

THE COMPANIES ACTS 1985 - 2006

Company Number 62753

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

HALLÉ CONCERTS SOCIETY
(the Company)

Passed the 26 day of October 2009

At an ORDINARY GENERAL MEETING of the Company duly convened and held at the Bridgewater Hall on 26 October 2009, the following resolution was duly passed as a Special Resolution of the Company.

SPECIAL RESOLUTION

THAT the draft regulations produced to the meeting and, for the purposes of identification, initialled by the Chairperson be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.



Chairman

26/10/09

Date

SATURDAY



ABPXFERR

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07/11/2009

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COMPANIES HOUSE

THE
HALLÉ CONCERTS SOCIETY

ARTICLES OF ASSOCIATION

As adopted by Special Resolution on 26 October 2009.

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ARTICLES OF ASSOCIATION
OF THE
HALLÉ CONCERTS SOCIETY
PRELIMINARY

1. In these Articles, unless there be something in the subject or context inconsistent therewith:

"The Acts"	means the 1985 Act and the 2006 Act
"The 1985 Act"	means the Companies Act 1985 as amended by the Companies Act 1989
"The 2006 Act"	means the Companies Act 2006
"The Board"	means the board of Directors for the time being of the Society
"The Chief Executive"	means the Chief Executive of the Society appointed by the Board from time to time pursuant to these presents
"Clear Days"	<p>in relation to the period of a notice means a period excluding:</p> <ul style="list-style-type: none">- 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
"The Directors"	means the directors of the Society for the time being. The directors are charity trustees as defined by section 97 of the Charities Act 1993
"Electronic address"	any address or number used for the purposes of sending or receiving documents or information by electronic means
"Environmental Body"	means the [organisation registered by the Society] with ENTRUST in order to receive landfill tax monies from Landfill Operators
"General Meeting"	means a general meeting of the Society, whether annual or special
"Landfill Communities Fund"	means the tax credit scheme operated by the UK Government enabling Landfill Operators to environmental bodies to carry out projects that meet environmental objects contained in the Landfill Tax

Regulations 1996

"Landfill Operator"	means an operator of a landfill site registered pursuant to the Landfill Tax Regulations 1996
"The Office"	means the registered office for the time being of the Society
"The Seal"	means the seal of the Society
"The Society"	means the Hallé Concerts Society
"In Writing"	means written or printed, or partly written and partly printed in hard copy form or, to the extent agreed by the recipient (or deemed to be agreed by virtue of a provision of the Acts), in electronic form or website communication

Words importing the singular number only include the plural number and vice versa, and in other respects terms used in these Articles shall be taken as having the same respective meanings as they have when used in the said Acts.

2. The number of members of the Society shall be unlimited.
3. The regulations contained in the Companies (Tables A to F) Regulations 1985 shall not apply to the Society.
4. The objects of the Society shall be limited in accordance with the provisions appearing in the Appendix to these Articles.

MEMBERSHIP

First members

5. The first and present members of the Society shall without election be the following or such of them as shall consent to be members, Alderman Robert Gibson, Right Hon. A J Balfour, MP, Sir W H Houldsworth, Bart, MP, C P Scott, MP, J W Sidebotham, MP, W B Huntington, Mrs Charles E Lees, Miss Gaskell, Charles Swain Agnew, Benjamin Armitage, Samuel Armitage, T A Bazley, Charles Behrens, Gustav Behrens, Harry Behrens, James Boyd, E J Broadfield, Adolph Brodsky, Benjamin Carver, Neville Clegg, Thomas Craven, W J Crossley, Edward Donner, Charles Dunderdale, James Forsyth, Algernon Forsyth, James Aikman Forsyth, G H Gaddum, William Goldthorpe, Louis Grommé, Charles John Hall, Joseph Heap, Edward S Heywood, Charles J Heywood, W H Holland, T C Horsfall, William Kessler, W Mather, George R Murray, Robert Neill, Junr., Gerald Peel, S R Platt, Herbert Philips, Herbert Radcliff, Max Robinow, Henry Samson, Henry Simon, James Watts, T R Wilkinson, W B Worthington.

Election of members

6. The election or rejection of all candidates for future admission into the Society shall be determined by the majority of Directors for the time being present at any meeting of the Board, and all questions touching the election of such candidates shall be decided by ballot if any Director then present shall so require.

LIABILITY TO CONTRIBUTE AND CALLS

*Calls how
to be
made*

7. Each member of the Society (other than a Subscribing Member) shall be liable to contribute and shall when demanded pay to the Society the contribution which the Committee shall have determined and agreed with such member on the occasion of his becoming a member of the Society. Provided that nothing herein contained shall impose on any member of the Society who became a member thereof on or before the 31st day of October 1979 any greater liability than he already has arising out of such membership. The liability to the contribution shall be additional to and without prejudice to any liability in case of winding-up under the guarantee clause in the Appendix to these Articles. The Board may from time to time make such calls as they think fit upon each member in respect of the money unpaid on his contribution, and each member shall pay the amount of every call so made upon him to the persons in the manner and at the times and places appointed by the Board.

