

Company Number 1262018

The Companies act 1985

**COMPANY LIMITED BY A GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM

and

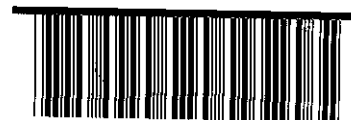
ARTICLES OF ASSOCIATION

of

CITY OF BIRMINGHAM SYMPHONY ORCHESTRA

(As amended by a Special Resolution dated 27th September 1994
and by Special Resolutions dated 13th September 2000 and
by a Special Resolution dated *31 July* 2001)

Incorporated the 7th day of June 1976



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COMPANIES HOUSE

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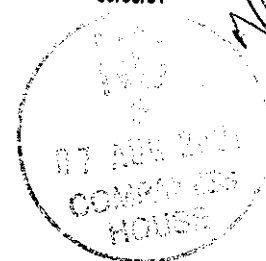
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COMPANIES HOUSE
COMPANIES HOUSE

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The Companies Act 1985



COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

CITY OF BIRMINGHAM SYMPHONY ORCHESTRA

1. The name of the Association (hereinafter called "the Association") is City of Birmingham Symphony Orchestra.
2. The Registered Office of the Association will be situate in England.
3. The objects for which the Association is established shall be:-
 - 3.1 To carry on as a going concern the undertaking of the orchestra known as the City of Birmingham Symphony Orchestra.
 - 3.2 To promote maintain or improve musical education and to encourage the arts of music, mime, drama, singing and dancing.
 - 3.3 To undertake or assist in undertaking the organisation and management of bodies of musical performers, performances involving the playing of music, lectures in the studies of music, other educational activities connected with music and bodies of students of or persons interested in music in any part of the world.
 - 3.4 To promote education in or the appreciation or practice of music, or the production of musical works, or the invention or improvement of musical instruments or of any means of reproducing music, by financial or other inducements or awards.

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

- 3.5 To make use of any mechanical, electronic or other means of recording or reproducing music and to make and sell recordings (in whatever format) and to publish or provide and to sell printed matter relating to music.
- 3.6 To establish and administer as managing or custodian trustee or to assist in the like capacity in the establishment and administration of any grant fund, foundation fund, endowment fund or any other charitable project whether of a like nature or not designed to assist in the furtherance of the objects of the Association.
- 3.7 To act as advertising or concert agents.
- 3.8 To provide places of refreshment (whether licensed or unlicensed) for the use of persons attending occasions organised by the Association.
- 3.9 To establish and maintain or to procure the establishment and maintenance of a pension fund for the employees and former employees of the Association (including any predecessor organisation taken over by the Association).
- 3.10 To support, administer or set up other charities.
- 3.11 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993).
- 3.12 To acquire or hire property of any kind.
- 3.13 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993).
- 3.14 To make grants or loans of money and to give guarantees.
- 3.15 To set aside funds for special purposes or as reserves against future expenditure.
- 3.16 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification).
- 3.17 To delegate the management of investments to a financial expert, but only on terms that:
 - 3.17.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - 3.17.2 every transaction is reported promptly to the Trustees;
 - 3.17.3 the performance of the investments is reviewed regularly with the Trustees;
 - 3.17.4 the Trustees are entitled to cancel the delegation arrangement at any time;
 - 3.17.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 3.17.6 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 Trustees on receipt; and

- 3.17.7 the financial expert must not do anything outside the powers of the Trustees
- 3.18 To arrange for investments or other property of the Association to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required.
- 3.19 To insure the property of the Association against any foreseeable risk and take out other insurance policies to protect the Association when required.
- 3.20 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.
- 3.21 Subject to clause 4 below, to employ paid or unpaid agents, staff or advisers
- 3.22 To enter into contracts to provide services to or on behalf of other bodies.
- 3.23 To establish subsidiary companies to assist or act as agents for the Association.
- 3.24 To do anything else within the law which promotes or helps to promote the Objects.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association 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 Association would make it a Trade Union.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Culture Media and Sport 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 governing body of the Association 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 governing body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division and Charity Commissioners or the Secretary of State for Culture, Media and Sport over such governing body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association, whencesover derived, shall be applied solely towards the

promotion of the objects of the Association 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 Association.

