

THE COMPANIES ACT 1985
Company Limited by Guarantee and not having share capital

Standing on the Shoulders of Giants Theatre Company Ltd

Memorandum and Articles of Association

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Memorandum of Association of STANDING ON THE SHOULDERS OF GIANTS THEATRE COMPANY LTD

1. Name of Company

1.1 The name of the company (hereinafter called the 'Company') is Standing on the Shoulders of Giants Theatre Company Limited.

2 The Registered Office

2.1 The registered office of the Company is to be situated in England

3 The Company's Objects

3.1 The Company's objects (the 'Objects') are:

o promote, maintain, improve and advance education by the encouragement of the arts including, without limitation, the arts of drama, mime, dance, singing and music, in particular to work with classic stories and epic themes
to promote community cohesion

4 The Company's Powers

1.1 In addition to any other powers it may have, the Company has the following powers in order to further the Objects (but not for any other purpose):

1.1.1 to raise funds. In doing so, the Company must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

1.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

3. to sell, lease or otherwise dispose of all or any part of the property belonging to the Company. In exercising this power, the Company must comply as appropriate with sections 36 and 37 of the Charities Act 1993;

1.1.4 to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed. The Company must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;

1.1.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

1.1.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

1.1.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

1.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

1.1.9 to employ and remunerate such staff as are necessary for carrying out the work of the Company. The Company may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;

1.1.10 to:

a) deposit or invest funds;

b. employ a professional fund-manager;

c. arrange for the investments or other property of the Company to be held in the name of a nominee

l.1.11 to provide indemnity insurance for the Directors or any other officer of the Company in relation to any such liability as is mentioned in subclause 4.2, but subject to the restrictions specified in subclauses 4.3 and 4.4;

l.1.12 to pay out of the funds of the Company the costs of forming and registering the Company both as a company and as a charity;

13. to do all such other lawful things as are necessary for the achievement of the Objects;

2. The liabilities referred to in sub-clause 4.1.11 are:

1. any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Company;

2. the liability to make a contribution to the Company's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

3. The following liabilities are excluded from sub-clause 4.1.1:

1. fines;

2. costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;

3. liabilities to the Company that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Company or about which the person concerned did not care whether it was in the best interests of the Company or not.

4. There is excluded from sub-clause 4.2.2 any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.

5. Income and Property

1. The income and property of the Company shall be applied solely towards the promotion of the Objects.

5.2 A Director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company.

3. Subject to the restrictions in sub-clauses 4.2, 4.3 & 4.4, a Director may benefit from trustee indemnity insurance cover purchased at the Company's expense.

4. None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company. This does not prevent a member who is not also a Director receiving:

1. a benefit from the Company in the capacity of a beneficiary of the Company;
2. reasonable and proper remuneration for any goods or services supplied to the Company.

5. No Director may:

1. buy goods or services from the Company;
2. sell goods, services or any interest in land to the Company;
3. be employed by or receive any remuneration from the Company;
4. receive any other financial benefit from the Company;

unless the payment or transaction is previously and expressly authorised in writing by the Charity Commission.

6. A Director may receive interest on money lent to the Company at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors.

7. A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.

8. A Director may receive rent for premises let by the Director to the Company if the amount of the rent and the other terms of the lease are reasonable and proper.

9. The Company and its Directors may only rely upon the authority provided by sub-clauses 5.6 – 5.10 if each of the following conditions is satisfied:

1. The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.

2. The Director is absent from the part of any meeting at which there is discussion of:

- a) his or her employment or remuneration, or any matter concerning the contract; or
- b) his or her performance in the employment, or his or her performance of the contract; or
 - a. any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clauses 5.6 – 5.10; or
- d) any other matter relating to a payment or the conferring of any benefit permitted by sub-clauses 5.6 – 5.10.

3. The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.

4. The other Directors are satisfied that it is in the interests of the Company to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against that disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).

5. The reason for their decision is recorded by the Directors in the minute book.

5.11.6 A majority of the Directors then in office have received no such payments.

5.12 The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:

- 1.** a partner;
- 2.** an employee;
- 3.** a consultant;
- 4.** a director; or
- 5.** a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

5.13 In sub-clauses 5.2 – 5.12:

1. 'Company' shall include any company in which the Company:

- a) holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or

b) has the right to appoint one or more directors to the Board of the company

2. 'Director' shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

6 Liability of Members

6.1 The liability of the members is limited.

7 Contribution to Assets

7.1 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding £10.

2. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charity or charities having objects similar to the Objects and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Clause 5 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signatures, Names and Addresses of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation:

THE COMPANIES ACT 1985
Company Limited by Guarantee and not having share capital

Articles of Association
STANDING ON THE SHOULDERS OF GIANTS THEATRE COMPANY
LTD

Interpretation

1. In these articles:

means the Companies Act 1985 including any statutory modifications or re-enactments thereof for the time being in force;

means the common seal of the Company if it has one;

means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

the 'Directors' means the directors of the Company;

means the auditors to the Company for the time being;

means Great Britain and Northern Ireland;

means the company intended to be regulated by these articles;
means these articles of association of the Company;

in relation to a period of notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

'executed' includes any mode of execution;

means the memorandum of association of the Company;

means a member of the Company; and

means the registered office of the Company.

2 Words importing the masculine gender only shall include the feminine gender.

3 Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

- 4 The Company is established for the purposes expressed in the memorandum.
- 5 The number of Members with which the Company proposes to be registered is [] but the Directors may from time to time by resolution register an increase of Members.
- 6 The subscribers to the memorandum and such other persons as the Directors shall from time to time admit to membership shall be Members. No person shall be admitted a Member unless his application for membership is approved by the Directors.
- 7 The rights and privileges of a Member shall not be transferable.
8. A Member shall cease to be a Member:
1. upon his giving notice in writing to the Company that he resigns his membership;
 - 8.2 upon the recommendation of the Directors by a resolution passed by a majority consisting of not less than two-thirds of the Directors present at a special meeting of the Directors (and at which the Member in question has been given reasonable notice and a reasonable opportunity of being heard in his own defence) giving him notice requiring him to resign his membership;
 - 8.3 if an individual, upon his dying, becoming of unsound mind, having a receiving order made against him or making an arrangement or compounding with his creditors generally; or
 - 8.4 if a corporation, upon its having a winding up resolution passed or winding up petition presented or a receiver being appointed in respect of any of its assets.

Registers

- 9 The Directors shall cause the following registers to be kept at the office:
- 9.1 a register of Members; and
 - 9.2 a register of the interests of the Directors in debentures of the Company or its associated companies.
- 10 The Directors shall cause such registers as are kept under the provisions of article 9 to be completed and made available for inspection in accordance with the provisions of the Act and in particular, but without prejudice to the foregoing, to sections 325 and 352 of the Act.

General Meetings

- 11 The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next, provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in

the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint.

- 12 All general meetings other than annual general meetings shall be called extraordinary general meetings. The Company shall hold three extraordinary general meetings each year.
- 13 The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member may call a general meeting.

Notice of General Meetings

- 14 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
1. in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat; and
- 14.2 in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the Members;
- 15 The notice of a general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such;
- 16 The notice of a general meeting shall be given to all the Members and to the Directors and to the Auditors.
- 17 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

Proceedings at General Meetings

- 18 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; two Members present in person or by proxy or one tenth of the membership whichever shall be the greater shall be the quorum.
- 19 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting 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 Directors may determine.

- 20 The chair, if any, of the board of Directors or in his absence some other Director nominated by the Directors shall preside as chair of the meeting but, if neither the chair nor such other Director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chair and, if there is only one Director present and willing to act, he shall be chair.
- 21 If at any meeting no Director is willing to act as chair or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chair of the meeting.
- 22 A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
- 23 The chair may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 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.
- 24 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 24.1 by the chair;
- 24.2 by at least two Members having the right to vote at the meeting; or
- 24.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 25 Unless a poll is duly demanded, a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
26. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 27 A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- 28 In case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 29 A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 30 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 31 If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chair, be of sufficient magnitude to vitiate the result of the voting.

Votes of Members

- 32 Every Member shall have one vote.
- 33 No Member shall be entitled to vote at any general meeting if either:
- 33.1 all moneys presently payable by him to the Company have not been paid; or
- 33.2 if such vote is upon a resolution whereby he is likely to receive a benefit under clause 5 of the memorandum.
- 34 A vote given or poll demanded by the duly authorised representative of a Member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll. On a poll votes may be given either personally or by proxy.
- 35 Any organisation which is a Member may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member.

36 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is an organisation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may need not be a Member.

37 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

38 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

'I/We _____ of _____, being a member/members of the above-named Company, hereby appoint _____ of or failing him, of as my/our proxy vote for me/us on my/our behalf at the (annual or extraordinary as the case may be) general meeting of the Company to be held on the _____ day of 2XXX, and at any adjournment thereof.

Signed this _____ day of 2XXX.'

39 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Directors

40 The number of Directors shall be not less than three nor unless otherwise determined by a general meeting more than 15. The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act. Future Directors shall be appointed as provided subsequently in the articles.

41. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

42 No person who is not a Member shall be entitled to hold office as a Director.

43 No Director shall vacate his office or be ineligible for re-appointment as Director nor shall any person be ineligible for appointment as Director by reason only of his having attained any particular age.

