

THE FRIENDS OF HIGHGATE CEMETERY TRUST
(the 'Charity', 'Company' or 'Trust')

Minutes of an Extraordinary General Meeting of the Charity ('EGM') held at Lauderdale House, Waterlow Park, Highgate Hill, London N6 5HG on Friday, 17 December 2021 at 11.00 a.m.

<u>Trustees Present:</u>	Martin Adeney Doreen Aislabie Katherine Baldwin Liz Fuller Steve Kennard Stuart Orr	(Chair)
<u>In attendance:</u>	Ian Dungavell Chris Rowse Lucy Thompson Michelle Davis	(Chief Executive) (Russell Cooke LLP by telephone) (Operations Manager) (Bruce Wallace Associates Limited)
<u>Apologies:</u>	Nicola Jones John Robinson Teresa Sladen Stephen Smith Evelyn Wilder	(Trustee) (Trustee) (Trustee) (Trustee) (Trustee)

Total of 13 members of the Charity including Trustees and Friends present (see attendance list)

Introduction, Notice and Voting:

The Chair welcomed the Friends to the EGM, declared the meeting open and reported that apologies had been received from some trustees who were unable to attend.

The notice of meeting was taken as read and the Chair explained that voting on the two resolutions proposed would be on the voting paper received when arriving at the venue. The voting papers and proxy votes received would be counted by the proxy officer, Lucy Thompson, and the results would be announced on the Charity's website following the Meeting.

Friends were asked to raise their hands should they wish to share views or ask a question.

Purpose of the Meeting:

The Chair thanked everyone for attending the Meeting and explained that it had been convened as following the 2021 Annual General Meeting ("2021 AGM") it had come to light that there were some serious errors in the Articles of Association adopted at that

meeting (“New Articles”), and it was important they were rectified promptly to enable the Charity to operate effectively.

The second matter concerned uncertainty around the position of two trustees which was having a significant effect on the operation of the Charity at a time when important decisions were being made concerning the conservation plan and allocation of funds as well as the consequences of the passage of the Highgate Cemetery Bill, now in its final Parliamentary stages. For good governance of the Charity, these issues needed to be resolved at the earliest opportunity.

Ordinary Resolution to ratify the resolution of the 2021 AGM to re-elect as trustees Katherine Baldwin and Nicola Jones:

The Chair explained that Katherine Baldwin and Nicola Jones had been re-elected at the 2021 AGM with substantial majorities (163 and 162 votes in favour respectively, and 4 against) and their re-elections had been uncontested. However, following the AGM, the Charity had realised that there had been a technical defect in the process as only 18 days’ notice of the proposed resolutions had been provided rather than 28 days as required by the Charity’s Articles of Association (“Articles”). Notwithstanding, the shorter notice period complied with the requirements of the Companies Act 2006, the specific notice requirements in the Articles should have been observed.

The Meeting was informed that no one had written prior to the 2021 AGM to challenge the shorter notice period and consequently, the trustees asked that members vote in favour of the resolution, which had been recommended by the Charity’s lawyers, Russell Cooke LLP, as a means of correcting the error.

At this point the Chair proposed and Stuart Orr seconded the following as an ordinary resolution (the “Ordinary Resolution”):

‘To ratify the resolution of the 2021 AGM to re-elect as trustees Katherine Baldwin and Nicola Jones.’

Questions on the resolution were invited from the Friends.

Concern was expressed by a member that, in her view, the re-election of Katherine Baldwin and Nicola Jones could not be ratified as the decisions taken at the 2021 AGM were void and these re-elections had been engineered to be uncontested.

Ian Dungavell confirmed that legal advice had been sought from Russell Cooke LLP, who had advised that the members of the Charity could ratify the previous decision to re-elect Katherine Baldwin and Nicola Jones so as to regularise the position and remove any uncertainty relating to their appointment as trustees.

Voting on the Ordinary Resolution:

The Chair requested that the members at the Meeting use their voting paper to cast their vote on the Ordinary Resolution.

Special Resolution to approve New Articles of the Charity:

The Chair explained that at the 2021 AGM, members had voted by a substantial majority (164 for the resolution, 11 against) to adopt the New Articles. These had been prepared by specialist charity lawyers to ensure they reflected best practice. However, despite careful review, the Charity had become aware later that there were a couple of potential issues with the New Articles, for which the lawyers had apologised and waived their charges. As a consequence, the New Articles had been reviewed by a second firm of lawyers, who had suggested changes to rectify the situation.

The Chair explained that members were being asked to adopt further Revised Articles which addressed the issues identified, noting that a marked-up copy had been made available on the Charity's website and a summary of the main changes had been included in the notice of meeting.

The two most important revisions in the Revised Articles were outlined. The first was to reinstate wording previously included in the original Articles (those in force up to the 2021 AGM) and changed in the New Articles, notably wording in clauses to do with the objects, trustee benefits and winding up of the Charity as such clauses may not be changed without prior consent of the Charity Commission. The Chair explained that wording in the Revised Articles put before the Meeting had been changed back to wording in the original Articles. Furthermore, minor adjustments to the trustee benefits clause, which could be made without the consent of the Charity Commission, had been included.

In addition, the clause in the original Articles permitting the co-option of trustees between meetings had been accidentally omitted and was being reinstated in the Revised Articles, with minor amendments.

The Chair explained that the trustees were now comfortable that the issues had been rectified in the Revised Articles and a number of enhancements had also been incorporated. Furthermore, the Charity's Governance Committee were looking into the review process to ensure these types of errors were not repeated in future, albeit it was recognised some difficulties had been experienced due to remote working.

At this point the Chair proposed and Lucy Lelliott seconded the following as a special resolution (the 'Special Resolution'):

'That the revised Articles of Association in the form set out on the Charity's website and produced at the meeting and signed by the Chair so as to identify it, be adopted as the Charity's Articles of Association in substitution for and to the exclusion of all existing Articles of Association of the Charity.'

Questions on the resolution were invited from the Friends.

In response to a query from a member, Ian Dungavell confirmed that the New Articles approved at the 2021 AGM were currently in force and it was these New Articles the Charity was seeking to revise. He further confirmed that the Revised Articles had been placed on the Company's website for review in November 2021.

The member expressed the view that the Revised Articles proposed for adoption at the Meeting represented a re-write. In particular, she considered payment to Friends had

been made easier and there were substantial changes to Articles 12 and Article 14, as well as additional issues which required discussion. The Chair responded that this was the appropriate forum for discussion by the members of the Charity.

Lucy Lelliott, former Chair of the Governance Committee, reported that she had read the proposed Revised Articles in their entirety and was comfortable with the changes being made.

Voting on the Special Resolution:

Discussion concluded and the Chair requested that the members at the Meeting use their voting paper to cast their vote on the Special Resolution.

The Chair re-iterated that, once calculated, the results from the voting papers and submitted proxies would be published on the Charity's website.

There being no further business, the Chair declared the Meeting closed at 11.13 a.m.

CHAIR

2021 Extraordinary General Meeting: Ordinary Resolution 1 voting paper and proxy result

For: 227 votes
Against: 4 votes

2021 Extraordinary General Meeting: Special Resolution 2 voting paper and proxy result

For: 223 votes
Against: 6 votes