*When call
deemed to
have been
made*

8. A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.

*Notice of
call*

9. Twenty-eight days' notice of any call shall be given, specifying the time and place of payment, and to whom and in what manner such call shall be paid; but in any action or proceeding which may be taken to recover any call, it shall not be necessary to prove that the said notice was given.

*Interest
on call or
instalment*

10. If the sum payable in respect of any call, or instalment, be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made, or the instalment shall be due, shall pay interest for the same at the rate of £5 per centum per annum, or such higher rate not exceeding £10 per centum per annum, as the Board may from time to time determine, from the day appointed for the payment thereof to the time of the actual payment.

*Payment
of calls in
advance*

11. The Board may receive from any member willing to advance the same, and upon such terms and conditions as they think fit, all or any part of the moneys to which such member may be liable in respect of the contribution.

SUBSCRIBING MEMBERS

*Subscribing
members*

12. (a) In addition to the Members constituted under the provisions of Articles 4 to 10 (hereinafter called for distinction "Permanent Members") there shall be a class of temporary Members (to be known as "Subscribing Members") elected by the Board pursuant to Article 5 to such total number as the Board shall determine, and such Subscribing Members shall, subject to the following provisions, be Members of the Society for all the purposes of its Articles of Association, including the liability to contribute under clause 4 of the Appendix but excluding that under Article 7.
- (b) A Subscribing Member shall pay to the Society an annual subscription the amount whereof shall be determined and shall be alterable by the Board from time to time such annual subscription being payable in the first place on his election and subsequently on or before the first day of August in each ensuing calendar year and shall remain a Member of the Society for so long as he shall continue to pay such annual subscription.
- (c) The Board may from time to time create such new class or classes of members of the Society as they shall think fit.

BORROWING POWERS

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| <i>Power to borrow</i> | 13. | The Board may from time to time, at their discretion, borrow from the Board members, or other persons, any sum or sums of money for the purposes of the Society. |
| <i>Conditions on which money may be borrowed</i> | 14. | The Board may raise or secure the repayment of such moneys in such manner, and upon such terms and conditions in all respects as they think fit; and, in particular, by the issue of debentures of the Society charged upon all or any part of the property of the Society (both present and future), which having regard to the Appendix, the Society can legally mortgage. |
| <i>Register of mortgages to be kept</i> | 15. | The Board shall cause a proper register to be kept in accordance with section 407 of the 1985 Act (or in accordance with sections 876 and 877 of the 2006 Companies Act when such provisions are in force) of all mortgages and charges specifically affecting the property of the Society and all floating charges on the undertaking or any property of the Society. |

GENERAL MEETINGS

- | | | |
|---|---------|---|
| <i>When first general meeting to be held</i> | 16. | The first general meeting shall be held at such time (not being more than four months after the registration of the Memorandum and Articles of Association of the Society) and at such place as the Board may determine. |
| <i>When subsequent general meetings to be held</i> | 17. | An annual general meeting of the Society must be held in each subsequent year and not more than 15 months may elapse between successive annual general meetings. |
| <i>Distinction between annual general meetings and general meetings</i> | 18. | All general meetings of the Society other than the annual general meetings shall be called general meetings. |
| <i>When extra-ordinary meeting to be called</i> | 19. | The Board may, whenever they think fit, and they shall, upon requisition in writing by not less than 15 members, convene a general meeting. |
| <i>Form of requisition for meeting</i> | 20. | Any such requisition shall specify the object of the meeting required, and shall be signed by the members making the same, and shall be deposited at the Office of the Society. |
| <i>When requisitionists may call a meeting</i> | 21. | If the Board fail to convene a general meeting within twenty-one clear days from the time of such deposit, the requisitionists may themselves convene a meeting at any time within two months from the deposit of the requisition. |
| <i>Notice of meetings</i> | 22. (a) | <p>The minimum periods of notice required to hold a general meeting of the Society are:</p> <ul style="list-style-type: none">- 21 clear days for an annual general meeting; and- 14 clear days for all other general meetings. <p>(b) A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting who together hold not less than 90 per cent of the total voting rights</p> |

of the Society.

