

**THE COMPANIES ACTS 1948-2006**  
**COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**(which include, by virtue of s28 Companies Act 2006,  
provisions previously contained in the Memorandum of  
Association)**

**OF CULTURA TRUST**

**Incorporated on 29<sup>th</sup> July 1982  
under No 1654806**

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WEDNESDAY



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COMPANIES HOUSE

## Memorandum of Association of Cultura Trust<sup>1</sup>

1. The name of the Company is Cultura Trust (hereinafter called "the Trust").
  2. The Registered Office of the Trust will be situated in England and Wales.
  3. The Trust is established for the public benefit for the following purposes:
    - 3.1 to promote the high standards of planning and architecture in or affecting the area of benefit\*;
    - 3.2 to educate the public in the geography, history, natural history and architecture of the area of benefit\*; and
    - 3.3 to secure the preservation, protection, development and improvement of buildings (including any building as defined in section 290(1) of the Town and Country Planning Act 1971) and other features of historic architectural or public interest in the area of benefit\*;
- \*and the "area of benefit" shall mean the area comprising the counties of Cleveland, Cumbria, Durham, Northumberland, North Yorkshire and Tyne and Wear ("the Northern Regions") and Scotland and elsewhere as the Directors may from time to time decide provided that the Directors shall regard the Northern Regions as their primary concern.
4. In furtherance of these objects, but not otherwise, the Trust shall have power to do all or any of the following things:-
    - 4.1 to buy or otherwise acquire buildings or land or any estate or interest therein;
    - 4.2 to sell, lease, exchange, mortgage or otherwise dispose of buildings or land or any estate or interest therein;
    - 4.3 to repair, renovate, restore, rebuild and generally to maintain and develop any buildings or land;
    - 4.4 to buy or otherwise acquire furniture and equipment for use in connection with any buildings or land; and to sell, lease or otherwise dispose of any such furniture or equipment;
    - 4.5 to make such arrangements as are necessary to enable the public to view and enjoy any buildings (whether free or at a charge);
    - 4.6 to publish books or pamphlets or in other appropriate manner to make known to the public the existence of such buildings as are mentioned in the objects of the Trust or the features of special interest of such buildings;
    - 4.7 to undertake or support research into the means of preserving old buildings and to publish or ensure or support the publication of the results of any such research;

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<sup>1</sup> Formerly North of England Civic Trust, formerly North East Civic Trust, formerly Northern Heritage Trust Limited

- 4.8 to raise funds by subscriptions, donations, grants, loans or otherwise for the purposes of the Trust; to invite and accept gifts of all sorts and whether inter vivos or by will and whether or not subject to conditions and to carry out any condition imposed on any gift which may be accepted;
- 4.9 to constitute special charitable trusts for any particular purposes of the Trust and, to act as trustee of any such special trust whether constituted by the Trust or otherwise;
- 4.10 to enter into and carry out contracts;
- 4.11 to employ and remunerate staff, to employ and remunerate agents, and to make all reasonable and necessary provision for the payment of pensions or superannuation to or on behalf of employees and their widows and other dependants;
- 4.12 to borrow money for the purposes of the Trust on such terms and on such security (if any) as may be thought fit;
- 4.13 to invest the moneys of the Trust not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter mentioned;
- 4.14 to delegate the management of investments to a Financial Expert but only on terms that:
  - 4.14.1 the investment policy is set down in writing for the Financial Expert by the Directors;
  - 4.14.2 every transaction is reported promptly to the Directors;
  - 4.14.3 the performance of the investments is reviewed regularly with the Directors;
  - 4.14.4 the Directors are entitled to cancel the delegation arrangements at any time;
  - 4.14.5 the investment policy and the delegation arrangement are reviewed at least once a year;
  - 4.14.6 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 Directors on receipt; and
  - 4.14.7 the Financial Expert must not do anything outside the powers of the Directors;
- 4.15 to make planning applications and applications for consent under byelaws or building regulations and other like applications;

