereinafter mentioned
- (e) not less than seven and no more than seventeen persons elected by the members of The Friends in general meeting.

30.2 The Chairman shall be proposed and seconded by members of the Council and elected at a general meeting of members. Every Chairman so elected shall not be subject to the provisions for retirement applicable to other members of the Council but shall hold office for three years until retirement or until the Council shall otherwise decide. The Chairman shall be eligible for re-election.

30.3 Members of the Council appointed by the Trustees of The British Museum may be removed and other persons may be appointed in their place by the said Trustees as and when the same Trustees shall think fit.

30.4 The Honorary Treasurer shall be elected and may be removed by the Council from among the members of The Friends. The Honorary Treasurer shall serve for such period and at such time as the Council shall think fit and shall not be subject to the provisions for retirement which apply to other Council members. The Council may also elect a Deputy Chairman on the same basis.

### **31. Retirement of members of the Council**

31.1 All co-opted members shall retire at the AGM following co-option but are eligible for re-election.

31.2 At the third annual general meeting after election members of the Council shall retire but are eligible for re-election.

31.3 In calculating the anniversary at which the first members of the Council retire the annual general meeting at which they were elected to office in the unincorporated charitable association of the same name as The Friends shall be treated as a meeting of The Friends for this purpose.

**32. President and Vice-Presidents**

32.1 The Council may, by unanimous vote, appoint a President and not more than three Vice-Presidents and such persons shall hold office for such period as the Council shall think fit. The President and Vice-Presidents shall be entitled to receive notices of and attend meetings of the Council but unless they are members of the Council elected or appointed or co-opted they shall not vote.

**33. Notification of Change of members of the Council to the Registrar of Companies**

33.1 All appointments, retirements or removals of members of the Council as directors must be notified to the Registrar of Companies.

**34. Filling vacancies in the membership of the Council and Co-option**

34.1 The Council can appoint members to fill any vacancy in the membership of the Council. They will hold office until the next annual general meeting. They will be eligible for re-election and may vote at meetings of the Council.

**35. Ending of Council Membership**

35.1 A member of the Council must cease to be a member if he or she:-

- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (b) becomes barred from membership of the Council because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
- (f) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or

- (d) resigns the office by notice in writing to The Friends but only if at least two members of the Council will remain in office when the resignation takes effect; or
- (e) is directly or indirectly involved in any contract with The Friends and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract; or
- (f) is removed from office.

**36. Meetings of the Council**

- 36.1 The Council may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 36.2 Questions arising at any meeting must be decided by a majority of votes. Every member has one vote including the Chairman. If the votes are equal, the Chairman has a casting vote.
- 36.3 A member of the Council may, and the Secretary if requested by a member of the Council must, summon a meeting of the members of the Council.
- 36.4 Notice of a meeting need not be given to any member of the Council who is out of the United Kingdom.

**37. Quorum of the Council**

- 37.1 The quorum for the Council meetings is five.

**38. Vacancies on the Council**

- 38.1 The Council may act despite any vacancy on the committee. But if the number of members falls below the quorum, it may act only to summon a general meeting of The Friends.

39. **A Resolution may be Approved by Signature Without a Meeting**

39.1 A resolution in writing signed by all the members of the Council or any sub-committee is as valid as if it had been passed at a properly held meeting of the Council or sub-committee. The resolution may consist of several documents in the same form signed by one or more members of the Council or sub-committee.

40. **Validity of Acts Done at Meetings**

40.1 It may be discovered that there was some defect in the appointment of a member of the Council or someone acting as a member or that he or she was disqualified. If this is discovered by the Council, anything done before the discovery at any meeting of the Council is as valid as if there were no defects or disqualification.

41. **Delegation of Council Powers to Sub-Committees**

41.1 The Council may delegate the administration of any of its powers to Committees consisting of two or more of its members. A sub-committee must conform to any regulations that the Council imposes on it.

41.2 The members of the Council on the sub-committee may (unless the Council directs otherwise) co-opt any person or people to serve on the sub-committee.

41.3 All acts and proceedings of the sub-committee must be reported to the Council as soon as possible.

42. **Chairmen of Sub-Committees**

42.1 A sub-committee may elect a Chairman of its meetings if the Council does not nominate one.

42.2 If at any meeting the sub-committee's Chairman is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be Chairman of the meeting.

**43. Meetings of Sub-Committees**

- 43.1 A sub-committee may meet and adjourn whenever it chooses.
- 43.2 Questions at the meeting must be decided by a majority of votes of the members present. In the case of an equality of votes the Chairman of the sub-committee shall have a second or casting vote.
- 43.3 The sub-committee must have minutes entered in minute books. Copies of these minutes must be given to all members of the Council.

