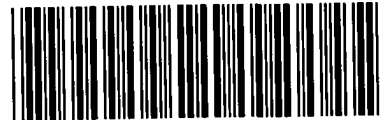


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COMPANIES HOUSE

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL ARTICLES OF ASSOCIATION OF

PHILHARMONIA LIMITED

as amended by special resolution effective 1 April 2020

1. MEMBERSHIP

- 1.1 The Charity must maintain a register of members.
- 1.2 Membership of the Charity is open to any individual interested in promoting the Objects who:
 - 1.2.1 applies to the Charity in the form required by the Board;
 - 1.2.2 is approved by the Board; and
 - 1.2.3 signs the register of members or consents in writing to become a member.
- 1.3 There shall be two categories of membership of the Charity, as follows:
 - 1.3.1 Orchestral Members; and
 - 1.3.2 Trustee Members (as defined in Article 9.3).
- 1.4 Orchestral Membership shall be available to any individual who complies with the provisions of Article 1.2 and who is, in the opinion of the Board, a regular playing member of any symphony orchestra for the time being maintained by the Charity.
- 1.5 Orchestral Members must at all times form a majority of the total membership of the Charity.
- 1.6 The Board may establish other classes of membership (including informal membership) from time to time and prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 1.7 Membership is terminated if the member concerned:
 - 1.7.1 gives written notice of resignation to the Charity; or
 - 1.7.2 dies; or
 - 1.7.3 in the case of an Orchestral Member, ceases for any reason (as determined by the Board) to be a regular playing member of a symphony orchestra for the time being maintained by the Charity; or
 - 1.7.4 in the case of a Trustee Member, ceases to be a member of the Board; or

- 1.7.5 is removed from membership of the Charity by resolution of the Board on the ground that in their reasonable opinion it is in the interests of the Charity that such person should cease to be a member of the Charity. The Board may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within fourteen clear days after receiving notice.
- 1.8 Any Orchestral Member who is notified that his/her membership is to cease in accordance with Article 1.7.3 shall have the right (within seven days of receipt of notification from the Board) to make written representations to the Board on the issue of his/her termination of membership. The Board shall give due consideration to the Orchestral Member's written representations and shall exercise its discretion to either: (i) uphold its original decision without resolution; or (ii) substitute its original decision with a decision to retain the Orchestral Member as member of the Charity. The Board shall notify the Orchestral Member of the outcome of his/her appeal within fourteen clear days after receiving the Orchestral Member's representations and any decision of the Board at that stage shall be final.
- 1.9 Any Orchestral Member who is notified that his/her membership is to cease in accordance with Article 1.7.5 (the procedure outlined in the relevant Article having been followed and such a resolution having been passed) shall have the right (within seven days of receipt of notification from the Board) to call for a meeting of the Orchestral Members of the Charity to be held, notice of which shall be given to all the Orchestral Members of the Charity within seven days of receipt of his/her request. At this meeting one member of the Board and then the Orchestral Member concerned, or a spokesman on his/her behalf, shall state their respective case and after the matter has been discussed by the meeting a vote will be taken on the motion "that [*name of Orchestral Member in question*] shall cease to be an Orchestral Member of the Charity". The decision shall require a two-thirds majority of the Orchestral Members present being in favour of the motion and will not otherwise take effect (nor will any previous resolution of the Board on this issue have any effect). In the event of such a resolution by the Board failing to obtain the necessary majority of the Orchestral Members, it shall not be open to the Board to consider another such resolution in respect of the same Orchestral Member until a period of four months from the date on which the original resolution was passed.
- 1.10 Membership of the Charity is not transferable.
- 1.11 Save as where expressly agreed in writing by the Board, playing relationships will terminate on the date that a playing member reaches age 67 (which is the normal retirement age for playing members of any symphony orchestra for the time being maintained by the Charity) at which point, to avoid doubt, Article 1.7.3 will apply.

2. OBJECTS

The Objects of the Charity are the advancement of public education through the promotion and support of the art of music (including opera, music, drama, ballet and all art forms consisting in whole or in part of music) particularly by the promotion and encouragement of orchestral music ("the Objects").

3. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To establish, maintain and manage the orchestra known as the Philharmonia Orchestra as a symphony orchestra of the highest quality.
- 3.2 To promote, sponsor, establish and manage anywhere in the world concerts, operas, ballets and performances of musical work or works including music of every description, including broadcast and television performances.
- 3.3 To enter into contracts for recording musical works, operas, ballets and works including music of every description and to provide for its dissemination through all relevant media.
- 3.4 To enter into contracts and engagements with conductors, artists, composers and authors.
- 3.5 To acquire, hire, let, manage and turn to account concert halls, theatres, opera houses, rehearsal rooms, studios, libraries and cinemas of every description.
- 3.6 To foster musical education and to promote public interest in and appreciation of music.
- 3.7 To print, issue, publish and circulate musical scores and works, periodicals, circulars, programmes, posters and other literary and display work.
- 3.8 To acquire copyright or any other right in musical, operatic, dramatic and literary works of every description.
- 3.9 To establish, sponsor, endow or administer scholarships, courses of instruction, musical and literary research and exhibitions.
- 3.10 To purchase, take on, lease or in exchange, hire or otherwise acquire any real or personal property and other rights or privileges which the Charity may think necessary or convenient for the promotion of the Objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Charity.
- 3.11 To sell, let, mortgage, dispose of, turn to account all or any of the property or assets of the Charity as may be thought expedient with a view to the promotion of the Objects.
- 3.12 To undertake and execute any charitable trusts which may lawfully be undertaken by the Charity and may be conducive to promotion of the Objects.
- 3.13 To borrow or raise money for the purposes of the Charity on such terms and on such security as may be thought fit.
- 3.14 To invest the moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, (but to invest only after obtaining such advice from a financial expert or experts (which may include any Board

Member with requisite expertise) as the Board considers necessary and having regard to the suitability of investments and the need for appropriate diversification).

- 3.15 To delegate the management of investments to a financial expert or experts, which may include third party asset managers but not any firm affiliated with a Board Member, but only on terms that:
 - 3.15.1 the investment policy is set down in writing for the financial expert by the Board;
 - 3.15.2 every transaction is reported to and reviewed at least quarterly by both the Board and the Investment Committee;
 - 3.15.3 a report of the performance of the investments is reviewed at least quarterly with the Board;
 - 3.15.4 the Board is entitled to cancel the delegation arrangement at any time;
 - 3.15.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 3.15.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board on receipt; and
 - 3.15.7 the financial expert must not do anything outside the powers of the Board.
- 3.16 To arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Board or of a financial expert acting under its instructions, and to pay any reasonable fee required.
- 3.17 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 3.18 Subject to Article 4, to employ paid or unpaid agents, staff or advisers.
- 3.19 To enter into contracts to provide services to or on behalf of other bodies.
- 3.20 To establish or acquire subsidiary companies to assist or act as agents for the Charity.
- 3.21 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 purposes of the Charity or calculated to further the Objects.
- 3.22 To receive the assets and become the sole member of Philharmonia Trust Limited (company number 00913665 and registered charity number 254191).
- 3.23 To do all such other things as are necessary or conducive to the attainment of the Objects.

4. BENEFITS TO MEMBERS OF THE CHARITY AND MEMBERS OF THE BOARD

- 4.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Charity, and no member of its Board shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity, provided that nothing herein shall prevent any payment in good faith by the Charity:
- 4.1.1 of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a member of its Board) for any services rendered to the Charity;
 - 4.1.2 of interest on money lent by any member of the Charity or of its Board at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the Board;
 - 4.1.3 of reasonable and proper rent for premises demised or let by any members of the Charity or of its Board;
 - 4.1.4 of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board may also be member holding not more than 1/100th part of the capital of that company;
 - 4.1.5 to any member of its Board of reasonable and proper out-of-pocket expenses;
 - 4.1.6 of reasonable and proper remuneration to any member of its Board for services rendered to the Charity as a member of the Orchestra for the time being maintained by the Charity (but not as a member of the Board) if the following conditions are satisfied:
 - 4.1.6.1 the remuneration is paid in pursuance of a resolution of the Board that the payment is in the best interests of the Charity; and
 - 4.1.6.2 no person receiving remuneration in pursuance of this Article 4.1.6.2 attends any meeting of the Board or participates in any vote or discussion thereof relating to his/her engagement or the remuneration or any other term or condition of his/her engagement.
 - 4.1.7 of reasonable and proper remuneration to a member of the Board holding the office of CEO (but not as member of the Board) if the following conditions are satisfied:
 - 4.1.7.1 the remuneration is paid in pursuance of a resolution of the Board that the payment is in the best interest of the Charity; and
 - 4.1.7.2 the CEO does not attend any meetings of the Board, or participate in any vote or discussion thereof, relating to his/her employment or remuneration or any other term or condition of the employment,

(this sub-clause 4.1.7 will only apply in the event that the CEO is a member of the Board)

and provided further that nothing herein shall prevent the distribution to members of the Charity (including members of the Board) of any publications of the Charity either gratis or on special terms.

