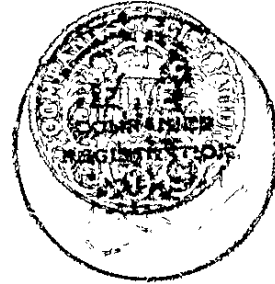


NO. OF COMPANY 718349

(G.F. 41)

THE COMPANIES ACT, 1948.



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Companies
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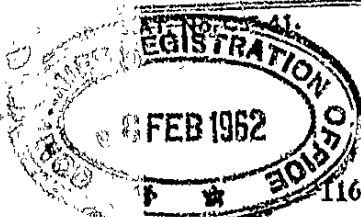
Declaration of Compliance with the requirements
of the Companies Act, 1948, on application for
Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

NAME OF
COMPANY. CANNON HILL TRUST

LIMITED.

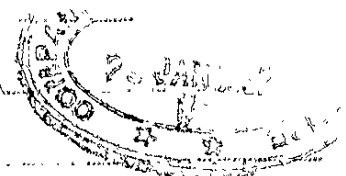
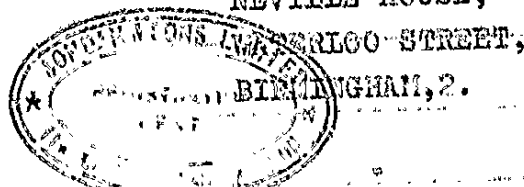


JORDAN & SONS,
LIMITED

Company Registration Agents, Printers and Publishers
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by

WESTWOOD MORRIS & CO.,
NEVILLE HOUSE,



I, WILLIAM GEORGE DUSTILL-INGERS

of DEVILLE HOUSE, WATERLOO STREET, BIRMINGHAM, 2

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] [~~a person named in the Articles of Association as a~~
~~Director/Secretary~~],

of CANNON HILL TRUST

LIMITED,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at Birmingham in the County of Warwick

the 24th day of January

One thousand nine hundred and sixty two

before me,

Hubert Horrobb

A Commissioner for oaths (b)

W. G. Dustill-Ingers

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

etc words not required.

Notary Public or Justice of the Peace.

This margin to be reserved for binding.

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THE COMPANIES ACT, 1948.



COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL,

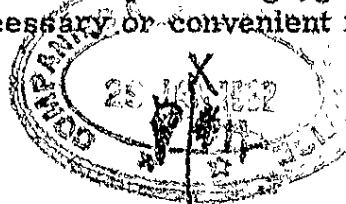
MEMORANDUM OF ASSOCIATION

OF

19 MAR 1962

CANNON HILL TRUST LIMITED.

1. The name of the Company (hereinafter called "the Trust") is "CANNON HILL TRUST LIMITED".
2. The registered office of the Trust will be situate in England.
3. The object for which the Trust is established is to provide a Midlands Arts Centre for the purposes of the promotion of education in and appreciation of the arts amongst young people i. e. persons not more than 25 years of age (hereinafter called "the primary charitable object") and for the furtherance of the primary charitable object but for no other purpose the Trust shall have power to do all or any of the following things namely:-
 - (A) To provide opportunities for the experience and appreciation of the arts and to make possible the practice and enjoyment of the arts under conditions designed to encourage technical competence and aesthetic and social satisfaction and pleasure.
 - (B) To arrange for musical, theatrical and other performances and to promote and present exhibitions and demonstrations of arts and crafts.
 - (C) To conduct research into the needs of young people in relation to the arts and for the purpose of such research to grant scholarships, fellowships, prizes and other awards.
 - (D) To provide or assist in the provision of facilities for recreation or other leisure-time occupation with the object of improving conditions of life for young people.
 - (E) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Trust may think necessary or convenient for the promotion of the primary charitable object, and to construct, lay out, maintain and alter any buildings, gardens, grounds and other amenities necessary or convenient for the work of the Trust.



- (F) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust as maybe thought expedient with a view to the promotion of the primary charitable object.
- (G) To undertake and execute any trusts which may lawfully be undertaken by the Trust and may be conducive to the primary charitable object.
- (H) To borrow or raise money for the purposes of the Trust on such terms and on such security as may be thought fit.
- (I) To invest the moneys of the Trust not immediately required for its purposes 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.
- (J) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the primary charitable object or calculated to further the same.
- (K) To do all such other things as are incidental or conducive to the attainment of the primary charitable object.

Provided that:-

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Trust shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Trust would make it a Trade Union.
- (iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Trust 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 Council of Management or Governing Body of the Trust 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 Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the

Chancery Division, the Charity Commissioners or the Minister of Education over such Council 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 Trust were not incorporated.

4. The income and property of the Trust, whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum 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 the members of the Trust.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust, or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no member of the Council of Management or Governing Body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not (i) apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment, nor (ii) prevent the payment, in good faith of reasonable and proper remuneration to the Director of the Trust but so that the Director shall not be entitled to vote at meetings of the Council of Management or Governing Body on any resolution concerning his remuneration.

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~~5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.~~

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~~6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the Board of Trade to the Trust in pursuance of section 10 (1) of the Companies Act, 1948, is subject.~~

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5. The liability of the members is limited.

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6 Every member of the Trust undertakes to contribute to the assets of the Trust, 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 Trust 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 among themselves, such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Trust 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 Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their members to an extent as least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust 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.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

^{PARK}
Henry Lewis Rice 68 Bryony Rd Selly Oak Birmingham Company Director
Henry Taylor 109, Kimberley Rd 15th Dec 31. Joint Managing Director.
Herbert Jackson ^{FOYLE} 14 Clarendon Square. Royal Leamington Spa Architect
John ^{JACKSON} 571 Church Road Sutton Coldfield. Theatre Director
Mary Alice English ^{COLEMAN} 571, Church Road, Sutton Coldfield.
(wife of John English) Theatre Director.
Paul Ephraim Cotton 14 Woodbourne Road Birmingham 15. Chartered Surveyor.
James Johnston ^{GRACE} 36 Chantry Road, Moseley, Birmingham 13. Company Director

Dated this 24th day of January, 1962

Witness to the above Signatures:-

W. B. Hill-Markhouse

Solicitor

Birmingham

71834H / 3

1927-28

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.



ARTICLES OF ASSOCIATION.

OF

CANNON HILL TRUST LIMITED.

GENERAL.

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

<u>WORDS</u>		<u>MEANINGS</u>
The Act	The Companies Act, 1948.
These presents	..	These Articles of Association, and the regulations of the Trust from time to time in force.
The Trust	..	The above-named Trust.
The Council	..	The Council of Management for the time being of the Trust.
The Office	..	The registered office of the Trust.
The Seal	The common seal of the Trust.
The United Kingdom	..	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	..	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of Members with which the Trust proposes to be registered is one hundred, but the Council may from time to time register an increase of Members.

3. The provisions of section 110 of the Act shall be observed by the Trust, and every Member of the Trust shall either sign a written consent to become a Member or sign the register of members on becoming a Member.

4. The Trust is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be Members of the Trust.

6. Persons interested in the objects and work of the Trust shall be eligible for admission in the following categories:-

(a) Members, who shall pay an annual subscription of £5.5.0.

(b) Associate Members, who shall pay an annual subscription of £2.2.0.

(c) Honorary Members.

Neither Associate Members nor Honorary Members shall be Members for the purposes of the Act or these presents and accordingly particulars in relation to them shall not be entered in the register of members kept pursuant to Section 110 of the Act and they shall not be entitled to vote at general meetings of the Trust, nor be eligible to become members of the Council, but they shall be permitted to enjoy such of the other rights and privileges of membership as shall be determined by the Council.

7. The Council shall have an unqualified discretion to accept or reject any application for admission and as to the class of membership to which an applicant may be admitted.

8. The Trust in general meeting may at any time alter the rate of the annual subscriptions to be paid by Members and Associate Members.

9. A person may terminate his membership of the Trust by giving to the Trust notice in writing to that effect in such form as the Council shall require. The rights of any Member shall be personal and shall not be transferable and shall cease upon the Member failing to pay his annual subscription within three months of its becoming due, or on his becoming bankrupt or of unsound mind. Nothing herein contained shall prejudice the rights of the Trust to claim payment of the full amount of the subscriptions which the Member shall have undertaken to pay or prevent the Member from again becoming eligible for membership.

10. Any Member may be removed from the Trust by a resolution of the Council passed by a majority of at least three-fourths of the members of the Council present and voting at a special Council meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution shall have been sent to the Member whose removal is in question to all the members of the Council and to every other person who is entitled to receive notice of meetings of the Council. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the Member whose removal is in question at least fourteen days before the meeting, and he shall be entitled to be heard by the Council at the meeting. On a member being removed, the Council shall return the due proportion of such Member's current subscription having regard to the unexpired period for which it is paid.