- (c) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the 2006 Act and these Articles.
- (d) The notice must be given to all the members and to the Directors and auditors in accordance with section 308 of 2006 Act. The Society may send a notice of meeting by making it available on a website or by sending it in electronic form.
- (e) The accidental omission to give any such notice to any of the members shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

*Special
business*

23. All business at a general meeting shall be deemed special, except the following transactions at an annual general meeting:

- the receipt and consideration of the income expenditure account, the balance sheet and reports of the Directors and auditors;
- the appointment and reappointment of Directors; and
- the appointment and re-appointment of the auditors and the authorisation of the Board to fix the remuneration of the auditors.

Quorum

24. Five members personally present shall be a quorum for a general meeting. No business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the business, except in the case provided for by Article 26.

*Chairman
of general
meetings*

25. The Chairman of the Board for the time being, or in his absence, the Deputy-Chairman of the Board for the time being, shall be entitled to take the chair at every general meeting, or if there be no Chairman or Deputy-Chairman of the Board, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, the members shall choose another member of the Board as Chairman of the general meeting, and if no member of the Board be present, or if all the members of the Board present decline to take the chair, then the members present shall choose one of their number to be Chairman of the general meeting.

*When
quorum
not
present,
meeting to
be
adjourned
or
dissolved*

26. If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved; but in any other case it shall stand adjourned to such other day, time and place as the Chairman of the Meeting shall direct; and if at such adjourned meeting a quorum is not present, those members who are present shall be a quorum, and may transact the business for which the meeting was called.

*How
questions
to be
decided at
meetings,
casting
vote*

27. Every motion submitted to a meeting shall be decided in the first instance by show of hands, and in the case of an equality of votes, the Chairman shall, both on show of hands and at the poll, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

- What is to be evidence of the passing of a resolution where poll not demanded* 28. At any General Meeting unless a poll is either before or upon the declaration of the result of a show of hands demanded by at least five members or such other number if lower than five who together represent one tenth of the total voting rights of all the members having the right to vote at the meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost and an entry to that effect in the book of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment. The demand of a poll on any other matter may be withdrawn.
- In what cases no poll*
- Where poll demanded* 29. If a poll is demanded as aforesaid, it shall be taken in such a manner, and either by ballot or otherwise, and at such time and place, and either at once or after an interval or adjournment, as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- Power to adjourn general meeting* 30. The Chairman of a General Meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn the same 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.
- Business may proceed although poll demanded* 31. The demand of poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

- Votes of members* 32. Every member shall have one vote only.
- Proxies permitted* 33. Votes may be given either personally or by proxy. Any member is entitled to appoint another person as a proxy to exercise all or any of the members rights to attend, speak and vote at a general meeting of the Society.
- Instruments appointing proxies to be in writing* 34. The instrument appointing a proxy shall be in writing, under the hand of the appointer, or if such appointer is a corporation, under its common seal or executed as a deed, and shall be attested by one or more witnesses. No person shall be appointed a proxy who is not a member of the Society, and qualified to vote.
- And to be deposited at the Office* 35. The instrument appointing a proxy shall be deposited at the Office of the Society not less than forty-eight hours (not including Saturday, Sunday, or any other day on which banks are not open in London for normal banking business) before the time for holding the meeting at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of three months from the date of its execution.
- When vote by proxy valid though authority revoked* 36. A vote given in accordance with terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, revocation, or transfer shall have been received at the Office of the Society before the meeting.

Form of
proxy

37. Every instrument of proxy shall be in the form or to the effect following:

THE HALLÉ CONCERTS SOCIETY

I, _____ of _____, being a member of the above named Society, and entitled to _____ vote or (votes), hereby appoint _____, of _____, also a member of the same Society, as my proxy, to vote for me and on my behalf at the general meeting of the Society, to be held on the _____ day of _____ and at any adjournment thereof [or any meeting of the Society that may be held within three months from the date thereof].

As witness my hand this _____ day of _____ 20____

Signed by the said _____ in the presence of _____

No
member
entitled to
vote while
call due to
Society

38. No member shall be entitled to be present, to vote on any questions, either personally or by proxy, or as proxy for another member, at any General Meeting or upon a poll, or be reckoned in a quorum, whilst any call or other sum shall be due and payable to the Society in respect of any of the shares of such member.

MANAGEMENT OF THE SOCIETY

Number of
Board
Members

39. (a) The Management of the Society shall be entrusted to a Board which shall consist of not more than 13 persons of whom
- (i) not more than ten (hereinafter called "Elected Directors") shall be nominated and elected as hereinafter provided.
 - (ii) not more than three (hereinafter called "Nominated Directors") shall be appointed by the Board on the nomination of the Manchester City Council (as to one Nominated Director) and the Association of Greater Manchester Authorities (as to two Nominated Directors).

Termin-
ation of
office

- (b) Nominated Directors shall hold office for such time as the Board may determine except that a nominating authority may terminate the office of any of its nominees at any time.