Provided that nothing herein

- (1) shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 8 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the governing body of the Association other than a representative of the players in the Association's Orchestra shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such 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 Association; provided that the provisions last aforesaid shall not apply
 - (a) to any salary paid to a member representative of the players in the Association's Orchestra by virtue of his employment by Association as a player; or
 - (b) to any payment to any company of which a member of the 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.
 - (2) shall prevent a member from receiving benefits available to the public.
5. The liability of the members is limited.
 6. Every member of the Association undertakes to contribute to the assets of the Association, 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 Association 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 50p.
 7. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to the City of Birmingham Orchestral Endowment Fund or to some other charitable institution or institutions having objects similar to the objects of the Association, 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 Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association 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.

Company Number: 1262018

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Articles of Association of

CITY OF BIRMINGHAM SYMPHONY ORCHESTRA

(adopted by Special Resolution dated 31 July 2001)

Interpretation.

1. In these articles (unless the context requires otherwise):

'the Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

'the articles' means these Articles of Association of the Company;

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

'the Company's Orchestra' means the City of Birmingham Symphony Orchestra;

'the Board' means the board of Trustees for the time being;

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

'executed' includes any mode of execution;

'Member' means a member of the Company;

'the memorandum' means the memorandum of association of the Company;

'office' means the registered office of the Company;

'Officers of the Company' means the chairman, deputy chairman and trustee for finance of the Company and such other officers as may be appointed by the Board pursuant to Article 59;

'the Players' Committee' means the representative committee or like body for the time being elected by the Players in the Company's Orchestra;

'Player' means a full time employee of the Company for the time being engaged as a musician in the Company's Orchestra;

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

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

'the Trustees' means the directors of the Company;

'the United Kingdom' means Great Britain and Northern Ireland.

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

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

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

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.

The provisions of sections 191(7) 352 and 353 of the Act 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.

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

Members

2.

- 2.1 The subscribers to the memorandum and such other persons over the age of eighteen as are admitted to membership in accordance with the rules made under these articles shall be Members. No person shall be admitted to be a Member unless his application for membership is approved by the Trustees.
- 2.2 Unless the Trustees or the Company in general meeting shall make other provision under these articles, the Trustees may in their absolute discretion permit any Member to retire, provided that after such retirement the number of Members is not less than two.

Subscriptions.

3. Members shall pay such annual subscription as shall from time to time be determined by the Board and the Board may in its discretion determine to accept a reduced subscription from any particular Member or class of Member.
4. The Board may from time to time make regulations for the compounding of annual subscriptions to cover membership for any stated period.
5. Any Member may make a voluntary contribution to the funds of the Company but such contribution shall not entitle the Member to any additional voting or other privileges whatsoever.

6. A Member may resign membership at any time by written notice to the Secretary of the Company, but no part of any subscription paid for the year then current or of any compounded sum shall be repaid.
7. The name of a Member shall be removed from the Register of the Company on death, but no part of any subscription paid for the year then current or of any compounded sum shall be repaid.
8. Membership of a Member shall automatically be determined:-
 - 8.1 by failure of a Member to pay the annual subscription within three months of the due date;
 - 8.2 by a resolution of two-thirds of the Board present and voting at a meeting of which not less than seven days' written notice shall have been given both to the members of the board and to the Member concerned, stating the grounds on which the resolution is based and informing the Member that at such meeting and before such resolution is passed he will have an opportunity of making to the Board either orally or in writing such representations as he may think fit. On such resolution being passed, no part of any such subscription paid for the year then current or of any compounded sum shall be repaid;
 - 8.3 by employment of a Member by the Company.

Honorary Office.

9. The Company in general meeting may from time to time elect to such honorary office as may seem suitable to the Company any person who by distinction of character or conduct is deemed fit to receive such honorary office. An honorary officer shall not by virtue of his appointment become or be bound to become a Member or entitled to or subject to any of the rights or liabilities of membership.

General Meetings.

10. The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such times and places as the Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
11. The Trustees may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of such requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any Member may call a general meeting.

Notice of General Meetings.

12. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - 12.1 in the case of an annual general meeting, by all the Members entitled to attend and vote; and

- 12.2 in the case of any other meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the Members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the Members and to the Trustees and the auditors of the Company.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings.