4.2 Whenever a member of the Board has a personal interest in a matter to be discussed at a meeting of the Board or a committee, the person concerned must:

4.2.1 declare an interest at the meeting or at the meeting before discussion begins on the matter;

4.2.2 withdraw from the meeting for that item unless expressly invited to remain and, in which case, solely in order to provide information;

4.2.3 not be counted in the quorum for that part of the meeting; and

4.2.4 withdraw during the vote and not vote on the matter.

5. LIMITED LIABILITY

The liability of the members of the Charity is limited in accordance with Article 6.

6. GUARANTEE

Every member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same being wound up while he/she is a member, or within one year after he/she ceases to be a member, for payment of the debts and liabilities of the Charity contracted before he/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 amount themselves, such amount as may be required not exceeding £1.

7. GENERAL MEETINGS

7.1 Members are entitled to attend general meetings of the Charity personally or by proxy. Proxy forms must be delivered to the registered office of the Charity at least 48 hours (excluding weekends and bank holidays) before the meeting.

7.2 Subject to Article 7.3,

7.2.1 an AGM shall be called by giving at least twenty-one clear days' notice; and

7.2.2 all other general meetings of the Charity shall be called by giving at least fourteen clear days' notice.

7.3 A general meeting of the Charity may be called by shorter notice if it is so agreed by no less than 90% of all the members having a right to attend and vote.

- 7.4 The notice shall specify the time and place of the general meeting of the Charity, that members are entitled to appoint a proxy, the general nature of the business to be transacted and, in the case of an AGM, shall specify the meeting as such.
- 7.5 There is a quorum at a general meeting of the Charity if:
- 7.5.1 the number of Trustee Members present in person or by proxy is at least four; and
- 7.5.2 the number of Orchestral Members of the Charity present in person or by proxy is at least twenty, or ten per cent of the Orchestral Members of the Charity if greater.
- 7.6 If within half an hour after the time appointed for the general meeting of the Charity a quorum is not present, or if during a general meeting of the Charity a quorum ceases to be present, that meeting shall stand adjourned until the same day in the next week at the same time and place or such other day, time and place as the Board may determine, and, if at the adjourned meeting a quorum is not present or ceases to be present, then the member or members present shall be a quorum.
- 7.7 The Chair shall preside at every general meeting of the Charity. If the Chair is unable or unwilling to do so, the President of the Charity shall preside at the general meeting. If the President is unable or unwilling to do so, the Deputy Chair shall preside at the general meeting. If the Deputy Chair is unable or unwilling to do so, the Deputy President shall preside at the general meeting. If the Deputy President is unable or unwilling to do so, some other Trustee Member elected by those present shall preside at the general meeting. If no Trustee Member is present, a playing member of the Board shall take the chair in order to adjourn the meeting to another date.
- 7.8 The chair of a general meeting of the Charity may, with the consent of a meeting of the Charity at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted, otherwise it shall not be necessary to give any such notice.
- 7.9 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by a simple majority of the votes cast.
- 7.10 Every Orchestral Member and Trustee Member of the Charity present in person or by proxy has one vote on each issue.
- 7.11 A written resolution signed by a simple majority of those entitled to vote at a general meeting of the Charity is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.

- 7.12 The Charity may (but need not), if the Board so decides, allow the members of the Charity to cast votes in advance by post, electronic mail or other electronic means on any matter that is being decided at a general meeting. The Board shall have complete discretion to determine the extent to which and the process by which such advance voting is made available to the members of the Charity, provided that it complies with section 322A of the Companies Act.
- 7.13 The Charity must hold an AGM in every year.
- 7.14 At an AGM of the Charity, the members of the Charity:
- 7.14.1 receive the financial statements of the Charity for the previous financial year;
 - 7.14.2 receive the Board's report on the Charity's activities since the previous Board's report (if any);
 - 7.14.3 accept the retirement of those members of the Board who wish to retire or whose term of office is coming to an end;
 - 7.14.4 elect Orchestral Members of the Board to fill any vacancies arising;
 - 7.14.5 appoint auditors for the Charity; and
 - 7.14.6 may discuss and determine any issues of policy or deal with any other business which has been put before them by the Board.
- 7.15 Any general meeting of the Charity which is not an AGM is an EGM.
- 7.16 An EGM of the Charity may be called at any time by the Board or by the CEO or Secretary (as the case may be) at the direction of two or more of the members of the Board and must be convened within twenty-one days following a written request from the members in accordance with and pursuant to the provisions of the Companies Act.