GENERAL MEETINGS.

11. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

13. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

14. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and

in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten Members personally present shall be a quorum.

18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

19. The President (if any) or (in his absence) the Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such President or Chairman, or if at any meeting neither of such officers shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Council, or if no such Member be present, or if all the members of the Council present decline to take the chair, they shall choose some Member of the Trust who shall be present to preside.

20. The Chairman 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

22. Subject to the provisions of Article 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting (if a Member) shall be entitled to a second or casting vote.

25. The demand of a 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.

26. Subject as hereinafter provided, every Member shall have one vote.

27. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another Member, at any General Meeting.

28. Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. No person shall be appointed a proxy who is not a Member.

29. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

30. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed 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 twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

32 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

CANNON HILL TRUST LIMITED.

"I, _____,
"of _____,
"a Member of Cannon Hill Trust Limited
"hereby appoint _____,
"of _____, a Member of the Trust
"and failing him, _____,
"of _____, a Member of the Trust
"to vote for me and on my behalf at the [Annual or
"Extraordinary, or Adjourned, as the case may be]
"General Meeting of the Trust to be held on the _____
"_____ day of _____,
"and at every adjournment thereof.

"As witness my hand this _____ day of _____ 19 ____."

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

COUNCIL OF MANAGEMENT.

33. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 12 nor more than 25.

34. The first members of the Council shall be :-

Alderman George Corbyn Barrow,
118 Pershore Road,
Birmingham.

Solicitor

Alderman Neville Bruce Alfred Bosworth,
84 Newhall Street,
Birmingham, 3.

Solicitor

Miss Hester Nancy Burman,
Birmingham Repertory Theatre,
Station Street,
Birmingham.

Theatre Administrator

Mr
Mr Harold Samuel Burnett,
"Dalblair",
83 Wake Green Road,
Moseley,
Birmingham, 13.

Company Director

Mr Michael Hotham Cadbury,
151 Middleton Hall Road,
Kings Norton,
Birmingham, 30.

Company Director

Mr. Derek Cotton,
Messrs. Jack Cotton & Partners,
Cavendish House,
Waterloo Street, Birmingham, 2.

Chartered Surveyor

Mr
Councillor Mrs. Evelyn Margaret Crosskey,
28 Calthorpe Road,
Birmingham, 15.

City Councillor

Mr. John English,
571 Chester Road,
Sutton Coldfield, Warks.

Theatre Director

Miss Beryl Foyle,
Messrs. Boxfoldia Ltd.,
Bournbrook,
Birmingham, 29.

Company Director

Mr James Johnstone Gracie,
36 Chantry Road,
Moseley,
Birmingham, 13.

Engineer & Company
Director

Mr Harold Gray,
100 Little Sutton Lane,
Four Oaks, Sutton Coldfield,
Warks.

Associate Conductor
C.B.S.O.

Alderman Ernest Walter Herton,
172 York Road,
Birmingham, 28.

City Alderman

Councillor Arnold Kenneth Jackson,
Messrs. George Jackson & Co. Ltd.,
Smithfield Market,
Birmingham, 5.

Company Director

Sir Herbert Manzoni,
Baskerville House,
Civic Centre,
Birmingham, 1.

City Engineer &
Surveyor

Alderman Frank Price,
The Murrayfield Real Estate Co.,
York House,
Great Charles Street,
Birmingham, 3.

Company Director

Alderman Sir Theodore Fritchett,
93 Cornwall Street,
Birmingham, 3.

Solicitor

Miss Alicia Randle,
571 Chester Road,
Sutton Coldfield.

Theatre Manager
(Wife of J. English)

Mr George E. E. Ross,
City of Birmingham Parks Department,
Baskerville House,
Civic Centre,
Birmingham, 1.

General Manager

Mr Edward Lionel Russell,
City of Birmingham Education Department,
Council House,
Margaret Street,
Birmingham, 3.

Director of Education

Mr Derek Salberg,
Alexandra Theatre,
Birmingham.

Theatre Director

Councillor Mrs. Joan Tomlinson,
31 The Fold,
Kings Norton,
Birmingham.

City Councillor

Professor Ellis Waterhouse,
The Barber Institute of Fine Arts,
The University,
Edgbaston,
Birmingham, 15.

Professor of Fine Arts

Mr John Waterhouse,
193 Bristol Road,
Edgbaston,
Birmingham, 5.

Music Critic

Alderman Harry Watton,
353 Albert Road,
Aston, Birmingham, 6

City Alderman

Dr. Mary Woodall,
City Museum & Art Gallery,
Birmingham, 3.

Director, B'ham Museum &
Art Gallery.

Lady Joan Zuckerman,
6 Carpenter Road,
Edgbaston,
Birmingham, 15.

Wife of Sir Solly Zuckerman

35. The Council may from time to time and at any time appoint any Member of the Trust as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

36. No person who is not a Member of the Trust shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL.

37. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

38. The Council may at any time make, alter, add to and repeal Bye-Laws Provided that no Bye-Laws shall be made which are inconsistent with or repugnant to the Act or these presents.

39. The Council may at any time invite some distinguished person to be the Patron of the Trust.

40. The Council may from time to time appoint some person to be the President of the Trust and may determine the period for which he shall hold office. The President need not be a Member.

41. The Council may from time to time appoint such persons as they shall think fit to be Vice-Presidents of the Trust for such periods and on such terms as they shall think fit. A Vice-President need not be a Member.

42. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY.

43. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL.

44. The seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

45. The office of a member of the Council shall be vacated -

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he becomes of unsound mind.

(C) If he ceases to be a Member of the Trust.

- (D) If by notice in writing to the Trust he resigns his office,
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

Section 185 of the Act relating to the age limit of Directors shall not apply to the Trust.

ROTATION OF MEMBERS OF THE COUNCIL.

- 46. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
- 47. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
- 48. The Trust may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
- 49. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
- 50. The Trust may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

51. In addition and without prejudice to the provisions of section 184 of the Act, the Trust may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified Member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL.

52. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

53. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

54. Notice of all meetings of the Council shall be given to the Architect, the Solicitor and the Accountant to the Trust and to such other professional advisers of the Trust as the Council shall determine. Every such person to whom notice is so given shall be entitled to be present at every meeting of the Council and to speak on any matter which concerns him but no such person shall be entitled to vote at any meeting of the Council.

55. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

56. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.

57. The Council may delegate any of their powers to committees consisting of such person or persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. Provided always

that no resolution of a committee shall be valid and effective unless (a) the majority of the members of the Committee present at the meeting at which such resolution is passed are Members of the Trust or (b) such resolution is confirmed by the Council.

58. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council or of any such committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council or of the committee concerned.

59. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Council and of committees of the Council, and all business transacted at such meetings, and 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.

60. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted

DIRECTOR.

61. The Council may from time to time appoint some person whether or not a member of their body to be the Director of the Trust for such period and on such terms as to remuneration and otherwise as they shall think fit, and subject to the terms of any agreement entered into in any particular case may revoke such appointment. The first Director of the Trust shall be John English. A member of the Council who is for the time being the Director of the Trust shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of members of the Council. A person appointed to be the Director of the Trust shall not unless he is a member of the Council be deemed to be a Director in the sense in which that word is used in the Act.

62. The members of the Council may entrust to and confer upon the Director of the Trust any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ACCOUNTS.

63. The Council shall cause proper books of account to be kept with respect to -

- (A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Trust; and
- (C) the assets and liabilities of the Trust.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Trust and to explain its transactions.

64. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

65. The Council 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 Trust or any of them shall be open to the inspection of Members not being members of the Council, and no Member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Council or by the Trust in general meeting.

66. At the Annual General Meeting in every year the Council shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, 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 twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) 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 section 162 of the Act.

AUDIT.

67. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

68. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES.

69. A notice may be served by the Trust upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of members.

70. Any Member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Trust.

71. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the 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 as a prepaid letter.

DISSOLUTION.