14. No business shall be transacted at any meeting unless a quorum is present. Twenty persons entitled to vote upon the business to be transacted, each being a Member or a duly authorised representative of a Member shall constitute a quorum.
15. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
16. The chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman.
17. If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
18. A Trustee shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
19. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had 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.
20. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 20.1 by the chairman; or
- 20.2 by at least five Members having the right to vote at the meeting; or

- 20.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
21. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
22. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
23. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
25. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
26. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
27. On a poll votes may be given either personally or by proxy. A Member may appoint more than one proxy to attend on the same occasion.
28. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve) -

"City of Birmingham Symphony Orchestra

I/We, _____, of _____, being a Member /Members of the
above-named Company, hereby appoint _____ of _____ or
failing him, _____ of _____, as my/our proxy to vote in my/our name(s)
and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on
20 _____, and at any adjournment thereof.

Signed on _____ 20 ____."

29. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve)-

"City of Birmingham Symphony Orchestra

I/We, _____, of _____, being a Member /Members of the above-named Company, hereby appoint _____ of _____, or failing him, _____ of _____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on 20 _____, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on _____ 20 ____."

30. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may:

30.1 be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

30.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

30.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Trustee;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

Votes of Members.

31. Subject to article 24, every Member shall have one vote.

32. No Member shall be entitled to vote at any general meeting unless all moneys or subscriptions then payable by him to the Company have been paid.

33. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
34. A vote given or poll demanded by proxy or by the duly authorised representative of a Member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly delivered, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
35. Any organisation which is a Member may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual Member.

Appointment of Trustees.

36. The number of Trustees shall be not less than five but (unless otherwise determined by ordinary resolution) shall be not more than thirteen and all Trustees shall be appointed as provided subsequently in the articles.
- 37.
- 37.1 The Board shall consist of thirteen persons namely:
- 37.1.1 seven Members elected in accordance with article 41 and duly nominated in accordance with article 42, who shall retire by rotation as provided by these articles (hereinafter called "the Elected Trustees");
 - 37.1.2 two persons being members of the Birmingham City Council (but not necessarily being Members) nominated in writing by and who shall hold office for a period not exceeding 6 years from the date of his nomination (hereinafter called "the Council Nominated Trustees");
 - 37.1.3 two Players nominated in accordance with article 43 and who shall hold office for a period not exceeding 6 years from the date of his nomination (hereinafter called "nominated Player Trustees");
 - 37.1.4 two persons not necessarily being Members but deemed to be suitably qualified and nominated by the Board who shall retire at the next annual general meeting (hereinafter called "the Board Nominated Trustees").
- 37.2 A Council Nominated Trustee and/or a nominated Player Trustee shall not be eligible for re-nomination until a period of one year has elapsed from the expiry of the period of his nomination and then shall only be eligible for a period no longer than 3 years.

- 37.3 A Board Nominated Trustee shall not be eligible for re-nomination if he has held office for more than six consecutive years unless at least one year has elapsed since his retirement in which case he shall be eligible for nomination for a period no longer than three years.
- 38.
- 38.1 Any casual vacancy among the Elected Trustees shall be filled by co-option by the Board. The persons co-opted shall retire at the next annual general meeting but shall be eligible for election.
- 38.2 Any casual vacancy among the Council Nominated Trustees shall be filled by written nomination from the body responsible for the original nomination and the person so nominated shall (subject to Article 37.1) hold office at the pleasure of the nominating body.
- 38.3 Any casual vacancy among the nominated Player Trustees shall be filled by nomination in accordance with article 43 and the Player so nominated shall (subject to Article 37.1) hold office at the pleasure of the Company's Orchestra.
- 39.
- 39.1 Save as provided by articles 37 and 38, no person who is not a Member shall be eligible to hold office as a Trustee.
- 39.2 No person other than a Player shall be eligible to hold office as a nominated Player Trustee.
40. So long as the Company shall receive a grant from West Midlands Arts, West Midlands Arts shall be entitled to nominate not more than two persons to attend and to speak (but not to vote) at meetings of the Board and to receive all papers placed before the Board. For the purposes of this Article 40 "West Midlands Arts" shall include any successor to the organisation known as West Midlands Arts at the date of adoption of these Articles of Association.
- 41 The election of the Elected Trustees shall be effected in the following manner:-
- 41.1 If the number of candidates for election who have been duly nominated in accordance with article 42 shall not exceed the number of vacancies to be filled:-
- 41.1.1 There shall be sent to each Member with the notice convening a general meeting at which an election is to be held a statement of the number of vacancies to be filled and the names and addresses (with short biographical particulars) of the candidates for election. The statement shall also contain a notice that the candidates duly nominated shall be declared elected at the general meeting, a reproduction of this regulation of this article 41.1 and the name and address of the auditors of the Company.
- 41.1.2 The candidates duly nominated shall be declared elected at the general meeting.
- 41.2 if the number of candidates for election who have been duly nominated in accordance with article 42 shall exceed the number of vacancies to be filled:-
- 41.2.1 There shall be sent to each Member with the notice convening a general meeting at which an election is to be held a voting paper stating the number of vacancies to be