8. PATRONS

- 8.1 The Board may at any time appoint (and remove) any persons to be Patrons of the Charity.
- 8.2 The position of Patron is a purely honorary position. The Patrons shall not be entitled to vote at any general meeting of the Charity merely by virtue of holding such office.
- 8.3 The appointment of Patrons of the Charity shall be by a simple majority vote of the Board.

9. THE BOARD OF TRUSTEES

- 9.1 The members of the Board as charity trustees have control of the Charity and its property and funds.
- 9.2 The Board must consist of a minimum of nine individuals (each of whom must be a member of the Charity or must have agreed in writing, following an invitation from the other

members of the Board, to become a member of the Charity). The maximum number of individuals who may be appointed to the Board is seventeen.

- 9.3 The Board shall be composed of individuals who are Orchestral Members and individuals who are not Orchestral Members (the “**Trustee Members**”), in the following proportion:

Number of Trustee Members: n

Number of Orchestral Members: $n + 1$.

- 9.4 In the event that the term of office of a member of the Board is terminated pursuant to Articles 9.8.1, 9.8.2, 9.8.3 or 9.8.4, or pursuant to Article 9.8.5 and the members of the Charity do not exercise their power under Article 9.10 to appoint a member of the Board in the departing member’s place, the remaining members of the Board shall exercise the power at Article 9.9 to co-opt a new Orchestral Member or Trustee Member, as appropriate, to restore the proportion in Article 9.3. No business requiring a vote of the Board shall be transacted at a meeting of the Board until such time as the proportion in Article 9.3 has been restored, unless 70% of the members of the Board remaining in office agree to disapply this provision.

- 9.5 Members of the Board collectively will take all reasonable and practicable steps to:

9.5.1 maintain a Board size of fifteen members of the Board (seven Trustee Members and eight Orchestral Members); and

9.5.2 maintain the proportion in Article 9.3.

- 9.6 From the date at which these Articles are adopted, the members of the Board shall be the individuals listed in Schedule 1. They shall serve until the conclusion of the meeting at which their term of office expires, as detailed in Schedule 1. They may be re-elected at that meeting for a further term of three years. Thereafter, they shall not be eligible for re-election until one year after their retirement except in exceptional circumstances where it is in the best interests of the Charity and 70% of all members of the Board (excluding the Board member in question) approve their re-election for a further term.

- 9.7 New members of the Board shall be elected as set out in this Article.

- 9.7.1 Orchestral Members of the Board are elected by the members of the Charity at an AGM for a term of three years, starting from the conclusion of the AGM at which they are elected and ending at the conclusion of the third AGM after the AGM at which they were elected. An Orchestral Member of the Board who is due to retire at the conclusion of an AGM may be re-elected at that AGM for a further term of three years. Thereafter, an Orchestral Member of the Board shall not be eligible for re-election until one year after his or her retirement except in exceptional circumstances where it is in the best interests of the Charity and 70% of all members of the Charity (excluding the Orchestral Member in question) approve the re-election.

- 9.7.2 Trustee Members of the Board are elected by majority vote of the Board on recommendation of the Nominations Committee, at the first Board meeting following an AGM of the Charity (a “**First Board Meeting**”). Trustee Members of the Board are elected for a term of three years, starting from the conclusion of the First Board Meeting at which they are elected and ending at the conclusion of the third First Board Meeting after the First Board Meeting at which they were elected. A Trustee Member of the Board who is due to retire at the conclusion of a First Board Meeting may be re-elected at that meeting for a further term of three years. Thereafter, a Trustee Member of the Board shall not be eligible for re-election until one year after his or her retirement except in exceptional circumstances where it is in the best interests of the Charity and 70% of all members of the Board (excluding the Trustee Member in question) approve the re-election.
- 9.8 A member of the Board's term of office automatically terminates if he or she:
- 9.8.1 dies;
 - 9.8.2 is disqualified under the Charities Act from acting as a charity trustee;
 - 9.8.3 ceases to be a member of the Charity (but such a person may be reinstated by resolution passed by all the other members of the Board on resuming membership of the Charity before the next AGM) or fails to become a member of the Charity within thirty days of becoming a member of the Board;
 - 9.8.4 resigns by written notice to the Board (but only if at least two members of the Board will remain in office); or
 - 9.8.5 is removed by a resolution of the members of the Charity pursuant to the provisions of the Companies Act.
- 9.9 The Board may at any time co-opt any individual who is qualified to be appointed as a member of the Board to fill a vacancy in their number in accordance with Article 9.4 but a co-opted member of the Board holds office only until the end of the next AGM (if an Orchestral Member) or First Board Meeting (if a Trustee Member).
- 9.10 The members of the Charity may, by ordinary resolution passed in accordance with Article 9.8.5, remove any member of the Board before the expiration of that member's period of office, and may by ordinary resolution appoint another qualified member in his/her place but any person so appointed shall retain his/her office so long only as the member of the Board in whose place he/she is appointed would have held the same if he/she had not been removed and the members of the Charity in exercising this power must ensure that the appointment complies with Article 9.3.
- 9.11 Every member of the Board must sign a declaration of willingness to act as a charity trustee of the Charity in such form as the Board may determine from time to time before he or she may vote at any meeting of the Board.