72. Clause **y** of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles. *JSK*

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Mont. Leslie Price 68 Bromley Rd. Selly Oak Birmingham Company Director
 Henry Foyale 109, Rumbury Rd. 13th Dec 31. Joint Managing Director.
 Herbert Jackson 14 Clarendon Square. Royal Leamington Spa.
 John English 571 Chester Road Selly Oak Architect
 Mary Alicea English 571, Chester Road, Selly Oak Goldfield.
 (Wife of John English) Theatre Director.
 David Ephraim Cotton 14 Woodbourne Road Birmingham 15 Chartered Surveyor
 James Johnston Turner 36 Chantry Road, Moseley, Birmingham 13 Company Director

Dated this 24th day of January 1962

Witness to the above Signatures :-

W. Bushell-Matthews
 Solicitor
 Birmingham

DUPLICATE FOR THE FILE

No. 718349



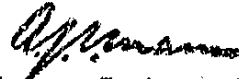
Certificate of Incorporation

I Hereby Certify, that

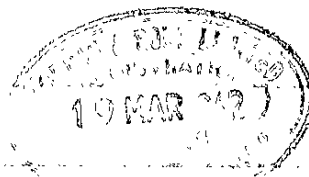
CANNON HILL TRUST LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this **Nineteenth** day of
March One Thousand Nine Hundred and Sixty two.


Assistant Registrar of Companies.

Certificate
received by }



Date.

Number of Company: 718342

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THE COMPANIES ACTS, 1948 to 1967.

COPY

SPECIAL RESOLUTION

OF

CANNON HILL TRUST LIMITED.

Passed the 8th day of October, 1969.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at Foyle House, Cannon Hill Park, Birmingham, on the 8th day of October, 1969, the following SPECIAL RESOLUTION was duly passed:-

That the Articles of Association of the Company be altered by substituting the period 'nine months' for the period 'four months' in the fifth line of Article 66.

B. Foyle
CHAIRMAN.



W. Jordan & Sons Ltd

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THE COMPANIES ACTS, 1948 to 1967

COPY

SPECIAL RESOLUTION

OF

CANNON HILL TRUST LIMITED

Passed the 11th day of August, 1982

At a Council Meeting of the above-named Company duly convened and held at Foyle House, Cannon Hill Park, Birmingham, on the 11th day of August, 1982, the following SPECIAL RESOLUTION was duly passed:-

- a) Clause 6 of the Articles of Association be deleted, and the following substituted:
 - 6. Persons interested in the objects and work of the Trust shall be eligible for admission as Members of the Trust on payment of an annual subscription of £5.50.
- b) In Clause 8, the words "and Associate Members" be deleted.
- c) Clause 33 of the Articles of Association be deleted, and the following substituted:
 - 33. Until otherwise determined by a General Meeting, the number of members of the Council shall be twelve (12), plus two (2) nominated representatives from the City of Birmingham District Council. The Council shall have the power to co-opt up to a further 2 persons.



B. W. E. Pearson

B.W.E. PEARSON,
CHAIRMAN

Number of Company: 718349 /55

THE COMPANIES ACTS, 1948 TO 1967

COPY

SPECIAL RESOLUTION

OF

CANNON HILL TRUST LIMITED

Passed the 17th day of April, 1985

At an Extraordinary General Meeting of the members of the above-named Company duly convened and held at Midlands Arts Centre, Cannon Hill Park, Birmingham, on the 17th day of April 1985, the following SPECIAL RESOLUTION was duly passed:

That Article 6 of the Articles of Association of the Company be altered to read: 'Persons interested in the objects and work of the Trust shall be eligible for admission as Members of the Trust on payment of an annual subscription of £10.00'

B.W.E. PEARSON
CHAIRMAN



Number of Company: 718349 /50

THE COMPANIES ACTS, 1948 TO 1967

COPY

SPECIAL RESOLUTION

OF

CANNON HILL TRUST LIMITED

Passed the 17th day of April, 1985

At an Extraordinary General Meeting of the members of the above-named Company duly convened and held at Midlands Arts Centre, Cannon Hill Park, Birmingham, on the 17th day of April 1985, the following SPECIAL RESOLUTION was duly passed:

That Article 33 of the Articles of Association of the Company be altered to read: 'Until otherwise determined by a General Meeting, the number of Members of the Council shall be twelve (12), plus three (3) nominated representatives from the City of Birmingham District Council, one of whom shall be, ex officio, Chairman of the District Council's Leisure Services Committee or his representative. The Council shall have the power to co-opt up to a further three (3) persons.'

B.W.E. PEARSON
CHAIRMAN



Number of Company: 718349

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THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
CANNON HILL TRUST LIMITED

Incorporated the 19th day of March, 1962

SOLICITORS:
WESTWOOD MORRIS & CO.,
NEVILLE HOUSE,
14 WATERLOO STREET,
BIRMINGHAM, 2



THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
CANNON HILL TRUST LIMITED

1. The name of the Company (hereinafter called 'the Trust') is 'CANNON HILL TRUST LIMITED'.
2. The registered office of the Trust will be situate in England.
3. The object for which the Trust is established is to provide a Midlands Arts Centre for the purposes of the promotion of education in and appreciation of the arts amongst young people i.e. persons not more than 25 years of age (hereinafter called 'the primary charitable object') and for the furtherance of the primary charitable object but for no other purpose the Trust shall have power to do all or any of the following things namely:-
 - (A) To provide opportunities for the experience and appreciation of the arts and to make possible the practice and enjoyment of the arts under conditions designed to encourage technical competence and aesthetic and social satisfaction and pleasure.
 - (B) To arrange for musical, theatrical and other performances and to promote and present exhibitions and demonstrations of arts and crafts.
 - (C) To conduct research into the needs of young people in relation to the arts and for the purpose of such research to grant scholarships, fellowships, prizes and other awards.
 - (D) To provide or assist in the provision of facilities for recreation or other leisure-time occupation with the object of improving conditions for life for young people.
 - (E) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Trust may think necessary or convenient for the promotion of the primary charitable object, and to construct, lay out, maintain and alter any buildings, gardens, grounds and other amenities necessary or convenient for the work of the Trust.
 - (F) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust as may be thought expedient with a view to the promotion of the primary charitable object.

- (G) To undertake and execute any trusts which may lawfully be undertaken by the Trust and may be conducive to the primary charitable object.
- (H) To borrow or raise money for the purposes of the Trust on such terms and on such security as may be thought fit.
- (I) To invest the moneys of the Trust not immediately required for its purposes 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.
- (J) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the primary charitable object or calculated to further the same.
- (K) To do all such other things as are incidental or conducive to the attainment of the primary charitable object.

Provided that:-

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The Trust shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Trust would make it a Trade Union.
 - (iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Trust 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 Council of Management or Governing Body of the Trust 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 Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Council 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 Trust were not incorporated.
4. The income and property of the Trust, whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum 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 the Members of the Trust.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Frank Leslie Price, 68 Bryony Road, Selly Oak, Birmingham
Company Director

Beryl Foyle, 109 Bunbury Road, Birmingham 31
Joint Managing Director

Herbert Jackson, 14 Clarendon Square, Royal Leamington Spa
Architect

John English, 571 Chester Road, Sutton Coldfield
Theatre Director

Mary Alicia English, 571 Chester Road, Sutton Coldfield
(Wife of John English) Theatre Director

Derek Ephraim Cotton, 14 Woodbourne Road, Birmingham 15
Chartered Surveyor

James Johnstone Gracie, 36 Chantry Road, Moseley, Birmingham 13
Company Director

Dated this 24th Day of January, 1962

Witness to the above Signatures:-

W. Bushill-Matthews,
Solicitor,
Birmingham

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
CANNON HILL TRUST LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite them respectively in the second column thereof, if not inconsistent with the subject or context -

WORDS

MEANINGS

The Act

The Companies Act, 1948

These presents

These Articles of Association, and the regulations of the Trust from time to time in force.

The Trust

The above-named Trust

The Council

The Council of Management for the time being of the Trust

The Office

The registered office of the Trust

The Seal

The common seal of the Trust

The United Kingdom

Great Britain and Northern Ireland

Month

Calendar month

In writing

Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Trust proposes to be registered is one hundred, but the Council may from time to time register an increase of Members.
3. The provisions of section 117 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a Member or sign the register of members on becoming a Member.
4. The Trust is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be Members of the Trust.
6. Persons interested in the objects and work of the Trust shall be eligible for admission as Members of the Trust on payment of an annual subscription of £10.00.
7. The Council shall have an unqualified discretion to accept or reject any application for admission and as to the class of membership to which an applicant may be admitted.
8. The Trust in general meeting may at any time alter the rate of the annual subscriptions to be paid by Members.
9. A person may terminate his membership of the Trust by giving to the Trust notice in writing to that effect in such form as the Council shall require. The rights of any Member shall be personal and shall not be transferable and shall cease upon the Member failing to pay his annual subscription within three months of its becoming due, or on his becoming bankrupt or of unsound mind. Nothing herein contained shall prejudice the rights of the Trust to claim payment of the full amount of the subscriptions which the Member shall have undertaken to pay or prevent the Member from again becoming eligible for membership.
10. Any Member may be removed from the Trust by a resolution of the Council passed by a majority of at least three-fourths of the members of the Council present and voting at a special Council meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution shall have been sent to the Member whose removal is in question to all the members of the Council and to every other person who is entitled to receive notice of meetings of the Council. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the Member whose removal is in question at least fourteen days before the meeting, and he shall be entitled to be heard by the Council at the meeting. On a member being removed, the Council shall return the due proportion of such Member's current subscription having regard to the unexpired period for which it is paid.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust, or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Trust; but so that no member of the Council of Management or Governing Body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not (i) apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment nor (ii) prevent the payment, in good faith of reasonable and proper remuneration to the Director of the Trust but so that the Director shall not be entitled to vote at meetings of the Council of management or Governing body on any resolution concerning his remuneration.