Elected
Directors to
retire

- (c) At each Annual General Meeting of the Society two of the Elected Directors of the Board then in office shall retire from office. The Directors so to retire shall be those who have been longest in office and as between those of the same length of service (unless otherwise agreed between themselves) those to retire shall be determined by lot, but every retiring Director shall be eligible for re-election.

Appoint-
ment of
Elected
Directors

- (d) Every candidate for election to the Board, unless he is recommended by the Board, shall be nominated by ten Members of the Society, and no Member shall take part in the nomination of more than one candidate. Nominations shall be made in writing and shall be forwarded to the Secretary at least 14 days before the date of the Annual Meeting and if the number of persons recommended by the Board or nominated as aforesaid shall exceed the number of vacancies a list of the persons so recommended or nominated with, in the case of nominated persons, the names of their nominators, shall be sent by the Secretary to each Member not less than seven days before the date of the Annual Meeting. The election of the members so recommended or nominated shall be determined at the Annual Meeting by a

ballot conducted at such Meeting in such manner as the Chairman of the Meeting may decide.

**Board may
fill
vacancies**

- (e) If there shall be fewer candidates nominated and willing to serve than vacancies then the vacancies may be filled up by the Board by electing such persons as the Board think fit and persons so elected shall be deemed for all purposes to have been elected by the Society in General Meeting.
- (f) Casual vacancies by death or resignation or otherwise caused by the operation of the Articles of Association may also be filled up by the Board; the Directors so elected by the Board shall retire at the time when the Directors whose place they fill respectively would have retired in accordance with this Article.

**Persons
ineligible to
remain on
Board**

- (g) The office of a Director shall be vacated if:
 - (i) a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - (ii) he become of unsound mind;
 - (iii) by notice in writing to the Society he resigns his office;
 - (iv) he becomes prohibited from holding such office by reason of any provision of the Company Directors Disqualification Act 1986; or
 - (v) being an Elected Director he is removed from office by a Resolution duly passed pursuant of Section 168 of the 2008 Act.

**Appoint-
ment of
Officers**

- 40. (a) At the first meeting of the Board held after the annual general meeting in each year the Board shall out of the Elected and Nominated Directors appoint for the year ensuing:
 - (i) a Chairman (who shall also act as Chairman at all General Meetings of the Society during his term of office).
 - (ii) a Deputy Chairman (who shall act as Chairman at meetings of the Board and at General Meetings of the Society in the absence of the Chairman).
 - (iii) such other officers as the Board may from time to time determine.
- (b) Subject to the provisions of the Acts the Board shall appoint a Secretary upon such terms and conditions as it thinks fit and may appoint a temporary substitute for the Secretary who shall for the purposes of these presents be deemed to be the Secretary for the term of his appointment. The Secretary and any such substitute shall not unless unremunerated be a director but this prohibition shall not apply to the Chief Executive if he is also the Secretary or such substitute.
- (c) Subject to the provisions of the Acts the Board may from time to time appoint a Chief Executive of the Society for such period and on such terms as to remuneration and otherwise as it thinks fit and may at any time (but without prejudice to any rights he may have against the Society) remove any Chief Executive so appointed.
- (d) The Board may from time to time appoint a Patron and a President of the Society one or more Vice-Presidents of the Society and Honorary Members of the Society and may make such other honorary appointments as it may at any time determine. Any such appointees shall hold office for such period and subject to such terms and conditions as the Board may determine.

**Quorum and
Number of**

- 41. (a) The Board shall meet for the transaction of business at such time and place

**Board
Meetings**

and with such frequency as it may decide, and shall hold a special meeting whenever required by the Chairman or any three Directors.

- (b) The quorum at every meeting of the Board shall be four Directors for the time being.

**Sub-
committees**

- (c) The Board may delegate any of their powers to sub-committees consisting of such members of their body and for such purposes as they shall from time to time think fit with power at any time to revoke such delegation. Any such sub-committee shall have power to co-opt additional members subject however to such limit on numbers (if any) as the Board may impose. Any such co-opted members need not be members of the Society or of the Board but shall not exceed the number of members of the Board who are members of that sub-committee. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. The meetings and proceedings of any sub-committee consisting of two or more persons shall be governed by the provision of the Articles for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any special regulations made by the Board hereunder.
- (d) Without prejudice to paragraph (c) above, the Board may ordinarily delegate the day-to-day management of the Society and the implementation of policies and business plans agreed by the Board to such employees or such Board members of the Society as the Board shall deem appropriate.
- (e) All acts done by any meeting of the Board or a sub-committee or by any person acting in good faith as member of the Board or such sub-committee as aforesaid shall notwithstanding that it be afterwards discovered that there was some defect in the constitution or appointment (as the case may be) of any such Board sub-committee or person or that they or any of them were disqualified from so acting be as valid as if each and every one of them had been duly authorised and was actually qualified to act on behalf of the Society.
- (f) The Board and any sub-committee shall have power to invite such non-voting advisers to their meetings as they shall from time to time think fit.
- (g) Notice of every meeting of the Board shall be given to each Director in hard copy form or in electronic form.
- (h) Any Director may participate in a meeting of the Board or a duly constituted committee or sub-committee of the Board, and vote and count in the quorum, by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairperson of the meeting then is.
- (i) A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of the Board or of a duly constituted committee or sub-committee shall be valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) committee or sub-committee, and may consist of several documents in the like form.

