

Articles of Association of The Museums Association

Proposed changes to the Articles of Association for consideration at the AGM on 12 November 2024

Article No.	Existing Article wording	Proposed Change
Preamble/ Cover page	THE COMPANIES ACTS 1985 TO 2006 COMPANY NO. 00252131 COMPANY NOT HAVING A SHARE CAPITAL ARTICLES OF ASSOCIATION OF THE THE MUSEUMS ASSOCIATION	Company number: 00252131 Charity number: 313024 THE COMPANIES ACTS 1985 TO 2006 PRIVATE COMPANY LIMITED BY GUARANTEE (NOT HAVING A SHARE CAPITAL) ARTICLES OF ASSOCIATION OF THE MUSEUMS ASSOCIATION (Incorporated on 14 November 1930 and as amended by special resolutions made on 21 June 1951, 17 July 1969, 18 June 1973, 7 July 1978, 13 July 19979, 24 July 1979, 23 September 1988, 13 July 1990, 4 October 2010, 8 November 2018 and 12 November 2024)
Various	References in the Articles of Association to “his or her” and “he or she” have been replaced throughout with the gender inclusive “their” and “they”. Consequential drafting changes have been made to ensure that sentences read correctly with the gender inclusive language.	

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	For brevity, we have not listed in this grid each Article where this change has been made, but there is a list of altered Articles in the briefing memo to Members.	
4.5	to hold, supervise or validate courses of training, instruction and examinations and to award certificates, diplomas, prizes, bursaries or scholarships either alone or jointly with any other educational, professional or charitable bodies provided that no certificate or other like award shall be issued by or on the authority of the Association which shall contain any statement express or implied that it is granted by or on the authority of any Department or Authority of Government unless it is in fact so granted.	Amended to make the terms “department, authority and government” lower case, as they are not defined elsewhere.
5.2.1	as mentioned in Articles 4.24, 5.1.1, 5.1.2, 5.1.3 or 5.3;	as mentioned in Articles 4.24, 5.1.1, 5.1.2, 5.1.3, 5.3 or 5.34;
5.4	N/A	A Trustee or Connected Person may enter into a contract for the supply of goods to the Association that are not supplied in connection with services provided to the Association by the Trustee or Connected Person, but only if each of the following conditions is satisfied: 5.4.1 the amount or maximum amount of the payment for the goods: (i) is set out in an agreement in writing between the Association and the Trustee or Connected Person supplying the goods (the Supplier) under which the Supplier is to supply the goods in question to the Association; (ii) does not exceed what is reasonable in the circumstances for the supply of the goods in question; 5.4.2 the other Trustees are satisfied that it is in the best interests of the Association to contract with the Supplier rather than someone who is not a Trustee or Connected Person. In reaching that decision, which must be recorded in the minutes of the meeting, the Trustees must balance the advantages of contracting with a Trustee against the disadvantages of doing so;

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		5.4.3 the Supplier: (i) is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with regard to the supply of goods to the Association by them; (ii) does not vote on any such matter and is not counted when calculating whether a quorum of Trustees is present at the meeting; and 5.4.4 a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by this Article 5.
5.5	N/A	In Article 5.3 and Article 5.4, the “Association” includes any company in which the Association: (a) holds more than 50% of the shares; or (b) controls more than 50% of the voting rights attached to the shares; or (c) has the right to appoint one or more Trustees to the company.
5.6	N/A	A Trustee’s duty under the Act to avoid a conflict of interest with the Association does not apply to any transaction authorised by this Article 5.
13.1A	N/A	A general meeting shall usually be held in person however it may, if the Trustees so determine, be held partially by Electronic Means in accordance with these Articles and the Act, and references to persons being “present in person” or “present” and “entitled to vote” in these Articles shall include references to persons and Members attending by Electronic Means.
13.1B	N/A	Any Member, or participant in a General Meeting, may participate in person or by Electronic Means by which all those participating are able to