- 9.12 A technical defect in the appointment of a member of the Board of which the Board is unaware at the time does not invalidate decisions taken at a meeting of the Board.
- 9.13 From among their number, the members of the Board shall appoint:
- 9.13.1 a Chair, who must be:
- (a) a Trustee Member unless the Board votes unanimously otherwise;
 - (b) recommended to the Board by the Nominations Committee; and
 - (c) approved by the members of the Charity at a general meeting, such approval not to be unreasonably withheld;
- 9.13.2 a President, who must be:
- (a) an Orchestral Member of the Board and a member of the Orchestra Committee; and
 - (b) approved by the Orchestral Members of the Charity in such manner as the Board considers appropriate;
- 9.13.3 a Deputy Chair, who must be a Trustee Member; and
- 9.13.4 a Deputy President, who must be an Orchestral Member of the Board and a member of the Orchestra Committee.
- 9.14 The terms of office of the Chair, President, Deputy Chair and Deputy President of the Charity shall be governed by the provisions of this Article 9.14.
- 9.14.1 The first Chair and President of the Charity from the date at which these Articles are adopted shall be the persons listed in Schedule 2, each of whom shall serve until their successor has been appointed by the Board at the meeting referred to in Schedule 2 and that appointment has been approved by the members of the Charity or the Orchestral Members, as Articles 9.13.1(c) or 9.13.2(b) may require.
- 9.14.2 Thereafter, the Chair, President, Deputy Chair and Deputy President of the Charity are appointed for initial terms of up to three years. They may be re-appointed for a further term of up to three years. Any Chair, President, Deputy Chair or Deputy President who has served a continuous period of six years in that office shall not be eligible for re-appointment as such until an interval of twelve months has elapsed except in exceptional circumstances where 70% of all members of the Board (excluding the member in question) consider that it is in the best interests of the Charity to re-appoint the member as Chair, President, Deputy Chair or Deputy President (as the case may be) for a further term of up to three years.
- 9.14.3 A President appointed pursuant to Article 9.14.2 shall be confirmed in his or her office by a majority vote of the Board, annually at a First Board Meeting. A President

who does not secure confirmation by a majority vote of the Board at a First Board Meeting shall hold office only until the Board have appointed a successor President and that appointment has been approved by the Orchestral Members of the Charity, in accordance with Article 9.13.2.

- 9.15 The Chair shall cease to hold office upon ceasing to be a member of the Board and may be removed from the office of Chair by a resolution passed by:

9.15.1 two-thirds of Orchestral Members of the Board present and voting; and

9.15.2 two-thirds of Trustee Members of the Board present and voting (excluding the Chair).

- 9.16 The President shall cease to hold office upon ceasing to be a member of the Board or of the Orchestra Committee and may be removed from the office of President by a resolution passed by:

9.16.1 two-thirds of Orchestral Members of the Board present and voting (excluding the President); and

9.16.2 two-thirds of Trustee Members of the Board present and voting.

- 9.17 The Deputy Chair shall cease to hold office upon ceasing to be a member of the Board and may be removed from the office of Deputy Chair by a resolution of a majority of the Board (excluding the Deputy Chair).

- 9.18 The Deputy President shall cease to hold office upon ceasing to be a member of the Board or of the Orchestra Committee and may be removed from the office of Deputy President by a resolution of a majority of the Board (excluding the Deputy President).

10. THE BOARD'S PROCEEDINGS

- 10.1 The Board must hold at least four meetings each year of which at least fourteen days' prior written notice shall be given save in exceptional circumstances when agreed by all members of the Board.

- 10.2 A quorum at a meeting of the Board is:

10.2.1 except as provided in Article 10.2.2, seven members of the Board, which number must include at least three Trustee Members and three Orchestral Members; or

10.2.2 in relation to discussions and decisions about the remuneration of all the members of any symphony orchestra for the time being maintained by the Charity, four Trustee Members.