Votes of Directors

- (j) Questions arising at a meeting of directors or of a sub-committee of directors shall be decided by a majority of votes.

Decisions relating to Landfill Communities Funds

- 40A. Notwithstanding the provisions of Article 40, where Landfill Communities Funds are to be discussed at a meeting of the Board or sub-committee, in the event of a quorate meeting, or any meeting where local authority or Landfill Operator representatives could have control the Environmental Body through exercising their votes:

- (i) For a decision to be made, the number of independent votes shall always be required to outnumber those votes of the local authority or Landfill Operator representatives; and
- (ii) where there is a tied vote, and the Chairman is a local authority or Landfill Operator representative, then the casting vote awarded to the Chairman under Articles 39(a) and 27 shall transfer to an independent member.

Minute books

42. The Board shall cause minutes to be made in books provided for that purpose:
- (i) of all appointments of officers made by the Board;
 - (ii) of all the names of the members present at each meeting of the Board and any sub-committee thereof;
 - (iii) of all resolutions and proceedings at all meetings of the Society and the Board and of sub-committees of the Board.

Any such minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

POWER OF SOCIETY TO CONTRACT WITH BOARD

Power to contract with Board

43. Subject to the provisions of clause 2 of the Appendix the Society may make contracts with any Director or with any company or firm of which a Director is a member or partner upon such terms as the Board shall think fit; and a Director shall not by reason of the fiduciary relation subsisting between him the Society be accountable for any profit made by him in respect of any such contract nor subject to the following proviso in respect of any other contract made with the Society in the profits of which he participates or in which he is otherwise interested. Provided that the fact of his being so interested therein and the nature of his interest be fully and fairly disclosed by him at the meeting of the Board at which the contract is determined upon if his interest then exists or in any other case at the first meeting of the Board after the acquisition of his interest. No Director shall vote as between himself and the Society in respect of any contract or matter in which he is individually interested otherwise than as a member of the Society.
44. The Board may at any time authorise a director to be involved in a situation in which the director has or may have a direct or indirect interest which conflicts or may conflict with the interests of the Society ("a conflict of interest") provided that:

- 44.1 in the case of a proposed appointment of a person as a director, the directors authorise the conflict of interest before or at the time the director is appointed to office;
- 44.2 in the case of any other director the directors authorise the conflict of interest at the time the conflict is declared to them in accordance with article 43;
- 44.3 the director subject to the conflict of interest or any other interested director shall not vote and shall not be counted in the quorum in respect of the authorisation given under this article 43 and if he or any other interested director does vote, those votes shall not be counted;
- 44.4 the directors may in their absolute discretion impose such terms or conditions on the grant of the authorisation as they think fit and in doing so the directors will act in such a way and in good faith that they consider will be most likely to further the charitable purposes of the Society;
- 44.5 a director will not be in breach of his duty under sections 172, 174 or 175 of the 2006 Act or the authorisation given by this article 44 by reason only that he receives confidential information from a third party relating to the conflict of interest which has been authorised by this article 44 and either fails to disclose it to the directors or fails to use it in relation to the Company's affairs and neither will he be in breach of his duty under the said section 175 of the 2006 Act for anything done or omitted to be done by him in accordance with the provisions of this article 44; and
- 44.6 where approval to a transaction which falls within Chapter 4 of Part 10 of the Companies Act 2006 is given by members in accordance with that Chapter, further authorisation for that transaction by the Directors under this article 44 is not necessary.

POWERS OF THE BOARD

- 45. In addition to the powers and authorities by these Articles expressly conferred upon them, the Board may exercise all such powers and do all such acts and things as may be exercised or done by the Society, and are not hereby or by statute expressly directed or required to be exercised or done by the Society in General Meeting.

May pay preliminary expenses

- (1) They may pay the costs, charges, and expenses preliminary and incidental to the promotion, formation, establishment, and registration of the Society.

May acquire property

- (2) They may purchase take on chief rent or lease or hire or otherwise acquire any lands buildings or other real and personal estate for the purposes of the Society.