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		communicate with all other participants and to exercise their rights to speak and vote at that meeting.
13.1C	N/A	In determining attendance at a general meeting (including, without limitation, an AGM), it is immaterial whether any two or more Members attending it are in the same place as each other. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
14.1	Subject to Article 14.2, general meetings are called on at least fourteen Clear Days notice (unless the Act requires a longer notice period) specifying the time, date and place of the meeting, the general nature of the business to be transacted and notifying Members of their right to appoint a proxy.	Subject to Article 14.2, general meetings are called on at least fourteen Clear Days' notice (unless the Act requires a longer notice period) specifying the time, date and place of the meeting (including, if the meeting is to take place partially by Electronic Means, details as to how Members may join and attend such a meeting), the general nature of the business to be transacted and notifying Members of their right to appoint a proxy.
15.2	If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine.	If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine (including, if the meeting is to take place partially by Electronic Means, details as to how Members may join and attend such a meeting).
16.1	The President or (if the President is unable or unwilling to do so) the Vice-President or some other Trustee elected by the Board presides at a general meeting.	The President or (if the President is unable or unwilling to do so) the Vice-President or some other Trustee elected by the Board chairs a general meeting.
17	The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for	The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at

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	fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.	least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting (including, if the meeting is to take place partially by Electronic Means, details as to how Members may join and attend such a meeting) and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
19.5	Where a duly demanded poll is not to be taken immediately no notice need be given of the poll if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.	Where a duly demanded poll is not to be taken immediately no notice need be given of the poll if the time and place (including, if the announcement is to take place partially by Electronic Means, details as to how Members may join and attend such an announcement) at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the
21.5	A Member indicates his or her agreement to a written resolution when the Association receives from the Member an authenticated document identifying the written resolution and indicating his or her agreement to it	A Member (or an Institutional Member's authorised representative) indicates their agreement to a written resolution when the Association receives from the Member an authenticated document identifying the written resolution and indicating their agreement to it
23	EGMs Any general meeting which is not an AGM is an EGM.	General Meetings Any general meeting which is not an AGM is a general meeting.
24.2	The Board, when complete, shall consist of 14 persons comprising: 24.2.1 Eight Elected Trustees; and 24.2.2 Six Appointed Trustees who shall be elected or appointed as set out in Articles 28 and 29.	Subject to Article 24.2.4, the Board, when complete, shall consist of fourteen (14) persons comprising: 24.2.1 Ten (10) Trustees elected by the Members (Elected Trustees) to include: (i) Five (5) situated in England, elected from among Members situated in England; (ii) Two (2) situated in Scotland, from among Members situated in Scotland; (iii) One (1) situated in Wales, from among Members situated in Wales;

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		(iv) One (1) situated in Northern Ireland, from among Members situated in Northern Ireland; and (v) One (1) from among all Members; and 24.2.2 Four (4) Trustees appointed by the Board (Appointed Trustees), who shall be elected or appointed in accordance with Articles 28 and 29 (as the case may be) and the requirements set out in the standing orders in place from time to time pursuant to Article 31.3. 24.2.3 The Trustees holding office (including the offices of President and Vice-President) as at the date of adoption of these Articles shall continue to do so in accordance with the terms of their election or appointment until their current term of office comes to an end. 24.2.4 The Trustees may approve such standing orders as may be necessary to manage the transition in the composition of the Board as constituted immediately prior to the adoption of these Articles to reflect the requirements of Article 24.2.
24.5	A Trustee's term of office as such automatically terminates if he or she: (1) is disqualified under the Charities Act from acting as a charity trustee; (2) is incapable, whether mentally or physically, of managing his or her own affairs; (3) is absent without permission from 3 consecutive meetings of the Board and is asked by a majority of the other Trustees to resign; (4) has served the maximum consecutive years in office and is retired under Article 24.6;	A Trustee's term of office as such automatically terminates if they: (1) are disqualified under the Charities Act from acting as a charity trustee; (2) are, in the written opinion of a registered medical practitioner who is treating the Trustee, incapable, whether mentally or physically, of acting as a Trustee, and may remain so for more than three months; (3) are absent without permission from 3 consecutive meetings of the Board and is asked by a majority of the other Trustees to resign; (4) have served the maximum consecutive years in office and retire under Article 24.6;