- 4.16 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 Trust or calculated to further its objects;
- 4.17 to co-operate with any local authority or other body concerned to achieve the objects of the Trust;
- 4.18 to make representations at public inquiries or in such other ways as shall from time to time appear necessary and take such other lawful action as shall be calculated to promote the aforesaid objects;
- 4.19 to insure the Directors 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 Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty);
- 4.20 to encourage groups of persons to form branches, friends groups or other voluntary groups and provide an organisation within which they should conduct their business which must be for, or conducive to, the objects and at its discretion to dissolve any such branches, friends groups or other voluntary groups or dissociate them from the Trust Each branch, friends group or other voluntary group shall be constituted and its affairs shall be carried on in accordance with regulations approved from time to time by the Directors;
- 4.21 to insure the property and assets of the Trust against any foreseeable risk and take out other insurance policies to protect the Trust when required;
- 4.22 to subscribe to, support, affiliate, become a member of, transfer all or any of the Trust's property to, amalgamate with or cooperate with any other charitable organisation, institution, society or body not formed for or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are, wholly or in part, similar to those of the Trust and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Trust;
- 4.23 to purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Trust of any one or more of the charitable organisations, institutions, societies or bodies having objects altogether or in part similar to the objects;
- 4.24 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 4.25 in so far as is permitted by law, to give all kinds of indemnities and to guarantee the performance of the obligations and liabilities of any

person in each case either with or without the Trust receiving any consideration or advantage;

- 4.26 to arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- 4.27 to provide financial assistance, to make grants or loans of money, to give guarantees and donations to and to provide equipment and apparatus;
- 4.28 to establish or acquire subsidiary companies to assist or act as agents for the Trust;
- 4.29 generally, to do any things necessary or incidental to the attainment of the Trust's main object;

Provided that:-

- 4.29.1 in case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
  - 4.29.2 the Trust shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
  - 4.29.3 in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commission the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.
5. The income and property of the Trust shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly to Members of the Trust and no Director shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Trust provided that nothing herein shall prevent any payment in good faith by the Trust:-
- 5.1 of reasonable and proper remuneration to any Member or officer or employee of the Trust in accordance with the Articles of Association for the time being for any professional services rendered to the Trust or to any Director for services in accordance with the provisions of s73A-C Charities Act 2006;
  - 5.2 of interest on money lent by any Member of the Trust or any Director at a reasonable and proper rate per annum;
  - 5.3 of reasonable and proper rent for premises demised or let by any Member of the Trust or any Director;

- 5.4 of fees, remuneration or other benefit in money or money's worth to a company of which a Director may be a member holding not more than one hundredth part of the capital of that company;
- 5.5 to any Director of out of pocket expenses;
- 5.6 to provide indemnity insurance to cover the liability of the Directors:
  - 5.6.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the company; and
  - 5.6.2 to make contributions to the assets of the company in accordance with the provisions of section 214 of the Insolvency Act 1986.

Any such insurance in the case of 5.6.1 shall not extend to:

- (a) any liability resulting from conduct which the Directors knew, or must be assumed to have known, was not in the best interests of the company, or which the Directors did not care whether it was in the best interests of the company or not; or
- (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors; or
- (c) any liability to pay a fine.

Any insurance in the case of 5.6.2 shall not extend to any liability to make such a contribution where the basis of the Director's liability is his knowledge prior to the insolvent liquidation of that company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the company would avoid going into insolvent liquidation.

- 6. The liability of the Members is limited.
- 7. Every Member of the Trust undertakes to contribute to the assets of the Trust in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound (£1.00).
- 8. If upon the winding up or dissolution of the Trust there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members of the Trust, but shall be given or transferred subject to the approval of the Charity Commissioners to some other charitable institution or institutions having objects similar to

the objects of the Trust and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as imposed on the Trust under or by virtue of Clause 4, such institution or institutions to be determined by the Members of the Trust at or before the time of the dissolution and if and so far as effect cannot be given to the aforesaid provision then to some other charitable object.