May mortgage, sell or lease any portion of the property of the Company

- (3) They may from time to time mortgage, sell, lease, underlease, or otherwise deal with, and dispose of, all or any part of the real and personal property of the Society and in particular, may enter into any contract on such terms and conditions as they think fit.

May secure contracts by mortgage

- (4) They may secure the fulfilment of any contracts or engagements entered into by the Society by mortgage or charge of all or any of the property of the Society and its unpaid capital for the time being, or in such other

manner as they think fit.

- | | | |
|---|------|--|
| May appoint officers, directors, conductors | (5) | They may appoint and at their discretion remove or suspend such managers conductors secretaries officers clerks agents and servants for permanent temporary or special services as they may from time to time think fit and may determine their duties and, subject to the provisions of clause 2 of the Appendix, fix their salaries wages or emoluments and may require security in such instances and to such amount as they think fit. |
| May appoint trustees | (6) | They may appoint any person or persons to accept and hold in trust for the Society any property belonging to the Society, or in which it is interested, and may execute and do all such deeds and things as may be requisite to vest the same in such person or persons. |
| May bring or defend actions, etc. | (7) | They may institute, conduct, defend, compound or abandon any legal proceedings by and against the Society, or its officers, or otherwise concerning the affairs of the Society, and also may compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Society. |
| May refer to arbitration | (8) | They may refer any claims or demands by or against the Society to arbitration, and observe and perform the awards. |
| May give receipts | (9) | They may make and give receipts, releases, and other discharges for money payable to the Society, and for the claims and demands of the Society. |
| May act for Company in bankruptcy | (10) | They may act on behalf of the Society in all matters relating to bankrupts or the winding up of Companies. |
| May invest moneys | (11) | Subject as provided by clause 1(e) of the Appendix they may invest any of the moneys of the Society not immediately required for the purposes thereof upon such securities and in such manner as they think fit and they may from time to time vary or realise such investments. |
| May make and accept negotiable instruments | (12) | They may determine who shall sign cheques, accept, endorse, and execute negotiable instruments on behalf of the Society. |
| May establish reserve fund and sustentation fund | (13) | They may set aside out of the profits of the Society such sum as they think proper as a reserve fund to meet contingencies, or for repairing, improving and maintaining any of the property of the Society, and for such other purposes as the Board in their absolute discretion think conducive to the interests of the Society; and they may invest the several sums so set aside upon such investments as they think fit, and may, from time to time, deal with and vary such investments, and dispose of all or any part thereof, for the benefit of the Society, and they may divide the reserve fund into such special funds as they think fit; and in particular they may establish a sustentation fund in conformity with clause 1 of the Appendix. |
| May make by-laws | (14) | They may, from time to time, make, vary, and repeal by-laws for the regulation of the business of the Society, its officers and servants, or the members of the Society, or any section thereof. |
| May make contracts etc. | (15) | They may enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds, and things in the name and on behalf of the Society as they may consider expedient for, or in relation to, any of the matters aforesaid, or otherwise for the purposes of the Society. |

ACCOUNTS

Accounts to be kept

46. The Board shall cause accounting records to be kept in accordance with Section 221 of the 1985 Act or section 386 of the 2006 Act (as applicable). Such accounting records shall be kept at the Office of the Society or subject to Section 222 of the 1985 Act (or section 388 of the 2006 Act, as applicable) at such other place or places as the Board shall think fit and shall always be open to the inspection of the Directors.

Where books to be kept

47. The Board 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 Society or any of them shall be open to the inspection of members of the Society who are not Directors and no member of the Society other than a Director shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Board.

Annual Report and Accounts

48. The Board shall from time to time in accordance with sections 226 and 241 of the 1985 Act (or sections 394-397 and 437-439 of the 2006 Act, as applicable) cause to be prepared and to be laid before the Society in General Meeting such Income and Expenditure Accounts, Balance Sheets and Reports as are referred to in those Sections.

49. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting together with a copy of the auditors' report and Report of the Board shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Society and the auditors. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

AUDIT

Auditors

50. Auditors shall be appointed and their duties regulated in accordance with the 2006 Act (including, without limitation, sections 485 and 495 of the 2006 Act) .

NOTICES

How notices to be served on members

51. A notice may be served by the Society upon any member whose registered place of address is in the United Kingdom, either personally or by sending it though the post in a prepaid letter addressed to such member at his registered place of business or residence or by giving it in electronic form to an electronic address for the time being notified to the Society by the member.

When notices may be given by advertisement

52. Any notice required to be given by the Society to the members or any of them, and not expressly provided for by these Articles, shall be sufficiently given if given by advertisement in a newspaper circulating in the district in which the Office of the Society is situate.

