

Notice

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Friends of Highgate Cemetery Trust ('the Charity') will be held at Lauderdale House, Waterlow Park, Highgate Hill, London N6 5HG on Friday 17 December 2021 at 11am to consider and vote on the following resolutions:

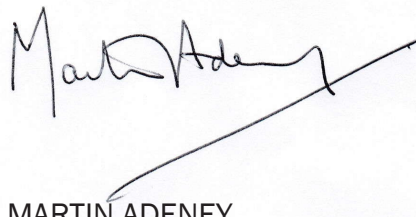
RESOLUTION 1

Ordinary resolution: To ratify the resolution of the 2021 Annual General Meeting to re-elect as trustees Katherine Baldwin and Nicola Jones

RESOLUTION 2

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

By order of the Board

A handwritten signature in black ink, appearing to read 'Martin Adeney', is written over a light blue rectangular stamp. The signature is cursive and extends across the width of the stamp.

MARTIN ADENEY

Chair

11 November 2021

Notes

RESOLUTION 1

At our Annual General Meeting earlier this year, trustees Katherine Baldwin and Nicola Jones were re-elected with substantial majorities (163 or 162 votes in favour and 4 against). However afterwards we realised that there had been a technical defect with the resolution in that we gave only 18 days notice instead of the 28 days required by our Articles of Association. The shorter notice period meets the minimum requirements under the Companies Act, but we should have gone back to double-check the specific requirements of the Articles. As the election was uncontested and no one wrote before the meeting to dispute the shorter notice period, Trustees ask that members vote in favour of this resolution, which was recommended by our lawyers as a means of removing any uncertainty.

RESOLUTION 2

Members voted by a substantial majority (164 for; 11 against) to adopt new Articles of Association at our Annual General Meeting earlier this year ('the new Articles'). These had been drawn up by specialist charity lawyers to ensure they reflected best practice.

Despite careful review, we became aware later that there were a couple of potential issues with the new Articles (for which the lawyers have apologised) and so we had the document reviewed by a second firm, who also suggested further enhancements. We are asking members to adopt a revised version which addresses these issues ('the revised Articles'). A marked-up copy of the revised Articles can be downloaded from on our website at <https://highgatecemetery.org/about/AGM>. If you would like a printed copy, please email ian@highgatecemetery.org or telephone 020 8347 2473.

Summary of changes in the revised Articles:

- The new Articles inadvertently changed the words in clauses to do with the objects, trustee benefits and the winding up of the Charity, but the substance remained the same. However, as such clauses may not be changed without the prior consent of the Charity Commission, the revised Articles repeat the wording of the original Articles (that is, those that were in force up to the 2021 Annual General Meeting) with minor adjustments to the trustee benefits Article which can be made without the Commission's consent
- The clause in the original Articles permitting the co-option of trustees between meetings was accidentally omitted and so has been reinstated with minor amendments, as has the earlier wording which did not limit trustee elections to annual general meetings
- Use of gender neutral language
- Clarification that the Charity has the ability to disclaim donations from unsuitable sources, something which may be useful during any future fundraising campaign
- Clarifications about physical, virtual, and hybrid meetings
- Clarification about the process for the removal of a trustee who had become physically or mentally incapable of acting
- Removing defined terms which did not appear in the text
- Improving the workability of the clause about compulsory retirement of trustees who miss three consecutive meetings
- Use of term 'trustees' instead of 'directors'
- Corrected references to relevant legislation