5. The liability of the members is limited.
6. Every member of the Trust undertakes to contribute to the assets of the Trust, 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 Trust 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 among themselves, such amount as may be required not exceeding £1.
7. If upon the winding up or dissolution of the Trust 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 Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by members of the Trust at or before the time of dissolution, and if and so far as it cannot be given to such provision, then to some other charitable object.

GENERAL MEETINGS

11. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
13. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.
14. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten Members personally present shall be a quorum.
18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

19. The President (if any) or (in his absence) the Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such President or Chairman, or if at any meeting neither of such officers shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Council, or if no such Member be present, or if all the members of the Council present decline to take the chair, they shall choose some Member of the Trust who shall be present to preside.
20. The Chairman 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon declaration of the result of the show of hands, demanded by the Chairman or by at least three Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
22. Subject to the provisions of Article 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting (if a Member) shall be entitled to a second or casting vote.
25. The demand of a 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

26. Subject as hereinafter provided, every Member shall have one vote.
27. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another Member, at any General Meeting.
28. Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. No person shall be appointed a proxy who is not a Member.
29. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
30. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed 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 twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
32. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

CANNON HILL TRUST LIMITED

"I,
"of
"hereby appoint
"of
"and calling him,
"of
"to vote for me and on my behalf at the [Annual or
"Extraordinary, or Adjourned, as the case may be]
"General Meeting of the Trust to be held on the
"day of
"and at every adjournment thereof.

"As witness my hand this day of

19 "

PLEASE NOTE THAT
DUE TO THE POOR
QUALITY OF THE
FICHE SOME OF THE
FOLLOWING IMAGES
ARE ALSO OF POOR
QUALITY.

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

COUNCIL OF MANAGEMENT

33. Until otherwise determined by a General Meeting, the number of members of the Council shall be twelve (12), plus three (3) nominated representatives of City of Birmingham District Council, one of whom shall be, *ex officio*, Chairman of the District Council's Leisure Services Committee or his representative. The Council shall have the power to co-opt up to a further three (3) persons.

34. The first members of the Council shall be:-

Alderman George Corbyn Parrow,
118 Pershore Road,
Birmingham.

Solicitor

Alderman Neville Bruce Alfred Gosworth,
54 Newhall Street,
Birmingham 3.

Solicitor

Miss Hester Nancy Burman,
Birmingham Repertory Theatre,
Station Street,
Birmingham.

Theatre Administrator

Mr. Harold Samuel Burnett,
"Dalblair",
83 Wake Green Road,
Edgbury,
Birmingham 13.

Company Director

Mr. Michael Hotham Cadbury,
151 Middleton Hall Road,
Kings Norton,
Birmingham 30.

Company Director

Mr. Derek Cotton,
Messrs. Jack Cotton & Partners,
Cavendish House,
Waterloo Street,
Birmingham 2.

Chartered Surveyor

Councillor Mrs. Evelyn Margaret Crosskey,
28 Calthorpe Road,
Birmingham 15.

City Councillor

Mr. John English,
571 Chester Road,
Sutton Coldfield,
Warks.

Theatre Director

Miss Deryl Foyle,
Messrs. Boxfoldia Ltd.,
Bournbrook,
Birmingham 29.

Company Director

Mr. James Johnstone Gresh,
36 Chantry Road,
Lyzeley,
Birmingham 12.

Engineer & Company
Director

Mr. Harold Gray,
100 Little Sutton Lane,
Four Oaks,
Sutton Coldfield,
Warks.

Associate Conductor,
CBSO

Alderman Ernest Walter Horton,
172 York Road,
Birmingham 28.

City Alderman

Councillor Arnold Kenneth Jackson,
Messrs. George Jackson & Co. Ltd.,
Smithfield Market,
Birmingham 5.

Company Director

Sir Herbert Manzoni,
Baskerville House,
Civic Centre,
Birmingham 1.

City Engineer &
Surveyor

Alderman Frank Price,
The Murrayfield Real Estate Co.,
York House,
Great Charles Street,
Birmingham 3.

Solicitor

Miss Alicia Randle,
571 Chester Road,
Sutton Coldfield.

Theatre Manager
(Wife of J. English)

Mr. George E.E. Ross,
City of Birmingham Parks Department,
Baskerville House,
Civic Centre,
Birmingham 1.

General Manager

Mr. Edward Lionel Russell,
City of Birmingham Education Department,
Council House,
Margaret Street,
Birmingham 3.

Director of Education

Mr. Derek Salberg,
Alexandra Theatre,
Birmingham.

Theatre Director

Councillor Mrs. Joan Tomlinson,
31 The Fold,
Kings Norton,

Professor Ellis Waterhouse,
The Barber Institute of Fine Arts,
The University,
Edgbaston,
Birmingham 15.

Professor of Fine Arts

Mr. John Waterhouse,
193 Bristol Road,
Edgbaston,
Birmingham 5.

Music Critic

Alderman Harry Watton,
353 Albert Road,
Aston,
Birmingham 6.

City Alderman

Dr. Mary Woodall,
City Museum and Art Gallery,
Birmingham 3.

Director, Birmingham
Museum
and Art Gallery

Lady Joan Zuckerman,
6 Carpenter Road,
Edgbaston,
Birmingham 15.

Wife of Sir Solly
Zuckerman

35. The Council may from time to time and at any time appoint any Member of the Trust as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
36. No person who is not a Member of the Trust shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL

37. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations for these presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting shall invalidate any prior act for the Council which would have been valid if such regulation had not been made.
38. The Council may at any time make, alter, add to and repeal Bye-Laws provided that no Bye-Laws shall be made which are inconsistent with or repugnant to the Act or these presents.

39. The Council may at any time invite some distinguished person to be the Patron of the Trust.
40. The Council may from time to time appoint some person to be the President of the Trust and may determine the period for which he shall hold office. The President need not be a Member.
41. The Council may from time to time appoint such persons as they shall think fit to be Vice-Presidents of the Trust for such periods and on such terms as they shall think fit. A Vice-President need not be a Member.
42. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

43. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

44. The seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

45. The office of a member of the Council shall be vacated -
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (B) If he becomes of unsound mind.
 - (C) If he ceases to be a Member of the Trust.
 - (D) If by notice in writing to the Trust he resigns his office.
 - (E) If he ceases to hold office by reason of any order made under section 186 of the Act.
 - (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

Section 185 of the Act relating to the age limit of Directors shall not apply to the Trust.

ROTATION OF MEMBERS OF THE COUNCIL

46. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
47. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
48. The Trust may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
49. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
50. The Trust may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
51. In addition and without prejudice to the provisions of section 184 of the Act, the Trust may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified Member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

52. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

53. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, call on a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the "United" Hospital shall not be entitled to notice of the meeting.
54. Notice of all meetings of the Council shall be given to the Architect, the Solicitor and the Accountant to the Trust and to such other professional advisers of the Trust as the Council shall determine. Every such person to whom notice is so given shall be entitled to be present at every meeting of the Council and to speak on any matter which concerns him but no such person shall be entitled to vote at any meeting of the Council.
55. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
56. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.
57. The Council may delegate any of their powers to committees consisting of such person or persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superceded by any regulations made by the Council. Provided always that no resolution of a committee shall be valid and effective unless (a) the majority of the members of the Committee present at the meeting at which such resolution is passed are Members of the Trust or (b) such resolution is confirmed by the Council.
58. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council or any such committee, shall, notwithstanding it be afterwards discovered that there were some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council or of the committee concerned.
59. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Council and of committees of the Council, and all business transacted at such meetings, and 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.
60. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

DIRECTOR

61. The Council may from time to time appoint some person whether or not a member of their body to be the Director of the Trust for such period and on such terms as to remuneration and otherwise as they shall think fit, and subject to the terms of any agreement entered into in any particular case may revoke such appointment. The first Director of the Trust shall be John English. A member of the Council who is for the time being the Director of the Trust shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of members of the Council. A person appointed to be the Director of the Trust shall not unless he is a member of the Council be deemed to be a Director in the sense in which that word is used in the Act.
62. The members of the Council may entrust to and confer upon the Director of the Trust any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ACCOUNTS

63. The Council shall cause proper books of account to be kept with respect to
- (A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;
 - (B) all sales and purchases of goods by the Trust; and
 - (C) the assets and liabilities of the Trust.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Trust and to explain its transactions.