**COMPANY SECRETARY**

**44. Appointment and Removal of the Company Secretary**

- 44.1 The members of the Council appoint a Company Secretary. They decide his or her period of office, pay, if any, (if not a member of the Council) and conditions of service. They may also remove the Company Secretary.

**45. Actions of Directors and Friends Secretary**

- 45.1 The Act says that some actions must be taken both by a member of the Council (a Director) and by the Company Secretary. If one person is both a member of the Council and the Company Secretary, it is not enough for him or her to do the action first as a Council member and then as Company Secretary.

**46. The Seal**

- 46.1 If The Friends shall decide to use a Company Seal the Council must provide safe custody of the Seal.
- 46.2 The Seal may only be used as the authority of the Council or of a sub-committee authorised by the Council to use it.
- 46.3 Everything to which the Seal is affixed must be:-
  - (a) signed by a member of the Council; and

- (b) countersigned by the Company Secretary or by a second member of the Council or by some other person appointed by the Council for that purpose.

## **ACCOUNTS**

### **47. Proper Accounts must be Kept**

47.1 The Council must have proper books of account kept in accordance with the law. In particular, the books of account must show:-

- (a) all amounts received and spent by The Friends, and for what;
- (b) all sales and purchases by The Friends;
- (c) the assets and liabilities of The Friends.

47.2 The books of account must give a true and fair view of the state of The Friends' affairs and explain its transactions. Otherwise they are not proper books of account.

### **48. Books must be Kept at the Office**

48.1 The books of account must be kept at the Registered Office of The Friends or at other places decided by the Council. The books of account must always be open to inspection by members of the Council.

### **49. Inspection of Books**

49.1 The Council must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not on the Council. A member who is not on the Council may only have the right to inspect a book of account or document of The Friends if the right is given by law or authorised by the Council or a general meeting.

### **50. Profit and Loss Account and Balance Sheets**

50.1 The Council must, for each accounting reference period, put before a general meeting of The Friends:-

- (a) any statement of financial activities and income and expenditure accounts;
- (b) a report by the Council on the state of The Friends as required by the law;
- (c) a balance sheet; and
- (d) such other reports statements or accounts as are from time to time required by law.

50.2 The Council must file with the Companies Registrar the annual returns that are required.

## 51. **Copies for Members**

51.1 Certain documents must be sent to members of The Friends at least 21 days before the date of the general meeting. These documents are:-

- (a) a copy of every balance sheet (including every document required by law to be attached to it) which is to be laid before The Friends at the general meeting;
- (b) a copy of any report from Reporting Accountants or Auditors; and
- (c) a copy of the report of the members of the Council.

51.2 But this Article does not require a copy of these documents to be sent to anyone whose address the Friends does not know.

## 52. **Appointment of Reporting Accountants or Auditors**

52.1 The Friends must appoint properly qualified reporting accountants or properly qualified auditors if the level of The Friends' income or assets from time to time makes this legal requirement.

## 53. **Service of Notices**

53.1 The Friends may give notice to any member either personally or by

delivering it or sending it by ordinary post to his or her registered address. If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given The Friends for that purpose. If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post.

**54. Accidental Omission of Notice**

54.1 Sometimes a person entitled to receive a notice of a meeting does not get it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting.

**55. Who is Entitled to Notice of General Meetings**

55.1 Notice of every general meeting must be given to:-

- (a) every Member (except those members who lack a registered address within the United Kingdom and have not given The Friends an address for notices within the United Kingdom);
- (b) Reporting Accountants or Auditor of The Friends;
- (c) the President and Vice-Presidents;
- (d) the Trustees of The British Museum and those nominated by those Trustees to The Friends Council

**56. Rules**

The Council may make and from time to time add to or amend rules for the better conduct of The Friends' business provided that no rules shall be inconsistent with the provisions of these Memoranda and Articles and any such rules or amendments are available for inspection by any member of The Friends

**57. Alteration of the Articles**

57.1 The Friends may alter these Articles only by a special resolution. A special resolution must be passed at a meeting of members of which 21 days notice has been given of the intention to pass a special resolution and at which 75% of those voting must be in favour of. Such a resolution may be passed on shorter notice if 95% of members having the right to vote agree.

57.2 No alteration may be made to an article which directs or restricts the way monies or property of The Friends may be used without the Charity Commission's prior written approval.

**58. Dissolution of The Friends**

58.1 A general meeting may decide at any time to dissolve The Friends by passing a special resolution which requires that 75% of those voting vote in favour.

58.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association.

Signatures, addresses and occupations of subscribers

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*Neil Murray*

Business Centre  
Rowley Lane  
Wexham  
Berkshire SL3 6PD

Company  
Director

*Elizabeth Gulluk*

24. Lansdowne Rd.  
London W11 3LL.

Company  
Director

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Dated this 3 day of November 2000

Witness to the above signatures:

*Patrick Wright*

Name PATRICK WRIGHT

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Occupation PUBLISHER