If the number of members of the Board is less than the number fixed as the quorum, the continuing member or members of the Board may act only for the purpose of filling vacancies on the Board or of calling a general meeting of the Charity.

- 10.3 A meeting of the Board may be held whether in person or by suitable electronic means agreed by the Board in which all participants may communicate with all the other participants.
- 10.4 The Chair or (if the Chair is unable or unwilling to do so) some other member of the Board chosen by the members of the Board present presides at each meeting of the Board.
- 10.5 Every issue may be determined by a simple majority of the votes cast at a meeting of the Board, but a written resolution signed by all the members of the Board is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 10.6 Except for the Chair of the Board, who in the case of an equality of votes, shall have a second or casting vote, every member of the Board has one vote on each issue.
- 10.7 A member of the Board must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A member of the Board must absent himself or herself from any discussions of the Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 10.8 If a conflict of interests arises for a member of the Board because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted members of the Board may authorise such a conflict of interests where the following conditions apply:
- 10.8.1 the conflicted member of the Board (as defined in Article 18) is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 10.8.2 the conflicted member of the Board does not vote on any such matter and is not to be counted when considering whether a quorum of the Board is present at the meeting; and
- 10.8.3 the unconflicted members of the Board consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- 10.9 In Article 10.8, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a member of the Board or to a connected person.
- 10.10 A procedural defect of which the Board are unaware at the time does not invalidate decisions taken at a meeting of the Board.

11. BOARD'S POWERS

The Board has the following powers in the administration of the Charity:

- 11.1 To appoint (and remove) any person to be the CEO to conduct the routine business and correspondence of the Charity under the direction of the Board and to carry out such other duties as shall be delegated to him/her by the Board and, if appointed, such CEO may be and act as Secretary of the Charity and Secretary to the Board. The Board shall employ such CEO on such terms and conditions and may pay him/her such remuneration as the Board shall think fit.
- 11.2 If the CEO shall not act as Secretary of the Charity, to appoint (and remove) any person to act as Secretary in accordance with the Companies Act and, provided such person is not a member of the Board, to employ such Secretary on such terms and conditions and may pay him/her such remuneration as the Board shall think fit.
- 11.3 To appoint a Chair in accordance with Article 9.13.1 and remove them in accordance with Article 9.15.
- 11.4 To appoint a President in accordance with Article 9.13.2 and remove them in accordance with Article 9.16. The President will act as an important interface between the players, management and Board. Along with the Chair and CEO, the President will form a trio at the head of the Charity in regards to matters of governance and strategic direction. The President shall serve as Chair of the Orchestra Committee, and as such will have responsibility for leading the Committee in the administration of affairs within the player group.
- 11.5 To appoint (and remove) a Treasurer and other honorary officers from among their number.
- 11.6 To appoint (and remove) titled conductors of the Philharmonia Orchestra or any other symphony orchestra from time to time maintained by the Charity, subject to the approval of the Orchestral Members of the Charity.
- 11.7 To approve the appointment of such other senior positions within the Charity as the Board deems appropriate.
- 11.8 To delegate any of their functions to and/or take advice from committees consisting of two or more individuals appointed by them and constituted in accordance with Article 12.
- 11.9 To make standing orders consistent with the Articles and the Companies Act to govern proceedings at general meetings of the Charity and to prescribe a form of proxy.
- 11.10 To make rules consistent with the Articles and the Companies Act to govern their proceedings and proceedings of committees.
- 11.11 To make regulations consistent with the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any).

11.12 To establish procedures to assist the resolution of disputes or differences within the Charity.

11.13 To exercise any powers of the Charity which are not reserved to a general meeting. In particular, any decision to merge, consolidate or reorganise the Charity (whether by amalgamation with another entity or otherwise) shall be reserved to a general meeting.

12. DELEGATION AND COMMITTEES

The Board, acting in accordance with Article 10 (and in particular the quorum requirements of Article 10.2):

12.1 may delegate by way of written terms of reference any of their functions to committees consisting of two or more individuals appointed by the Board (but in the case of the Orchestra Committee and the Artistic Committee the Board shall ensure that these committees are composed in the manner prescribed by Articles 12.2.5 and 12.2.6) but at least one member of every committee must be a member of the Board and all proceedings of committees must be reported promptly to the Board. Committees established in accordance with this Article 12.1 shall be advisory to the Board but the recommendations of the committees are not to be unreasonably disregarded by the Board;

12.2 may, in accordance with clause 12.1, establish the following committees:

12.2.1 a Finance Committee, to oversee the financial and business planning, financial processes, systems and reporting; annual audit and appointment of auditors; executive remuneration and player fees; risk management; key operational and infrastructure aspects, including IT and HR. The Finance Committee should be made up of 5 non-players and 2 players;

12.2.2 an Investments Committee, to monitor and advise on key assets; set investment strategy; monitor and review performance of the financial expert or experts appointed to whom investment management has been delegated pursuant to clause 3.15. The Investments Committee should be made up of 3 non-players and 1 player;

12.2.3 a Development Board, to support the Development team in achieving budgeted fundraising targets; extend the Charity's reach and influence, make connections, broker partnerships; support and engage with fundraising activities. The Development Board should be made up of no less than 11 non-players and 2 players, and comprise a maximum of 18 individuals;

12.2.4 an Advisory / Honorary Board, to provide advice and guidance on fundraising support and further connectivity. The Advisory / Honorary Board should be made up solely of non-players;

12.2.5 an Orchestra Committee, to oversee all matters relating to player administration, management and well-being, including development and implementation of Player Policies. The Orchestra Committee shall make recommendations to the Board with regard to the appointment of titled conductors. The Orchestra Committee shall be

made up of the President, the Deputy President and all other members of the Board who are Orchestral Members. The President shall chair the Orchestra Committee;

- 12.2.6 an Artistic Committee, to inform repertoire choices and programming; inform choice of conductors and soloists including recruitment of titled conductor positions. The Artistic Committee should be made up of 5 players elected by the members of the Charity at an AGM and 1 non-player plus one further player appointed by the Orchestra Committee from among its members; and
- 12.2.7 a Nominations Committee, to oversee appointments of Trustee Members to the Board and appointments to the senior management team, including but not limited to that of the CEO; regularly to review the skills, knowledge and diversity of the Board and to make recommendations to the Board with regard to changes; to consider succession planning for the Chair and for the other Trustee Members on the Board, taking into account the skills and expertise required on the Board; to identify and propose to the Board candidates to fill vacancies in the Trustee Members on the Board as they arise. The Nominations Committee should comprise four members of the Board, of which two shall be Trustee Members. In addition, where the Board considers it appropriate, the CEO may also form part of the Nominations Committee. The Nominations Committee shall be empowered to draw upon additional sources of support and expertise in discrete areas as appropriate;
- 12.3 may delegate the day to day management of the affairs of the Charity in accordance with the directions of the Board to any person, by such means, to such an extent, in relation to such matters and on such terms and conditions (including the payment of a salary) as they think fit;
- 12.4 shall impose conditions when delegating, including the conditions that:
 - 12.4.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
 - 12.4.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Board; and
- 12.5 may revoke or alter a delegation.

13. RECORDS & ACCOUNTS

- 13.1 The Board must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
 - 13.1.1 annual returns;
 - 13.1.2 annual reports; and
 - 13.1.3 annual financial statements.

- 13.2 The Board must keep proper records of:
- 13.2.1 all proceedings at general meetings of the Charity and written resolutions of the members of the Charity;
 - 13.2.2 all proceedings at meetings of the Board and written resolutions of the Board;
 - 13.2.3 all reports of committees; and
 - 13.2.4 all professional advice obtained.
- 13.3 Accounting records relating to the Charity must be made available for inspection by any member of the Board at any time during normal office hours and may be made available for inspection by members of the Charity who are not members of the Board if the Board so decides.
- 13.4 A copy of the Charity's latest available financial statement must be supplied on request to any member of the Board or member of the Charity. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

14. NOTICES

- 14.1 Notices under the Articles may be sent by hand, or by post or by suitable electronic means including publication on the Charity's website or (where applicable to members generally) may be published in any suitable journal or national newspaper or any journal distributed by the Charity.
- 14.2 The only address at which a member of the Charity is entitled to receive notices sent by post is an address shown in the register of members.
- 14.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

either:

- 14.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- 14.3.2 two clear days after being sent by first class post to that address;
- 14.3.3 three clear days after being sent by second class or overseas post to that address;
- 14.3.4 on the date of publication of a newspaper containing the notice;
- 14.3.5 on being handed to the member personally,

or either:

14.3.6 as soon as the member acknowledges actual receipt.

14.4 A technical defect in the giving of notice of which the Board is unaware at the time does not invalidate decisions taken at a meeting of the Charity.

15. EXCLUSION OF MODEL ARTICLES

Any model articles for a company limited by guarantee that may exist (including those constituting Schedule 2 to the Companies (Model Articles) Regulations 2008 are hereby expressly excluded.