64. The books of account shall be kept at the office, or, subject to section 147(3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
65. The Council 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 Trust or any of them shall be open to the inspection of Members not being members of the Council, and no Member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Council or by the Trust in general meeting.
66. At the Annual General Meeting in every year the Council shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to a date not more than four months before such meeting, together with a proper balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, 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 document required by law to be annexed or attached thereto or

to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158(1) (c) 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 section 162 of the Act.

AUDIT

67. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
68. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

69. A notice may be served by the Trust upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of members.
70. Any Member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Trust.
71. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

72. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Frank Leslie Price, 68 Bryony Road, Selly Oak, Birmingham
Company Director

Beryl Foyle, 109 Bunbury Road, Birmingham 31
Joint Managing Director

Herbert Jackson, 14 Clarendon Square, Royal Leamington Spa
Architect

John English, 571 Chester Road, Sutton Coldfield
Theatre Director

Mary Alicia English, 571 Chester Road, Sutton Coldfield
(Wife of John English) Theatre Director

Derek Ephraim Cotton, 14 Woodbourne Road, Birmingham 15
Chartered Surveyor

James Johnstone Gracie, 36 Chantry Road, Moseley, Birmingham 13
Company Director

Dated this 24th Day of January, 1962

Witness to the above Signatures:-

W. Bushill-Matthews,
Solicitor,
Birmingham

M I D L A N D S
ARTS
C E N T R E

No. 718349

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

CANNON HILL TRUST LIMITED

AT an Extraordinary General Meeting of the members of Cannon Hill Trust Limited duly convened and held at Cannon Hill Park, Birmingham, on Wednesday 16th April 1986 the following resolution was duly passed as a Special Resolution:-

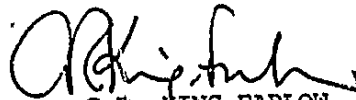
THAT Article 33 of the Trust's Articles of Association be deleted and the following new Article be substituted therefor:

"33. Unless otherwise determined by a General Meeting, the number of Members of the Council shall be fifteen (15), plus three (3) nominated representatives from the City of Birmingham District Council, one of whom shall be, ex officio, Chairman of the District Council's Leisure Services Committee. The Council shall have the power to co-opt up to a further five (5) persons."

DATED

28th

April 1986


C.R. KING-FARLOW
Chairman

Foyle House
Cannon Hill Park
Birmingham
B12 9QH



Cannon Hill Park, Birmingham B12 9QH. Telephone: 021-440 4221

Midlands Arts Centre is operated by Cannon Hill Trust Limited, a non profit distributing company limited by guarantee and not having a share capital, and registered in England No. 718249 The Trust is registered as an educational charity No. T3 10042/4

Number of Company: 718349

67

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
CANNON HILL TRUST LIMITED

Incorporated the 19th day of March, 1962

SOLICITORS:
WESTWOOD MORRIS & CO.,
NEVILLE HOUSE,
14 WATERLOO STREET,
BIRMINGHAM, 2



THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
CANNON HILL TRUST LIMITED

1. The name of the Company (hereinafter called 'the Trust') is 'CANNON HILL TRUST LIMITED'.
2. The registered office of the Trust will be situate in England.
3. The object for which the Trust is established is to provide a Midlands Arts Centre for the purposes of the promotion of education in and appreciation of the arts amongst young people i.e. persons not more than 25 years of age (hereinafter called 'the primary charitable object') and for the furtherance of the primary charitable object but for no other purpose the Trust shall have power to do all or any of the following things namely:-
 - (A) To provide opportunities for the experience and appreciation of the arts and to make possible the practice and enjoyment of the arts under conditions designed to encourage technical competence and aesthetic and social satisfaction and pleasure.
 - (B) To arrange for musical, theatrical and other performances and to promote and present exhibitions and demonstrations of arts and crafts.
 - (C) To conduct research into the needs of young people in relation to the arts and for the purpose of such research to grant scholarships, fellowships, prizes and other awards.
 - (D) To provide or assist in the provision of facilities for recreation or other leisure-time occupation with the object of improving conditions for life for young people.
 - (E) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Trust may think necessary or convenient for the promotion of the primary charitable object, and to construct, lay out, maintain and alter any buildings, gardens, grounds and other amenities necessary or convenient for the work of the Trust.
 - (F) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust as may be thought expedient with a view to the promotion of the primary charitable object.

- (G) To undertake and execute any trusts which may lawfully be undertaken by the Trust and may be conducive to the primary charitable object.
- (H) To borrow or raise money for the purposes of the Trust on such terms and on such security as may be thought fit.
- (I) To invest the moneys of the Trust not immediately required for its purposes 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.
- (J) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the primary charitable object or calculated to further the same.
- (K) To do all such other things as are incidental or conducive to the attainment of the primary charitable object.

Provided that:-

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The Trust shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Trust would make it a Trade Union.
 - (iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Trust 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 Council of Management or Governing Body of the Trust 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 Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Council 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 Trust were not incorporated.
4. The income and property of the Trust, whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum 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 the Members of the Trust.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust, or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Trust; but so that no member of the Council of Management or Governing Body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not (i) apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment nor (ii) prevent the payment, in good faith of reasonable and proper remuneration to the Director of the Trust but so that the Director shall not be entitled to vote at meetings of the Council of management or Governing body on any resolution concerning his remuneration.

5. The liability of the members is limited.
6. Every member of the Trust undertakes to contribute to the assets of the Trust, 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 Trust 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 among themselves, such amount as may be required not exceeding £1.
7. If upon the winding up or dissolution of the Trust 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 Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by members of the Trust 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.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Frank Leslie Price, 68 Bryony Road, Selly Oak, Birmingham
Company Director

Beryl Foyle, 109 Bunbury Road, Birmingham 31
Joint Managing Director

Herbert Jackson, 14 Clarendon Square, Royal Leamington Spa
Architect

John English, 571 Chester Road, Sutton Coldfield
Theatre Director

Mary Alicia English, 571 Chester Road, Sutton Coldfield
(Wife of John English) Theatre Director

Derek Ephraim Cotton, 14 Woodbourne Road, Birmingham 15
Chartered Surveyor

James Johnstone Gracie, 36 Chantry Road, Moseley, Birmingham 13
Company Director

Dated this 24th Day of January, 1962

Witness to the above Signatures:-

W. Bushill-Matthews,
Solicitor,
Birmingham

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
CANNON HILL TRUST LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite them respectively in the second column thereof, if not inconsistent with the subject or context -

WORDS

MEANINGS

The Act	The Companies Act, 1948
These presents	These Articles of Association, and the regulations of the Trust from time to time in force.
The Trust	The above-named Trust
The Council	The Council of Management for the time being of the Trust
The Office	The registered office of the Trust
The Seal	The common seal of the Trust
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Trust proposes to be registered is one hundred, but the Council may from time to time register an increase of Members.
3. The provisions of section 110 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a Member or sign the register of members on becoming a Member.
4. The Trust is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be Members of the Trust.
6. Persons interested in the objects and work of the Trust shall be eligible for admission as Members of the Trust on payment of an annual subscription of £10.00.
7. The Council shall have an unqualified discretion to accept or reject any application for admission and as to the class of membership to which an applicant may be admitted.
8. The Trust in general meeting may at any time alter the rate of the annual subscriptions to be paid by Members.
9. A person may terminate his membership of the Trust by giving to the Trust notice in writing to that effect in such form as the Council shall require. The rights of any Member shall be personal and shall not be transferable and shall cease upon the Member failing to pay his annual subscription within three months of its becoming due, or on his becoming bankrupt or of unsound mind. Nothing herein contained shall prejudice the rights of the Trust to claim payment of the full amount of the subscriptions which the Member shall have undertaken to pay or prevent the Member from again becoming eligible for membership.
10. Any Member may be removed from the Trust by a resolution of the Council passed by a majority of at least three-fourths of the members of the Council present and voting at a special Council meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution shall have been sent to the Member whose removal is in question to all the members of the Council and to every other person who is entitled to receive notice of meetings of the Council. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the Member whose removal is in question at least fourteen days before the meeting, and he shall be entitled to be heard by the Council at the meeting. On a member being removed, the Council shall return the due proportion of such Member's current subscription having regard to the unexpired period for which it is paid.