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	(5) resigns by written notice to the Board (but only if at least two Trustees will remain in office); (6) ceases to be a member; or (7) is removed by the Members at a general meeting under the Act.	(5) resign by written notice to the Board (but only if at least two Trustees will remain in office); (6) cease to be a member; or (7) are removed by the Members at a general meeting under the Act.
26.5	The President holding office as at 1 April 2015 (who shall be deemed to be an Elected Trustee for the purposes of Article 24) shall continue in office until 31 March 2018 and shall then retire and shall not be eligible for re-election as President save as set out in Article 26.1.	N/A (<i>article removed</i>)
27.3	The Vice-President appointed by the Board and holding office as at 1 April 2015 shall continue in office as Vice-President until the conclusion of the appointment meeting in 2018.	N/A (<i>article removed</i>)
28.1	Elected Trustees shall be elected by the Members in accordance with this Article (and subject to Article 26.2) for a three year term commencing on 1 April in the relevant year (or such later date as may be specified in relation to a vacancy to arise after 1 April). They shall be eligible for re-election as an Elected Trustee (or appointment as an Appointed Trustee) for one further consecutive three year term.	Elected Trustees shall be elected by the Members in accordance with this Article and any standing orders adopted by the Trustees (and subject to Article 26.2) for a three year term commencing on 1 April in the relevant year (or such later date as may be specified in relation to a vacancy to arise after 1 April). They shall be eligible for re-election as an Elected Trustee (or appointment as an Appointed Trustee) for one further consecutive three year term.
29.1	Appointed Trustees shall be appointed by the Board at the appointment meeting and shall take office at the conclusion of that meeting, to hold office for a three year term. They shall be eligible for re-appointment as an Appointed Trustee (or as an Elected Trustee) for one further consecutive three year term.	Appointed Trustees shall be appointed by the Board at the appointment meeting in accordance with any standing orders adopted by the Trustees and shall take office at the conclusion of that meeting, to hold office for a three year term. They shall be eligible for re-appointment as an Appointed Trustee (or as an Elected Trustee) for one further consecutive three year term.
29.3	N/A	The Trustees shall select one of the Appointed Trustees to hold office as Treasurer of the Association.

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30.5	The President or (if the President is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.	The President or (if the President is unable or unwilling to do so) some other Trustee chosen by the Trustees chairs each meeting.
31.2	to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least two members of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Board);	to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one (1) member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Board);
31.3	to make standing orders consistent with these Articles and the Act to govern (inter alia) proceedings at general meetings, the procedure to be followed for holding ballots of Members, the procedures for, and any restrictions on, the nomination for election as an Elected Trustee and the election of Elected Trustees and the President and such other matters relating to the membership as the Board thinks fit;	to make standing orders consistent with these Articles and the Act to govern (inter alia) the appointment of Appointed Trustees and the transition of the composition of the Board to meet the requirements of Article 24.2 and proceedings at general meetings, the procedure to be followed for holding ballots of Members, the procedures for, and any restrictions on, the nomination for election as an Elected Trustee and the election of Elected Trustees and the President and such other matters relating to the membership as the Board thinks fit;
37.2	“Association” means the company governed by these Articles;	“Association” means the charitable company governed by these Articles;
	“Charities Act” means the Charities Acts 1992 to 2006, including any statutory modifications or re-enactment thereof for the time being in force, and any provisions of the Charities Act 2006 for the time being in force;	“Charities Act” means the Charities Act 2011, including any statutory modifications or re-enactment thereof for the time being in force
	“Charity Trustee” has the meaning prescribed by section 97(1) of the Charities Act 1993;	“Charity Trustee” has the meaning prescribed by section 177 of the Charities Act;
	“EGM” means an extraordinary general meeting of the Association;	N/A (<i>definition removed</i>)
	“Hard Copy Form” has the meaning prescribed by the Companies Act 2006;	“Hard Copy Form” has the meaning prescribed by the Act;

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37.5	Nothing in these Articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005).	Nothing in these Articles shall authorise an application of the property of the Association for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word “charitable” or the words “charitable purposes” in force in any part of the United Kingdom.