



THE FRIENDS OF GUILDFORD CATHEDRAL

A Company limited by guarantee. Registered in England No. 540920

Registered Office: The Cathedral, Guildford, GU2 7UP

Registered Charity No. 250402

Notice of General Meeting of all members of The Friends of Guildford Cathedral on Sunday 11th February 2024 at 11.15 am in the Cathedral Chapter room

Agenda

- 1 To consider and vote upon the Special Resolutions proposed by the Trustees:
 - A) The members of The Friends of Guildford Cathedral, registered charity number 250402, registered as a company limited by guarantee number 540920, resolved at a General Meeting held on Sunday 11th February 2024 to apply for conversion of the charitable company to a Charitable Incorporated Organisation under the same name and with the same objects.
 - B) The members of The Friends of Guildford Cathedral, registered charity number 250402, registered as a company limited by guarantee number 540920, resolved at a General Meeting held on Sunday 11th February 2024 to adopt the attached Constitution for the Charitable Incorporated Organisation.

[Members may recall that this matter was discussed in principle at the AGM held on 26th June 2023, which agreed to adopt a revised Constitution to facilitate a potential conversion to a Charitable Incorporated Organisation at a later date. The Constitution referred to in B above follows that decision.

Following that decision, the trustees have considered the two funds believed to be endowment – The Reginald D Boeg Fund for Repairs and the Arthur Mason Flower Fund. Both of these funds have been invested and the income used to make restricted grants for the appropriate purposes, in accordance with the wishes expressed in the relevant Wills. The result of this has been that the value of the original bequest has declined in real terms, and in consequence the income has also reduced. The trustees have concluded that the purposes set out in the trusts to which the fund is subject could be carried out more effectively if the capital of the fund, or the relevant portion of the capital, could be expended as well as income accruing to it, rather than just such income, and have resolved in accordance with section 281 of the Charities Act 2011, that these funds ought to be freed from the restrictions with respect to the expenditure of capital which apply to them. They have further resolved to set up two designated funds in the same names so that these funds are set aside for their original purposes.

As a result of the decision to convert these funds from potentially endowment to designated (unrestricted), the route to conversion to a CIO is simplified, and the Trustees have resolved that resolutions to apply for this conversion should be put to the members of the Friends, as promised in June 2023.

The Special Resolutions above would need the approval of 75% of those members present and voting (including proxies – see over for how to appoint a proxy to vote for you if you cannot attend in person but still wish to vote)]

Appointment of proxies

Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which

- a) States the name and address of the member appointing the proxy;
- b) Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed; and
- c) Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine.

Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

Unless a proxy notice indicates otherwise, it must be treated as allowing the person under it discretion as to how to vote on any ancillary or procedural resolutions put to the meeting.