filled and the names and addresses (with short biographical particulars) of the candidates for election. The voting papers shall also contain a reproduction of this Article and the names and addresses of the Company's auditors.

- 41.2.2 Each Member desiring to vote shall complete the paper by marking one vote against each of the names of not more than that number of candidates which shall equal the number of vacancies and signing it.
- 41.2.3 The completed voting paper must be returned to the auditors to the Company not later than twelve noon on the day (other than Saturday, Sunday or a public holiday) preceding the general meeting at which the vote is to be cast. If the day preceding the general meeting is a Saturday, Sunday or public holiday, the completed voting paper must be received by the auditors not later than twelve noon on the fourth day prior to the day of the meeting.
- 41.2.4 The number of votes cast for each candidate shall be counted by two scrutineers (who shall not be Members) appointed by the auditors of the Company.
- 41.2.5 The candidates receiving the most votes shall be declared elected. In the event of two or more candidates receiving an equal number of votes for the last vacancy, they shall draw lots.
- 41.2.6 A voting paper casting more votes than there are vacancies or more than one vote for any one candidate or being unsigned or being received late shall be wholly invalid.

42.

- 42.1 No person shall be eligible for election to the Board as an Elected Trustee at any general meeting, unless not less than forty-nine days prior to the advertised date of the meeting there shall have been given to the Secretary notice in writing by two Members duly qualified to be present and vote at the meeting for which such notice is given, of their 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.
- 42.2 The advertised date shall be the date of which the Board shall be given not less than four months' notice in writing either by individual notice to each Member or by notice in some publication by the Board to all Members.
- 42.3 Notice given in accordance with the preceding sub-paragraphs shall not be invalidated by reason of the general meeting concerned being subsequently lawfully convened and held on some day other than the advertised date.

43.

Every nomination of a nominated Player Trustee shall be made by the Players or, in default, by the Board. The name of each person successfully nominated shall be notified in writing to the Board by the chairman of the Players' Committee or in default by the chairman of the Board.

Rotation of Trustees.

44.

44.1 At each annual general meeting, each Elected Trustee who was elected or last re-elected at or before the annual general meeting held in the third calendar year before the current year shall retire from office.

44.2 An Elected Trustee who retires under article 44.1 is eligible for re-election at the annual general meeting unless he has held office at six or more consecutive annual general meetings of the Company in which case he will not be eligible for re-election until a period of at least one year has elapsed since his retirement and then shall only be eligible for election for a period no longer than three years.

45. The number of Trustees to go out of office under article 44 shall be made up first from those elected Trustees co-opted under article 38, secondly from those Trustees who shall have ceased to be Trustees during the previous year but whose vacancies shall not have been filled by co-option under article 38, and thirdly from those Trustees who shall have been longest in office since the date of their last elections respectively, and in this last case, where the seniorities are equal, the Board shall decide on the Trustees to retire.

46. In addition and without prejudice to the provisions of sections 303 and 304 of the Act and Section 14 of the Companies Consolidation (Consequential Provisions) Act 1985, the Company may by Extraordinary Resolution remove any elected Trustee 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.

Disqualification and Removal of Trustees.

47. The office of a Trustee shall be vacated:-

47.1 If a receiving order is made against him or he makes any arrangement or composition with his creditors;

47.2 If he becomes of unsound mind;

47.3 If being one of the Elected Trustees he ceases to be a Member;

47.4 If by notice in writing to the Company he resigns his office;

47.5 If he ceases to hold office by reason of any order made under sections 295-299 and Schedule 12 of the Act;

47.6 If he is removed from office by the resolution duly passed pursuant to sections 303, 304 of the Act and Section 14 of the Companies Consolidation (Consequential Provisions) Act 1985;

47.7 If he ceases to be a Member by virtue of section 293 of the Act;

47.8 If being one of the nominated Player Trustees he ceases to be a Player;

- 47.9 If being one of the Council Nominated Trustees or nominated Player Trustees the period of his nomination or re-nomination shall have expired.