9. Nothing in this Articles of Association shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

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

#### Names, Addresses and Descriptions of Subscribers

John Harold Vick Sutcliffe  
Chapelgarth, Great Broughton  
Middlesbrough, Cleveland TS9 7ET  
Company Director

Robin Alfred Rackham  
Lartington Hall  
Lartington  
Barnard Castle  
Co Durham  
Airline Pilot

Dated 14 June 1982 (Northern Heritage Trust)

#### Witness to the Above Signatures

Neville Whittaker  
22 Thornhill Terrace  
Sunderland  
Tyne and Wear  
Architect/ Director Civic Trust NE

Written Resolution incorporating Northern Heritage Trust under the name of North East Civic Trust March 1989

#### Signed by

Leslie Bamford  
Diana Rowntree  
P T Deakin  
John Sutcliffe  
Robin Rackham

Resolution approving amendments to the Mem and Arts as incorporated above 10th March 2003

Resolution approving amendments to the Mem and Arts as incorporated above 8<sup>th</sup> September 2003

Resolution incorporating North East Civic Trust under the name of North of England Civic Trust June 2004 approved unanimously by the Board

Resolution incorporating Cultura Trust under the name of North of England Civic Trust March 2019 approved unanimously by the Board

Resolution for the insertion of clause 9 above approved unanimously by the Board in June 2020.

Signed 24<sup>th</sup> June 2020

  
Celia MacKenzie  
Acting Chair

The Companies Acts 1948 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of  
Cultura Trust

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

<b>Words</b>	<b>Meanings</b>
These Articles	The Articles of Association of the Trust as from time to time amended
A Committee	A Committee of the Directors
The Directors	The Board of Directors for the time being of the Trust
Financial Expert	An individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000
Member	A Member of the Trust as defined in Articles 3 and 4
The Register of Members	The Register of Members for the time being of the Trust



The Registered Office	The Registered Office for the time being of the Trust
The Seal	The Common Seal of the Trust (if it has one)
The Secretary	Any person appointed to perform the duties of Secretary of the Trust
The Statutes	The Companies Act 2006, and every statutory modification, replacement or re-enactment of it for the time being in force
The Trust	The company regulated by these Articles

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form including email.

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

Words importing the masculine gender only shall include the feminine gender and vice versa.

Words importing persons shall include corporations, unincorporated associations, governments, local authorities, states, partnerships, schemes, funds and trusts (in each case, whether or not having separate legal personality).

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

General rules shall not be given a restrictive interpretation by reason of their being preceded or followed by words indicating a particular class of acts, matters or things.

The Companies (Model Articles) Regulations 2008 shall not apply to the Trust.

## **MEMBERS**

2. The number of Members with which the Trust proposed to be registered is 100 but the Directors may from time to time register an increase in the number of Members.
3. The following persons shall be Members:-
  - 3.1 the persons who are Members at the date on which these Articles are adopted; or
  - 3.2 the Directors on appointment or election; or

- 3.3 such other persons as the Directors shall admit to membership in accordance with the provisions of Article 4.
4. Applications for membership shall be in such form as the Directors may from time to time prescribe. An application for membership shall be approved or rejected by the Directors who shall not be bound or required to give any grounds or reason for the rejection of an applicant.
5. A Member shall cease to be a Member and his name shall be removed from the Register of Members if any of the following apply:
- 5.1 being a Member by reason only of his being a Director he shall cease to be a Director;
  - 5.2 he resigns by giving one month's notice in writing of his resignation to the Trust;
  - 5.3 any sum contracted by him to be paid to the Trust or due and payable by him to the Trust is not paid within 28 days of its due date, and the Directors resolve that he shall cease to be a Member;
  - 5.4 in the case of a corporate Member, a resolution is passed or an order is made for its winding up or it is placed in liquidation, or if an administrator or receiver is appointed, or it ceases to exist;
  - 5.5 he otherwise ceases to qualify for membership under these Articles; and/ or
  - 5.6 he is removed from membership by resolution of the Directors on the ground that in their reasonable opinion the Member's continued membership is harmful to the interests of the Trust (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within twenty-one clear days after receiving such notice).

