

## Musical Museum – Change of structure to Charitable Incorporated Organisations (CIO)

As part of the reorganisation of the Museum's finances the Board of Trustees have been engaged in an effort to simplify the administrative activities of the Museum. In the first quarter of 2024, we deregistered for VAT and now we are seeking to consolidate the Museum activities into a single company and close Musical Museum Trading Ltd.

The trustees recommend that the Musical Museum become a Charitable Incorporated Organisation (CIO).

The most important thing to understand about the proposed conversion to a Charitable Incorporated Organisation (CIO) is that the Musical Museum will remain a charity dedicated to its mission and existing activities will continue as before

At present, the Musical Museum is a company limited by guarantee. That means that its regulator is Companies House where we are required to file regular reports on our finances, who the directors are and, in very general terms, what sort of business we are engaged in. The annual report and accounts are sent to Companies House. A company is a "legal person", so, for example, the company pays for the insurance, rents the property, owns the instruments, and holds a bank account.

The Musical Museum is also a registered charity. That means that it is also regulated by the Charity Commission. In this case, the directors are the trustees of the charity and we have to file regular reports on our finances and who the trustees are. In this case, our "business" is our charitable activity, namely running the concerts, exhibitions, events and all the other activities, as well as maintaining our building. The Charity Commission's emphasis is on public benefit and good management.

The first two words in CIO are very important. The first one says we are charitable. The second one says we are incorporated. That means that all the advantages of being a "legal person" are retained. BUT we only have one regulator, the Charity Commission. We have all the benefits of being a company and none of the disadvantages. We retain all the benefits of being a charity.

Existing members of the Musical Museum will transfer to the CIO and retain the same voting rights.

A model constitution for the CIO (Association model) is available at [Association\\_CIO\\_model\\_090224.docx \(live.com\)](https://www.live.com/Association_CIO_model_090224.docx)

Rutherfords LLP solicitors have been appointed to advise of the conversion and liaise with the local council and Heritage Lottery fund with respect to recording of interests in the Lease.

**The proposed SPECIAL RESOLUTIONS of The Musical Museum will be submitted to the Annual General Meeting to be held on 3 March 2025 at 399 High Street, Brentford TW8 ODU in the form attached.**

**Company Number 02401088**

**Written resolution**

**of**

**The Musical Museum (the Company)**

**Circulation date 3 March 2025 (Circulation Date)**

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions (the **Resolutions**).

**Special resolutions**

1. That the Musical Museum, being a company limited by guarantee (CRN: 02401088) convert its legal structure to that of a Charitable Incorporated Organisation (Association Model).
2. That the Musical Museum adopt the Constitution of the Charitable Incorporated Organisation (Association Model) being the Charity Commission's model constitution for a Charitable Incorporated Organisation with voting members other than its charity trustees (Association Model).

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**Sign and date here to agree to the resolution**

**Please read the notes at the end of this document before indicating your agreement to the Resolution.**

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date, agrees to the Resolution.

Signature: .....

Print name:

Date: .....

## Notes

- 1 If you agree with the Resolution, please indicate your agreement by one of the following methods:
  - 1.1 if you received the Resolution via an electronic signing platform, by applying your electronic signature to the Resolution above your name (which shall also be taken as confirmation of your identity) and completing the signing process within the signature platform; or
  - 1.2 by signing and dating this document where indicated above and returning it to the Company either:
    - 1.2.1 by e-mail: by sending a scanned copy of the signed and dated Resolution to joseph.bourke@musicalmuseum.co.uk; or
    - 1.2.2 by hand: by delivering the signed and dated Resolution to Joe Bourke at the AGM; or; or
    - 1.2.3 by post: by returning the signed and dated Resolution by post to the registered office of the Company being 399 High Street, Brentford, Middlesex, TW8 ODU marked "For the attention of Joe Bourke".
- 2 If you are indicating agreement to the Resolutions on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 5 When agreement to the Resolutions has been received from members representing 75% of the total voting rights, it will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.