Trustees' Expenses.

48. The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Proceedings of Trustees.

49. Subject to the provisions of the articles, the Trustees may regulate their proceedings as they think fit. At the request of any three Trustees, the secretary or any Trustee shall call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
50. Subject to article 51 the quorum for the transaction of the business of the Trustees shall be five Trustees and at any such meeting the Board shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Company for the time being vested in the Board generally.
51. The Trustees may act notwithstanding any vacancies in their number, so long as the vacancies among the elected Members do not exceed three. If the vacancies exceed that number the continuing Trustees or Trustee may act only for the purpose of filling vacancies in their body or of calling a general meeting.
52. If there is no Trustee holding the office of Chairman, or if the Trustee holding the office of chairman or deputy chairman is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.
53. The Trustees may appoint one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such subcommittees shall be fully and promptly reported to the Trustees. Any committee so appointed shall conform to any regulations that may be imposed on it by the Board. Members of such a committee or committees shall be such persons (not necessarily being Trustees or Members) as the Board shall deem suitably qualified.
54. All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
55. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

56. Any bank account in which any part of the assets of the Company is deposited shall be operated by the Trustees and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed in accordance with the bank mandates in place from time to time.

Powers of Trustees.

57. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the Trustees who may exercise all the powers of the Company. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Trustees by the articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
58. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Trustees shall have the following powers, namely:
- 58.1 to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company; and
- 58.2 to enter into contracts on behalf of the Company.

Officers of the Company.

- 59.
- 59.1 The Board shall from their own numbers appoint a chairman, deputy chairman and a trustee for finance and may appoint such other officer as it thinks fit. Subject to clause 4 of the Memorandum, appointment shall be made for one year only and upon such other conditions as may be thought fit and any person so appointed may be removed by the Board.
- 59.2 The Officers of the Company shall perform such duties in relation to the administration of the Company as the Board shall from time to time decide, save that the chairman or the deputy chairman shall take the chair at any general meeting of the Company at which he is present.

Secretary.

60. The secretary shall be appointed by the Board for such time and upon such other conditions as they may think fit, and any secretary so appointed may be removed by them. The provisions of sections 283(1) - (3) and 284 of the Act shall apply and be observed. 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.

Minutes.

61.

61.1 The Board shall cause proper minutes to be made of all appointments of Officers of the Company made by the Board and of the proceedings of all meetings of the Company and of the Board 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.

61.2 Committees of the Board shall cause proper minutes to be made of all proceedings and all business transacted at their meetings, and any 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 further proof of the facts therein stated.

The Seal.

62. The seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

Accounts.

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

63.1 all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;

63.2 all sales and purchases of services or goods by the Company;

63.3 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 the affairs of the Company and to explain its transactions.

64. The books of account shall be kept at the office or, subject to section 222(1) and (2) of the Act, at such other place or places as the Board shall think fit, and shall be open to the inspection of the Trustees.

65. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Trustees, and no Member (not being a Trustee) 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.

66. At the annual general meeting in every year except the first the Board shall lay before the Company 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 Company) made up to a date not more than six 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 property reports of the Board and the auditors of the Company, 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 section 240(4) of the Act, be sent to the auditors of the Company 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 241 of the Act.

Audit.

67. Once at least in every year the accounts of the Company shall be examined by one or more properly qualified auditor or auditors.
68. Auditors shall be appointed and their duties regulated in accordance with sections 241, 384, 385, 386, 387(2), 388 and 389 of the Act.

Annual Report.

69. The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return.

70. The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices.

71. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
72. The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.
73. A Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

74. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted.

Indemnity.

75. Subject to the provisions of the Act every Trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Rules.

76. The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of Membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- 76.1 the admission and classification of Members (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - 76.2 the conduct of Members in relation to one another, and to the Company's servants;
 - 76.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - 76.4 the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the articles;
 - 76.5 generally, all such matters as are commonly the subject matter of Company rules.
77. The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of Members all such rules or bye laws, which shall be binding on all Members. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Dissolution.

78. 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.