Notices to joint holders

53. All notices shall with respect to any registered shares to which persons are jointly entitled, be given to whichever of such persons is named first in the register, and notice so given shall be sufficient notice to all the holders of such shares.

*When
notice by
post
deemed to
be served*

54. Any notice sent by post shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office. Proof that a notice in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

*Notice
valid
though
member
deceased*

55. Any notice document delivered or sent by post to, or left at, the registered address of any member or sent in electronic form in pursuance of these Articles shall notwithstanding such member be then deceased, and whether or not the Society have notice of his decease, be deemed to have been duly served; and such service shall, for all purposes of these Articles be deemed a sufficient service of such notice or document on his or her executors or administrators, and all persons, if any, jointly interested with him or her in any such shares.

*How
notices to
be signed*

56. Any notice to be given by the Society may be written, printed or in electronic form, and may be signed by the Secretary, Chairman or other authorised person.

*Members
resident
out of the
Kingdom*

57. It shall not be necessary to serve any notice upon any member whose registered place of abode is not in the United Kingdom, or who has not any registered place of abode in that Kingdom. Any notice put up for three consecutive days in the Office of the Society shall be deemed to have been served on every such member.

*Saving as
to notices
of calls*

58. Articles 55, 56 and 57 shall, mutatis mutandis, be deemed to be subject to that part of Article 54 hereof referring to proof of service of notices.
59. Where the Acts permit the Society to send documents or notices to its members in electronic form or by means of a website, the documents will be validly sent provided the Society complies with the requirements of the Acts.
60. Subject to any requirement of the Acts, documents and notices may be sent to the Society in electronic form to the address specified by the Society for that purpose and such documents or notices sent to the Society are sufficiently authenticated if the indemnity of the Sender is confirmed in the way the Society specifies.

COMMON SEAL

*Committee
to provide
seal*

61. The Board shall forthwith provide a common Seal for the Society, and they shall have power from time to time to destroy the same whether or not a new Seal is substituted in lieu thereof.

*Custody
and user
of seal*

62. Any common Seal shall be deposited at the Office of the Society and no deed or other document shall be executed by the Society (whether by the affixing of the common Seal or otherwise) except in pursuance of a resolution of the Board.

*Document
s sealed to
be good*

63. Deeds, bonds and other contracts under seal, made on behalf of the Society, sealed with the common Seal of the Society, and signed by two Directors, shall be deemed to be duly executed but deeds, bonds and other contracts made on behalf of the Society either signed by two Directors or

signed by one director whose signature shall be attested in the presence of a witness, and expressed (in whatever form or words) to be executed by the Society shall have the same effect as if executed under the common Seal.

INDEMNITY

64. Subject to the provisions of the Act:

Indemnity

(a) Each Director Manager Conductor Secretary and other officer or servant of the Society shall be indemnified by the Society against any liability incurred by him in that capacity, to the extent permitted by sections 232 to 234 of the 2006 Act. The amount for which such indemnity is provided shall immediately attach as a lien on the property of the Society and have priority as between the members over all other claims.

Individual respons- ibility of Directors

(b) No Director or other officer or servant shall be liable for the acts receipts neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any money securities or effects shall be deposited or for any other loss damage or misfortune whatever which shall happen in the execution of the duties of his respective office or in relation thereto unless the same happen through his own wilful default.

WINDING-UP AND DISSOLUTION

Winding- up

65. Clause 4 of the Appendix relating to winding-up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

APPENDIX – Objects of the Society

1. The Hallé Concerts Society is a non-profit making organisation. The object of the Society is the promotion of the study practice and knowledge of the art of music in the United Kingdom and elsewhere by the giving and arrangement of concerts and other such means as is thought fit including, without limitation, the provision, maintenance or improvement of performances of the Hallé Orchestra at the Bridgewater Hall, Manchester (which is a public amenity in the vicinity of a landfill site) where it is for the benefit of the public generally. In furtherance of the aforesaid object but not further or otherwise and if and so far as allowed by law and observing and performing whatever may be required by the law the Society shall have the following powers:
 - (a) To provide a Sustentation Fund for musical artists and others, and to establish and support or aid in the establishment and support of associations, institutions, trusts, funds and conveniences calculated to benefit employees or ex-employees of the Society, or its predecessors in the undertaking or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable objects.
 - (b) To erect or assist in the erection of any buildings required for the purposes of the Society.
 - (c) To purchase take on chief or lease hire or otherwise acquire any real or personal property for the purposes of the Society.
 - (d) To borrow any moneys required for the purposes of the Society upon such securities as may be determined.
 - (e) To invest the moneys of the Society not immediately required in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
 - (f) To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Society.
 - (g) To raise money by appeals to the public for donations and bequests and by organising and participating in gala events and lotteries and by selling Hallé products and using other lawful fund-raising activities provided that the Society shall not undertake any permanent trading activities concerned solely with the raising of funds for its primary objects.
 - (h) To undertake and execute any trusts which may lawfully be undertaken by the Society with a view to the promotion of its object.
 - (i) To lend and advance money or give credit on such terms as may seem expedient and with or without security to any company firm or person (including employees of the Society) to enter into guarantees contacts of Indemnity and suretyships of all kinds (with or without consideration) to receive money on deposit or loan upon any terms and to secure or guarantee (with or without consideration) the payment of any sums of money or the performance of any obligation by any company firm or person (including employees of the Society) in any manner.