GENERAL MEETINGS

11. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
13. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.
14. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten Members personally present shall be a quorum.
18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

19. The President (if any) or (in his absence) the Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such President or Chairman, or if at any meeting neither of such officers shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Council, or if no such Member be present, or if all the members of the Council present decline to take the chair, they shall choose some Member of the Trust who shall be present to preside.
20. The Chairman 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon declaration of the result of the show of hands, demanded by the Chairman or by at least three Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
22. Subject to the provisions of Article 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting (if a Member) shall be entitled to a second or casting vote.
25. The demand of a 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

26. Subject as hereinafter provided, every Member shall have one vote.
27. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another Member, at any General Meeting.
28. Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. No person shall be appointed a proxy who is not a Member.
29. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
30. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed 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 twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
32. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

CANNON HILL TRUST LIMITED

"I, _____,
"of _____,
"hereby appoint _____,
"of _____, a Member of the Trust,
"and failing him, _____,
"of _____, a Member of the Trust,
"to vote for me and on my behalf at the [Annual or
"Extraordinary, or Adjourned, as the case may be]
"General Meeting of the Trust to be held on the
"day of _____,
"and at every adjournment thereof.

"As witness my hand this

day of

19 "

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

COUNCIL OF MANAGEMENT

33. Until otherwise determined by a General Meeting, the number of members of the Council shall be fifteen (15), plus three (3) nominated representatives of City of Birmingham District Council, one of whom shall be, ex officio, Chairman of the District Council's Leisure Services Committee or his representative. The Council shall have the power to co-opt up to a further five (5) persons.

34. The first members of the Council shall be:-

Alderman George Corbyn Barrow,
118 Pershore Road,
Birmingham.

Solicitor

Alderman Neville Bruce Alfred Bosworth,
54 Newhall Street,
Birmingham 3.

Solicitor

Miss Hester Nancy Burman,
Birmingham Repertory Theatre,
Station Street,
Birmingham.

Theatre Administrator

Mr. Harold Samuel Burnett,
"Dalblair",
83 Wake Green Road,
Moseley,
Birmingham 13.

Company Director

Mr. Michael Hotham Cadbury,
151 Middleton Hall Road,
Kings Norton,
Birmingham 30.

Company Director

Mr. Derek Cotton,
Messrs. Jack Cotton & Partners,
Cavendish House,
Waterloo Street,
Birmingham 2.

Chartered Surveyor

Councillor Mrs. Evelyn Margaret Crosskey,
28 Calthorpe Road,
Birmingham 15.

City Councillor

Mr. John English,
571 Chester Road,
Sutton Coldfield,
Warks.

Theatre Director

Miss Beryl Foyle,
Messrs. Boxfoldia Ltd.,
Bournbrook,
Birmingham 29.

Company Director

Mr. James Johnstone Smith,
39 Chantry Road,
Macclesfield,
Birmingham 12.

Engineer & Company
Director

Mr. Harold Gray,
100 Little Sutton Lane,
Four Oaks,
Sutton Coldfield,
Warks.

Associate Conductor,
CBSO

Alderman Ernest Walter Horton,
172 York Road,
Birmingham 26.

City Alderman

Councillor Arnold Kenneth Jackson,
Messrs. George Jackson & Co. Ltd.,
Smithfield Market,
Birmingham 5.

Company Director

Sir Herbert Manzoni,
Baskerville House,
Civic Centre,
Birmingham 1.

City Engineer
Surveyor

Alderman Frank Price,
The Murrayfield Real Estate Co.,
York House,
Great Charles Street,
Birmingham 3.

Solicitor

Miss Alicia Randle,
571 Chester Road,
Sutton Coldfield.

Theatre Manager
(Wife of J. English)

Mr. George E.E. Ross,
City of Birmingham Parks Department,
Baskerville House,
Civic Centre,
Birmingham 1.

General Manager

Mr. Edward Lionel Russell,
City of Birmingham Education Department,
Council House,
Margaret Street,
Birmingham 3.

Director of Education

Mr. Derek Salberg,
Alexandra Theatre,
Birmingham.

Theatre Director

Councillor Mrs. Joan Tomlinson,
31 The Fold,
Kings Norton,

Professor Ellis Waterhouse,
The Barber Institute of Fine Arts,
The University,
Edgbaston,
Birmingham 15.

Professor of Fine Arts

Mr. John Waterhouse,
193 Bristol Road,
Edgbaston,
Birmingham 5.

Music Critic

Alderman Harry Watton,
353 Albert Road,
Aston,
Birmingham 6.

City Alderman

Dr. Mary Woodall,
City Museum and Art Gallery,
Birmingham 3.

Director, Birmingham
Museum
and Art Gallery

Lady Joan Zuckerman,
6 Carpenter Road,
Edgbaston,
Birmingham 15.

Wife of Sir Solly
Zuckerman

35. The Council may from time to time and at any time appoint any member of the Trust as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
36. No person who is not a Member of the Trust shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL

37. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations for these presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting shall invalidate any prior act for the Council which would have been valid if such regulation had not been made.
38. The Council may at any time make, alter, add to and repeal Bye-Laws provided that no Bye-Laws shall be made which are inconsistent with or repugnant to the Act or these presents.

39. The Council may at any time invite some distinguished person to be the Patron of the Trust.
40. The Council may from time to time appoint some person to be the President of the Trust and may determine the period for which he shall hold office. The President need not be a Member.
41. The Council may from time to time appoint such persons as they shall think fit to be Vice-Presidents of the Trust for such periods and on such terms as they shall think fit. A Vice-President need not be a Member.
42. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

43. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

44. The seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

45. The office of a member of the Council shall be vacated -
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (B) If he becomes of unsound mind.
 - (C) If he ceases to be a Member of the Trust.
 - (D) If by notice in writing to the Trust he resigns his office.
 - (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
 - (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

Section 183 of the Act relating to the age limit of Directors shall not apply to the Trust.

ROTATION OF MEMBERS OF THE COUNCIL

46. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
47. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
48. The Trust may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
49. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
50. The Trust may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
51. In addition and without prejudice to the provisions of section 184 of the Act, the Trust may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified Member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

52. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

53. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of the meeting.
54. Notice of all meetings of the Council shall be given to the Architect, the Solicitor and the Accountant to the Trust and to such other professional advisers of the Trust as the Council shall determine. Every such person to whom notice is so given shall be entitled to be present at every meeting of the Council and to speak on any matter which concerns him but no such person shall be entitled to vote at any meeting of the Council.
55. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
56. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.
57. The Council may delegate any of their powers to committees consisting of such person or persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superceded by any regulations made by the Council. Provided always that no resolution of a committee shall be valid and effective unless (a) the majority of the members of the Committee present at the meeting at which such resolution is passed are Members of the Trust or (b) such resolution is confirmed by the Council.
58. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council or any such committee, shall, notwithstanding it be afterwards discovered that there were some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council or of the committee concerned.
59. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Council and of committees of the Council, and all business transacted at such meetings, and 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.
60. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

DIRECTOR

61. The Council may from time to time appoint some person whether or not a member of their body to be the Director of the Trust for such period and on such terms as to remuneration and otherwise as they shall think fit, and subject to the terms of any agreement entered into in any particular case may revoke such appointment. The first Director of the Trust shall be John English. A member of the Council who is for the time being the Director of the Trust shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of members of the Council. A person appointed to be the Director of the Trust shall not unless he is a member of the Council be deemed to be a Director in the sense in which that word is used in the Act.
62. The members of the Council may entrust to and confer upon the Director of the Trust any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ACCOUNTS

63. The Council shall cause proper books of account to be kept with respect to -

- (A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Trust; and
- (C) the assets and liabilities of the Trust.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Trust and to explain its transactions.

64. The books of account shall be kept at the office, or, subject to section 147(3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
65. The Council 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 Trust or any of them shall be open to the inspection of Members not being members of the Council, and no Member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Council or by the Trust in general meeting.
66. At the Annual General Meeting in every year the Council shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to a date not more than four months before such meeting, together with a proper balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, 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 document required by law to be annexed or attached thereto or

to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158(1) (c) 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 section 162 of the Act.