16. DISSOLUTION

If upon winding up or dissolution of the Charity 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 Charity, but shall be given or transferred to some other institution or institutions having charitable objects similar to the Objects, 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 Charity under or by virtue of Article 4 hereof, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

17. AMENDMENTS

17.1 No amendment to the Articles may be made other than at a general meeting of the Charity by a resolution passed on a poll taken at the meeting by:

17.1.1 at least 75% of the votes cast by Orchestral Members of the Charity having a right to attend and vote; and

17.1.2 at least 75% of the votes cast by Trustee Members having a right to attend and vote,

provided that at least two-thirds of the total number of members eligible to vote on the resolution cast a vote.

18. INTERPRETATION

18.1 In the Articles, unless the context indicates another meaning:

"AGM"

means an annual general meeting of the Charity,

"the Articles"

means the Charity's articles of association,

"CEO"

means the Chief Executive Officer of the Charity,

"Chair"

means the person appointed to be the Chair of the Charity in accordance with Article 9.13.1,

"the Charities Act"

means the Charities Act 2011,

"charity trustee"

has the meaning prescribed by section 177 of the Charities Act,

"clear day"

means twenty-four hours from midnight following the relevant event,

"the Companies Act"

means the Companies Act 2006,

"conflicted member of the Board"

means a member of the Board in respect of whom a conflict of interest arises or may reasonably arise because the conflicted member of the Board or a connected person stands to receive a benefit from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity,

"connected person"

means, in relation to a member of the Board, a person connected with a director within the meaning of the Companies Act or a person connected with a charity trustee or a trustee for a charity within the meaning of the Charities Act,

"Deputy Chair"

means the individual appointed to be the Deputy Chair of the Charity in accordance with Article 9.13.3;

"Deputy President"

means the individual appointed to be the Deputy President of the Charity in accordance with Article 9.13.4;

"EGM"

means an extraordinary general meeting of the Charity,

“electronic means”

means a document or information sent initially and received at its destination by means of electronic equipment for the processing or storage of data and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means,

"financial year"

means the Charity's financial year,

“hard copy”

means a document or information sent or supplied in a paper copy or similar form capable of being read,

"informal membership"

refers to a supporter who may be called a 'member' but is not a company member of the Charity,

"material benefit"

means a benefit which may not be financial but has a monetary value,

"member" and "membership"

refer to company membership of the Charity,

"member of the Board"

means a charity trustee and director of the Charity and **"the Board"** means the Board of Trustees of the Charity whose members are its charity trustees and directors,

"month"

means calendar month,

“non-players”

means individuals who are not playing members of any symphony orchestra for the time being maintained by the Charity,

"the Objects"

means the Objects of the Charity set out in Article 2,

"the Charity"

means the company governed by the Articles,

“players”

means individuals who are playing members of any symphony orchestra for the time being maintained by the Charity,

"President"

means the individual appointed to be the President of the Charity in accordance with Article 9.13.2,

"Secretary"

means the company secretary of the Charity,

"written" or "in writing"

means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied, without limitation in hard copy, by fax, by email or by any other electronic means, and

"year"

means calendar year.

18.2 Expressions defined in the Companies Act have the same meaning.

18.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

SCHEDULE 1

Name	Orchestral Member or Trustee Member	Meeting at the end of which the Board member's term of office expires
Kevin Hathway	Orchestral Member	AGM 2020
Carol Hultmark	Orchestral Member	AGM 2020
Cheremie Hamilton-Miller	Orchestral Member	AGM 2021
Victoria Irish	Orchestral Member	AGM 2021
Laurent Ben Slimane	Orchestral Member	AGM 2022
Nuno Carapina	Orchestral Member	AGM 2022
Jan Regulski	Orchestral Member	AGM 2022
Philip White	Orchestral Member	AGM 2022
Michael Brindle QC	Trustee Member	First Board Meeting after AGM 2022
Rupert Darbyshire	Trustee Member	First Board Meeting after AGM 2022
Daan Knottenbelt	Trustee Member	First Board Meeting after AGM 2022
Sir Peter Middleton	Trustee Member	First Board Meeting after AGM 2022
Laurence Modiano	Trustee Member	First Board Meeting after AGM 2022
Saul Nathan	Trustee Member	First Board Meeting after AGM 2022
Julia Zilberman	Trustee Member	First Board Meeting after AGM 2022

SCHEDULE 2

Name	Office	Meeting at which a successor is to be appointed
Saul Nathan	Chair	First Board Meeting after AGM 2020
Victoria Irish	President	First Board Meeting after AGM 2020