- (j) To do all such other things as may be necessary provided that the Society shall not impose on its Members any regulations which could not legally be objects of a Company registered under the Companies' Acts. Provided also that:
- (i) In case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
 - (ii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Society shall not sell mortgage charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Committee of Management or Governing Body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Committee of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Committee of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.
 - (iii) The objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (k) To provide indemnity insurance to cover the liability of the Directors:
- (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society.
 - (ii) to make contributions to the assets of the Society in accordance with the provisions of section 216 of the Insolvency Act 1986:
- Provided that any such insurance shall not extend to:
- (aa) any liability of a Director resulting from conduct which he knew or ought reasonably to have known was not in the best interests of the Society or in respect of which he acted in reckless disregard as to whether or not it was in the best interests of the Society;
 - (bb) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors;
 - (cc) any liability to pay a fine;
 - (dd) in the case of the liability of the Directors referred to in paragraph (k)(ii) above, to any liability to make such a contribution where the basis of the Director's liability is his knowledge prior to the insolvent liquidation of the Society (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Society would avoid going into insolvent liquidation.

2. The income and property of the Society shall be applied solely towards the promotion of its object as set forth in these Articles of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Society and no member of its Committee of Management or Governing Body shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society. Provided that nothing herein shall prevent any payment in good faith by the Society:
- (a) of reasonable and proper remuneration to any member officer or servant of the Society (not being a member of its Committee of Management or Governing Body) for any services rendered to the Society;
 - (b) of interest on money lent by any member of the Society or of its Committee of Management or Governing Body at a reasonable and proper rate per annum not exceeding Two per cent less than the published base lending rate of a clearing bank to be selected by the Committee of Management or Governing Body;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Society or its Committee of Management or Governing Body;
 - (d) of fees remuneration or other benefit in money or money's worth to any company of which a member of the Committee of Management or Governing Body may also be a member holding not more than 1/100th part of the capital of that company;
 - (e) to any member of its Committee of Management or Governing Body of reasonable and proper out-of-pocket expenses;
 - (f) of reasonable and proper remuneration to any member of its Committee of Management or Governing Body for services rendered to the Society as a member of the Orchestra for the time being maintained by the Society or as a member of the administrative staff of the Society (but not as a member of the Committee of Management or Governing Body) if the following conditions are satisfied:
 - (i) the remuneration is paid in pursuance of a resolution of the Committee of Management or Governing Body that the payment is in the best interests of the Society; and
 - (ii) no person receiving remuneration in pursuance of this paragraph (f) attends any meeting of the Committee of Management or Governing Body or participates in any vote or discussion thereof relating to the employment or the remuneration or any other term or condition of the employment of any person receiving remuneration in pursuance of this paragraph (f);
 - (g) of reasonable and proper remuneration to one member of the Committee of Management or Governing Body holding the office of Chief Executive (but not as a member of the Committee of Management or Governing Body) if the following conditions are satisfied:
 - (i) the remuneration is paid in pursuance of a resolution of the Committee of Management or Governing Body that the payment is in the best interests of the Society.

- (ii) the Chief Executive does not attend any meeting of the Committee of Management or Governing Body or participate in any vote or discussion thereof relating to his employment or remuneration or any other term or condition of his employment.
 - (h) of any premium in respect of any indemnity insurance to cover the liability of the Directors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society: Provided that any such insurance shall not extend to any claim against a Director arising from any liability resulting from conduct which he knew, or ought reasonably to have known, was not in the best interests of the Society, or in respect of which he acted in reckless disregard as to whether or not it was in the best interests of the Society and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors.
3. The liability of the Members is limited.
 4. Every Member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound-up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding-up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding five pounds, or in case of his liability becoming unlimited such other amount as may be required in pursuance of paragraph 5 of this Appendix.
 5. If upon the winding-up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Society but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society to be determined by the Members of the Society at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object.
 6. Membership of any Member of the Society shall absolutely cease and determine at death, and his interest shall not pass to his executors or administrators.