AUDIT

67. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
68. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

69. A notice may be served by the Trust upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of members.
70. Any Member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Trust.
71. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

72. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Frank Leslie Price, 68 Bryony Road, Selly Oak, Birmingham
Company Director

Beryl Foyle, 109 Bunbury Road, Birmingham 31
Joint Managing Director

Herbert Jackson, 14 Clarendon Square, Royal Leamington Spa
Architect

John English, 571 Chester Road, Sutton Coldfield
Theatre Director

Mary Alicia English, 571 Chester Road, Sutton Coldfield
(Wife of John English) Theatre Director

Derek Ephraim Cotton, 14 Woodbourne Road, Birmingham 15
Chartered Surveyor

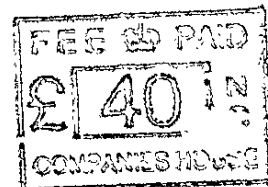
James Johnstone Gracie, 36 Chantry Road, Moseley, Birmingham 12
Company Director

Dated this 24th Day of January, 1962

Witness to the above Signatures:-

W. Bushill-Matthews,
Solicitor,
Birmingham

No: 718342



THE COMPANIES ACT 1948

THE COMPANIES ACTS 1985 and 1989

SPECIAL RESOLUTION

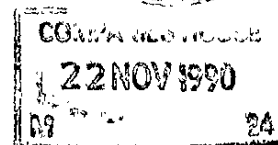
- of -

CANNON HILL TRUST LIMITED

At the 28th Annual General Meeting of Cannon Hill Trust Limited duly convened and held at Midlands Arts Centre, Cannon Hill Park, Birmingham B12 9QH on 7th November 1990 the following resolution was duly passed as a special resolution:-

That the name of the Company be changed to Midlands Arts Centre

Chair





COMPANIES FORM No. 30(5)(c)

**Declaration on change of
name omitting "limited"
or its Welsh equivalent**

30(5)(c)

Please do not
write in
this margin

Pursuant to section 30(5)(c) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

For official use

Company number

[] [] [] []

7183 49

* Insert full
name of company

Name of company

* CANNON HILL TRUST LIMITED

I, CHARLES RODERICK KING-FARLOW

of 8 VICARAGE ROAD, EDGBASTON, BIRMINGHAM B15 3ES

† delete as
appropriate

AS

[a director] [the secretary] of CANNON HILL TRUST LIMITED

do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at BIRMINGHAM,

WEST MIDLANDS

Declarant to sign below

CR King-Farlow

the twenty-first day of November

One thousand nine hundred and ninety

before me *A. J. Sherlock*

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

A. J. SHERLOCK Esq.,
SOLICITOR EMPOWERED TO ADMINISTER OATHS
GATELEY WAREING & CO.,
SOLICITORS
POST & MAIL HOUSE
26 COLMORE CIRCUS
BIRMINGHAM B4 6DD

Presentor's name address and
reference (if any):

Pinsent & Co.,
Post & Mail House,
26 Colmore Circus,
Birmingham B4 6BH.

(Ref: CRF)

For official Use
General Section

Post room

22 NOV 1990

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Companies G30(5)(c)

1985 Edition
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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 718349

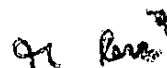
I hereby certify that

CANNON HILL TRUST LIMITED

having by special resolution changed its name,
is now incorporated under the name of

MIDLANDS ARTS CENTRE

Given under my hand at the Companies Registration Office,
Cardiff the 5 DECEMBER 1990


M. ROSE

an authorised officer

No: 718349

THE COMPANIES ACT 1948

THE COMPANIES ACTS 1985 and 1989

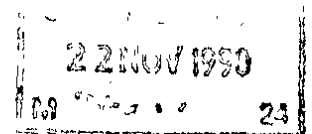
SPECIAL RESOLUTIONS

- of -

CANNON HILL TRUST LIMITED

At the 28th Annual General Meeting of Cannon Hill Trust Limited duly convened and held at the Midlands Arts Centre, Cannon Hill Park, Birmingham B12 9QH on 7th November 1990 the following resolutions were duly passed as a special resolutions:-

1. That the Memorandum of Association of the Company be altered with respect to the objects to the objects of the Company by deleting clauses 2, 3, 4, 6 and 7 and by substituting therefore the clauses set out in the draft Memorandum of Association now produced to the meeting and signed by the Chairman for the purposes of identification.
2. That the regulations produced to the meeting and signed by the Chairman for the purposes of identification be adopted as the Articles of Association for the company to the exclusion of all existing regulations.



.....
Chairman

THE COMPANIES ACT 1948

THE COMPANIES ACTS 1985 and 1989

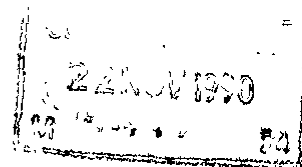
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION
of
MIDLANDS ARTS CENTRE
(as amended by Special Resolution passed on 1990)

1. The name of the Company is Midlands Arts Centre *
2. The registered office of the Company will be situate in England.
3. The object for which the Company is established is the promotion of, education in and appreciation of the arts ("the primary charitable object") and for the furtherance of the primary charitable object but for no other purpose the Company shall have power to do all or any of the following things namely:-
 - (A) To provide opportunities for the experience and appreciation of the arts and to make possible the practice and enjoyment of the arts under conditions designed to encourage technical competence and aesthetic and social satisfaction and pleasure.
 - (B) To arrange for performances, presentations, demonstrations, exhibitions and activities in all aspects of the arts, crafts and media.

*Note: Name changed from Cannon Hill Trust Limited on

1990.



- (C) To provide opportunities for young people, people with special needs, minority groups and those culturally deprived in respect of creative arts and for the development of social and personal skills.
- (D) To provide resources and facilities for artists and to assist organisations with similar charitable objectives.
- (E) To promote events, seminars and educational opportunities that increase awareness and create debate about cultural issues and development.
- (F) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of the primary charitable object, and to construct, lay out, maintain and alter any buildings, gardens, grounds and other amenities necessary or convenient for the work of the Company.
- (G) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of the primary charitable object.
- (H) To undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to the primary charitable object.
- (I) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (J) To invest the moneys of the Company not immediately required for its purposes 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.

- (K) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the primary charitable object or calculated to further the same.
- (L) To employ and pay any person or persons to supervise, organise, carry on the work of and to advise the Company and as employers of staff to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees former employees and their widows and other dependants.
- (M) To do all such other things as are incidental or conducive to the attainment of the primary charitable object.

Provided that:-

- (i) In the case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a trade union.
- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Company 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 members of the Board or other or governing body of the Company 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

Board members have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Council 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 Company were not incorporated.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum 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 the Members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 10 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the Board or other governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any such Board member, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any company of which such a Board member may be a member, and in which such Board member shall not hold more than one hundredth part of the capital, and such Board member shall not be bound to account for any share of profits he or she may receive in respect of any such payment.

5. The liability of the members is limited.

6. 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 or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she 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 among themselves, such amount as may be required not exceeding £1.
7. If upon the winding up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company 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.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Frank Leslie Price, 68, Bryony Road, Selly Oak, Birmingham.
Company Director.

Beryl Foyle, 109, Bunbury Road, Birmingham 31.
Joint Managing Director.

Herbert Jackson, 14, Clarendon Square, Royal Leamington Spa.
Architect.

John English, 571 Chester Road, Sutton Coldfield.
Theatre Director.

Mary Alicia English, 571, Chester Road, Sutton Coldfield.
(Wife of John English) Theatre Director.

Derek Ephraim Cotton, 14, Woodbourne Road, Birmingham, 15.
Chartered Surveyor.

James Johnstone Gracie, 36 Chantry Road, Moseley, Birmingham 13.
Company Director.

Dated this 24th day of January 1962

Witness to the above Signatures:-

W. Bushill-Matthews,
Solicitor,
Birmingham.

Drafted: 10.10.90

No. 718349

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

NEW
ARTICLES OF ASSOCIATION

of

MIDLANDS ARTS CENTRE

(adopted by Special Resolution passed on

1990)

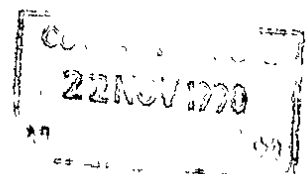
GENERAL

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS

MEANINGS

The Act	-	The Companies Act 1985
These presents	-	These Articles of Association, and the regulations of the Company from time to time in force.
Member	-	A member of the above named Company.
The Board	-	The board of management for the time being of the Company.