Powers and duties of Directors

- 44 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
- 45 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Directors shall have the following powers, namely:
- 45.1 to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and
- 45.2 to enter into contracts on behalf of the Company.
- 46 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
- 47 The Directors shall cause minutes to be made of all appointments of officers made by them, of the names of the Directors present at each meeting of the Directors and of any committee of the Directors, and of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors and any such minutes if signed by the chair of such meeting or by the chair of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.
- 48 The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number prescribed by these articles as the necessary quorum of Directors, the continuing Directors or Director may only act as Directors to admit persons to membership of the Company, to appoint additional Directors or to summon a general meeting.

Directors' appointments and interests

- 49 Subject to the provisions of the Act and clause 5 of the memorandum, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:
- 49.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

49.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and

49.3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

50 For the purposes of article 49:

50.1 a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and

50.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Borrowing powers

51 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Disqualification of Directors

52 A Director shall cease to hold office if he:

52.1 ceases to be a Director by virtue of any provision in the Act or is disqualified from acting as a Director by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

52.2 has a receiving order made against him or makes an arrangement or composition with his creditors generally;

52.3 becomes incapable by reason of mental disorder, illness or injury of maintaining and administering his property and affairs;

52.4 resigns his office by notice in writing to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect);

52.5 is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated;

58.6 ceases to be a Member; or

58.7 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by Section 317 of the Act and the Directors resolve that he shall vacate his office.

Rotation of Directors

59 At the first annual general meeting of the Company all the Directors shall retire from office and at the annual general meeting in every subsequent year one-third of the Directors for the time being or, if their number is not three or a multiple of three, the number nearest one third shall retire from office.

60 Subject to the provisions of the Act, the Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

61. A retiring Director shall be eligible for re-election, unless he has been a Director for a consecutive period of over eight years. Such a Director shall not be eligible for election until the following annual general meeting.

62 If the Company at the meeting at which the Director retires by rotation does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.

63 Subject to the provisions of the articles, the Company may from time to time by ordinary resolution increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.

64 No person other than a Director retiring by rotation shall be appointed or reappointed a Director at any general meeting unless:

64.1 he is recommended by the Directors; or

64.2 not less than 14 nor more than 35 clear days' before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors together with a notice executed by that person of his willingness to be appointed or reappointed.

65. Not less than seven nor more than 28 clear days' before the date appointed for holding a general meeting, notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors.

- 66 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire.
- 67 The Company may by ordinary resolution, of which special notice has been given in accordance with section 379 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such Director.
- 68 The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding article. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.
- 69 Subject to the provisions of the articles, the Directors may regulate their proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chair shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business may be fixed by the Directors. The Directors shall hold at least four meetings in each year.
- 70 The Directors may act notwithstanding any vacancies in their number but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 71 The Directors may appoint one of their number to be the chair of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chair of the meeting.
- 72 The Directors may appoint one or more sub-committees consisting of three or more Directors for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Directors.
- 73 All acts done by any meeting of the Directors, of a committee of Director, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified to be a Director.

- 74 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effective as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held, and any such resolution in writing may consist of several documents in the like form each signed by one or more of such Directors.
- 75 Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least two Directors.
- 76 A meeting of the Directors may consist of a conference between Directors some or all of whom are in different places, provided that each Director who participates is able:
- a) to hear each of the other participating Directors addressing the meeting; and
 - b) if he so wishes, to address all of the other participating Directors simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.

- 76.1 A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of Directors required to form a quorum.

2. A meeting held in this way is deemed to take place at the place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place from where the chair of the meeting participates.

The Secretary

- 77 Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

- 78 A provision of the Act or these articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

The Seal

- 79 The Seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

Accounts and Directors Report

80. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

81. The books of account or accounting records shall be kept at the office or, subject to the provision of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the officers of the Company.

82 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being officers of the Company, and no Member (not being an officer) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

83 The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days' before the date of the meeting, subject to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the Act.

Audit

84 Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more Auditors. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

85 The Directors shall comply with their obligations under the Charities Act 1993 (or statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

86 The remuneration of the Auditors may be fixed by the Directors.

Notices

87 A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiry of 48 hours after the letter containing the same is posted and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.

88. Notice of every general meeting shall be given in any manner hereinbefore authorised to:

88.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them; and

88.2 the Auditors for the time being.

89 Save as provided in article 88, no other person shall be entitled to receive notices of general meetings.

90 A Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

Indemnity

91 Subject to the provisions of the Act, every Director or other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. (Sub-Clause 4.1.11 of the Memorandum of Association gives the Company a power to take out indemnity insurance for the Directors or any other officer of the Company subject to certain restrictions specified in sub-clauses 4.2 – 4.4.

Rules

92 The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership and, in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

1. the admission and classification of Members (including the admission of organisations to membership), the rights and privileges of such Members and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;

2. the conduct of Members in relation to one another, and to the Company's servants;

92.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;

92.4 the procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the articles; and

92.5 generally, all such matters as are commonly the subject matter of company rules.

- 93 The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Members all such rules or bye laws, which shall be binding on all Members, provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum and articles.

Signatures, Names and Addresses of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation:

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