A person ceasing to be a Member under the provisions of this Article shall be notified in writing by the Secretary to that effect and shall not be eligible for re-admission as a Member unless otherwise determined by the Directors.

6. The Trust shall keep a Register of Members in accordance with the Statutes.

#### **GENERAL MEETINGS**

7. The Trust may in each year hold a general meeting as its Annual General Meeting and, if it does hold such a meeting, shall specify the meeting as such in the Notices calling it. All General Meetings other than Annual General Meetings shall be called General Meetings.
8. The Directors may, whenever they think fit, convene a General Meeting and General Meetings shall be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Statutes.

## **NOTICE OF GENERAL MEETINGS**

9. A General Meeting shall be called upon fourteen days' notice in writing. Such notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and the nature of the business to be discussed and shall be given in the manner mentioned in these Articles or in such manner, if any, as may be prescribed by the Trust in General Meeting to such persons as are, under these Articles, entitled to received such notices from the Trust.

Provided that a General Meeting of the Trust shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- 9.1 in the case of an Annual General Meeting by all Members entitled to attend and vote thereat; and
- 9.2 in any other case by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety per cent of the total voting rights at that meeting of all the Members.
10. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to received the same shall not invalidate the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

11. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three Members present in person or by proxy shall be a quorum.
12. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Directors shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
13. The Chairman of the Directors shall preside as Chairman at every General Meeting but if the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to preside the Members present shall choose a Director or, if no Director is present, or if all the Directors present decline to take the chair, they shall choose some Member who shall be present and willing to preside.
14. The Chairman may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.

15. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman, or by at least three members present in person or by proxy, or by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting power of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, or has been carried unanimously or by a particular majority or lost, or not carried by a particular majority, coupled with an entry to that effect in the Minute Book of the Trust, shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
17. If a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
18. A demand for a poll may be withdrawn.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
20. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded.
21. Subject to the provisions of the Statutes a resolution in writing agreed to by the proportion of Members who would be required to pass such resolution at a General Meeting shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held.

#### **VOTES OF MEMBERS**

22. Subject as hereinafter provided, every Member shall have one vote.
23. Votes may be given on a show of hands or on a poll either personally or by proxy.
24. A proxy shall be appointed by an instrument in writing under the hand of the appointee or of his attorney duly authorised in writing, or, if the appointee is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a Member and shall have the same right to speak as the Member appointing him.
25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of that power or authority shall be deposited at the Registered Office or at such place within England or Wales as is specified for that purpose in the

notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 48 hours before the time appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid.

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

#### **FORM OF PROXY CULTURA TRUST**

I,  
of  
being a Member of the above named Trust hereby appoint

of  
or failing him

of  
or failing him

of

as my proxy to vote for me on my behalf at the [Annual] or Adjourned  
General Meeting of the Trust to be held on the .....day of  
.....20 , and at any adjournment thereof.

Dated this .....day of .....20

Signature of Appointor.

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

27. Any Corporation which is a member of the Trust may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust or of any class of Members of the Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that Corporation could exercise if it were an individual member of the Trust.

#### **DIRECTORS**

28. Unless otherwise determined by the Trust in General Meeting the number of Directors shall be not less than three and not more than ten.
29. The first Directors shall be the Directors in office at the date on which these Articles are adopted whose terms of office shall be unaffected by such adoption.

30. Subject as provided in Clause 4 of the Memorandum of Association of the Trust the Trust may from time to time and at any time appoint any Member or other person who is willing to accept membership as a Director, and the Directors may at any time appoint any person as a Director, to fill a casual vacancy or by way of addition to the existing Directors provided that the prescribed maximum is not exceeded.
31. No person who is neither a Member nor willing to accept membership shall in any circumstances be eligible to hold office as a Director.

### **BORROWING POWERS**

32. Without prejudice to their general powers the Director may exercise all the powers of the Trust to borrow money, and to mortgage or charge its undertaking and property or any part of it, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Trust or of any third party.