Board member	-	a member of the Board
The Chief Executive-		The Chief Executive of the Company appointed pursuant to Article 52 hereof.
The Office	-	The registered office of the Company.
The Seal	-	The common seal of the Company.
The United Kingdom-		Great Britain and Northern Ireland
Month	-	Calendar month.
In writing	-	Written, printed or lithographed, or partly one or partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

1. The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. Such persons interested in the objects and work of the Company as the Board shall at its discretion admit to membership in accordance with the provisions hereinafter contained shall be Members of the Company provided that the maximum number of members shall be one hundred or such higher number as the Company in general meeting shall determine.
4. The provisions of the Act with regard to the register of Members shall be observed by the Company, and every Member of the Company shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
5. The annual subscription payable by Members shall be such amount (if any) as shall from time to time be fixed by the Company in general meeting.
6. A person may resign his or her Membership of the Company by giving to the Company notice in writing. The rights of any Member shall be personal and shall not be transferable and shall cease upon the Member failing to pay any annual subscription within three months of its becoming due, or on his becoming bankrupt or of unsound mind. Nothing herein contained shall prejudice the rights of the Company to claim payment of the full amount of the subscriptions which the Member shall have undertaken to pay or prevent the Member from again becoming eligible for membership.

GENERAL MEETINGS

7. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
8. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

9. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.
10. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.
11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election of Board members in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten Members personally present shall be a quorum.

14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
15. The Chair of the Board or in his or her absence the Vice Chair shall chair every General Meeting, but if there be no such Chair or Vice Chair present and willing to preside within five minutes after the time appointed for holding the same, the Members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some Member of the Company who shall be present to preside.
16. 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least three Members present in person or by proxy, and unless a poll be so demanded a declaration by the Chair of the meeting 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 minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

18. Subject to the provisions of Article 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.
21. The demand of a 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

22. Subject as hereinafter provided, every Member shall have one vote.
23. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his Membership, shall be entitled to vote on any question at any General Meeting.
24. Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act.
25. The instrument appointing a proxy shall be in writing under the hand of the Member or of the Member's attorney duly authorised in writing, or if such Member is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed 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 twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
28. An instrument appointing a proxy may be in any common form or in such other form as the Board shall approve. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

THE BOARD

29. Until otherwise determined by a General Meeting, the number of the members of the Board (other than those nominated by Birmingham City Council) shall not be less than four nor more than eleven.
30. The Board may from time to time and at any time appoint any person as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any Board member so appointed shall retire from office at the next Annual General Meeting, but he or she shall then be eligible for re-election and shall not be taken into account in determining the Board members to retire by rotation at such meeting under these Articles.

31. Unless or until the members of the Company shall otherwise determine Birmingham City Council shall be entitled to appoint two nominated Board members. Board members so nominated shall not be taken into account for the purpose of determining the Board members to retire under these Articles or for the purpose of the maximum and minimum number of Board members under article 29 above.
32. The Board may also invite any body whether or not incorporated and whether or not a Member which has made a grant or contribution to the Company or is interested or involved in the work of the Company to appoint one or more persons to attend and speak at Board meetings but such persons shall not be Board members and shall not be entitled to vote at such meetings. Such appointments shall be made by notice in writing given to the Company by an officer of the nominating body.

ROTATION AND ELECTION OF BOARD MEMBERS

33. At each Annual General Meeting, one-third of the Board members (other than nominees of the Birmingham City Council) for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
34. The Board members to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his or her last election or appointment. A retiring Board member shall be eligible for re-election.
35. The Company may, at the meeting at which a Board member retires in manner aforesaid, fill up the vacated office by electing another person thereto, and in default the retiring Board member shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Board member shall have been put to the meeting and lost.

36. No person not being a Board member retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of the Board at any General Meeting, unless not less than four days before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some Member duly qualified to be present and vote at the meeting for which such notice is given, of the Member's intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of that person's willingness to be elected.
37. The Company may from time to time in General Meeting increase or reduce the number of Board members, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

DISQUALIFICATION OF MEMBERS OF THE BOARD

38. The office of a member of the Board shall be vacated:-
- (A) becomes bankrupt or enters into a composition with his or her creditors
 - (B) becomes of unsound mind
 - (C) by notice in writing to the Company resigns his or her office
 - (D) ceases to hold office by reason of any order made under section 295 of the Act or
 - (E) is removed from office by a resolution duly passed pursuant to section 303 of the Act.

Section 293 of the Act relating to the age limit of directors shall not apply to the Company.

MANAGEMENT POWERS OF THE BOARD

39. The business of the Company shall be managed by the Board who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
40. The Board may make and vary from time to time such rules, regulations and bye-laws for the conduct of the affairs of the Company and the use of the Company's premises as they shall think proper, but so that no rule, regulation or bye-law shall have any validity, effect or operation if it amounts to or involves an addition to or alteration of these articles which could only properly be made by special resolution of the Company in general meeting.
41. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

PROCEEDINGS OF THE BOARD

42. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall

be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.

43. A Board member may, and on the request of a Board member the Secretary shall, at any time summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
44. Subject to the Act a Board member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of that interest at a meeting of the Board in accordance with Section 317 of the Act and provided that interest is only as a trustee, director, officer, employee, member or shareholder (and he or she shall not hold more than one hundredth part of the capital) of the other party to the contract and he does not personally receive any direct benefit from the contract he or she shall not be accountable to the Company for any indirect benefit which he or she may derive from the contract and no such contract shall be liable to be avoided on the grounds of any such indirect interest or benefit.
45. A Board member shall not vote at a meeting of the Board or on a committee of the Board on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
46. The Board may from time to time elect a Chair and Vice Chair of its meetings and may determine for what period each is to hold office. If no such Chair or Vice Chair be elected or if neither be present at any meeting within five minutes after the time appointed for holding the meeting the members of the Board present shall choose one of their number to chair the meeting.
47. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the

regulations of the Company for the time being vested in the Board generally.

48. The Board may delegate any of their powers to committees consisting of such person or persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
49. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board or of any such committee, shall, notwithstanding it be afterwards discovered that that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board or of the committee concerned.
50. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be 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.
51. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

CHIEF EXECUTIVE

52. The Board may appoint such person to be the Chief Executive of the Company for such period and on such terms as to remuneration and otherwise as it shall think fit, and subject to the terms of any agreement entered into in any particular case may revoke such appointment. The Board may entrust to and confer upon the Chief Executive of the Company any of the powers exercisable by it upon such terms and conditions and with such restrictions as it may think fit, and either collaterally with or to the exclusion of its powers, and may from time to time revoke withdraw, alter or vary all or any of such powers. Any person appointed a Chief Executive of the Company may attend and speak (but shall not be entitled to vote) at all meetings of the Board and general meetings of the Company.
53. The Chief Executive shall, unless the Board shall otherwise direct, and in the absence of a Chief Executive the Board shall engage such officers and servants as the Chief Executive or the Board may consider necessary and shall fix and regulate their terms and conditions of service subject to clause 5 of the memorandum of association as the Chief Executive or the Board may think fit.

THE SECRETARY

54. The secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by it. The Board may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

THE SEAL

55. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board or of one such member and the secretary, and the said members and secretary shall sign every instrument to which the seal

shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

56. The Board shall cause proper books of account to be kept with respect to:-

- (A) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Company; and
- (C) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Company and to explain its transactions.

57. Accounting records shall be kept as required by the Act at the registered office of the Company, or at such other place or places as the Board shall think fit, and they shall always be open to inspection by all Board members and, subject to any reasonable restriction as to the time and manner of inspection imposed by the Board, by other Members of the Company or by such officer or member of Birmingham City Council as shall be authorised to do so by Birmingham City Council; but no Member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.

58. At the Annual General Meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to a date not more than ten months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, 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 document required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 240(4) 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 Members of the Company in the Meeting as required by section 241 of the Act.

AUDIT

59. 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 properly qualified Auditor or Auditors.

NOTICES

60. A notice may be served by the Company upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at the registered address or the Member as appearing in the register of Members.
61. Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him or her, shall be entitled to have notices served upon him or her at such address but, save as aforesaid and as provided by the Act, only those Members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
62. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the 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 as a prepaid letter.

DISSOLUTION

63. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

SOLUTIONS

TELEPHONE 021-200 1050

D C Cacka	Carolina Alvar	A C W. Robinson
M A C. Ormrod	D J Coome	P A Lee
M A E. Bradshaw	I P W. Trason	M A Gome
C R King Ralston	D J Pitt	A G Long
A M. Lelover	E J Moly	G P A. S. Tapp
I C J. Edwards	A K. Poulton	S V. Down
D W. Gower	A J. Pison	A H. Bradford
P J. Green	D J. Hughes	R J. P. Austin
N M. Mayberry	J M. J. Fooks	D J. Hildrop
J B. Maxham	M J. White	G B. Robinson
G R. Price	C J. Gossler	A B. Sperry

G. J. Heame CBE C. H. Hyndes F. A. Gulliford

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