### **POWERS AND DUTIES OF THE DIRECTORS**

33. The affairs and property of the Trust shall be controlled and managed by the Directors. They may exercise all such powers of the Trust and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by the Statutes or these Articles required to be exercised or done by the Trust in General Meeting, subject nevertheless to the regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations and provisions as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
34. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Trust for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
35. The Directors shall provide for the engagement of such other officers and employees as they may consider necessary, and the regulation of their duties and the fixing of their terms of employment.
36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Trust shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.

37. The Directors shall cause proper minutes to be made in books provided for the purpose of the names of Directors present at each meeting of the Directors and of any Committee and of all resolutions passed at and proceedings of all meetings of the Trust, the Directors and Committees. Such minutes, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the same body shall be sufficient evidence without any further proof of the facts in those minutes.

#### **DISQUALIFICATION OF DIRECTORS**

38. The office of a Director shall be vacated if:

- 38.1 he ceases to be a Member;
  - 38.2 he dies or becomes subject to a bankruptcy order or he makes any arrangement or composition with his creditors;
  - 38.3 he is suffering from a mental disorder or mental incapacity and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental health or mental capacity or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity;
  - 38.4 in the case of a corporate trustee, a resolution is passed or an order is made for its winding up or it is placed in liquidation, or an administrator or a liquidator is appointed, or ceases to exist;
  - 38.5 by notice in writing to the Trust he resigns his office;
  - 38.6 he is disqualified from acting as a trustee under any statute or ceases to hold office by virtue of any provision of the Statutes or is prohibited by law from holding office;
  - 38.7 he is disqualified in accordance with any rules, regulations or codes in force from time to time and applicable to Directors;
  - 38.8 he is removed by the Directors on the basis that in their reasonable opinion, his conduct or behaviour is detrimental to the interests of the Trust;
  - 38.9 he has been convicted of any criminal offence, except where the maximum sentence for that offence is a fine; and/ or
  - 38.10 he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the Directors and they pass a resolution that he has by reason of such absence vacated office.
39. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy years or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

## **ROTATION OF DIRECTORS**

40. At the Annual General Meeting in each year or, if there is no such meeting, at the first Directors' meeting in each year, one-third of the Directors including the Honorary Officers retiring under Article 56 or if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office. A retiring Director shall retain his office until the dissolution or adjournment of the meeting at which he retires.
41. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Retiring Directors shall be eligible for re-election.
42. The Trust may at an Annual General Meeting fill the vacated office of each retiring Director by electing a person to that office and, if a Director retires at a Directors' meeting, the Directors may similarly fill the vacated office.
43. The Trust may from time to time in General Meeting increase or reduce the number of Directors and may make the appointments necessary for effecting any such increase.
44. Notwithstanding anything in these Articles, the Trust may by ordinary resolution at a General Meeting of which special notice has been given in accordance with the Act remove any Director before the expiration of his period of office.

## **PROCEEDINGS OF THE DIRECTORS**

45. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit but so that not less than four meetings shall be held in each year, and not more than five months shall elapse between the date of one meeting and that of the next. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Any two Directors may, and on the request of any two Directors the Secretary shall, at any time, summon a meeting of the Directors. A Director who is out of the United Kingdom shall not be entitled to notice of a meeting.
46. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the Directors generally.
47. The Directors may from time to time determine the quorum necessary for the transaction of business. Unless otherwise determined, two Directors shall be a quorum.
48. The continuing Directors may act notwithstanding any vacancy in their body provided always that in case the number of Directors shall at any time be or be reduced to less than the minimum number prescribed by or in



accordance with these Articles, it shall be lawful for them to act for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

49. The Chairman of the Directors shall be entitled to preside at all meetings of the Directors but if at any meeting the Chairman is not present, within five minutes after the time appointed for holding the same, or is present but unwilling to preside, the Directors present shall choose one of their number to be Chairman of the meeting.
50. The Directors may from time to time and at any time delegate any of their powers to Committees consisting of such Directors or Members as they think fit. No person who is neither a Member nor willing to accept membership shall be eligible to be a member of a Committee. Any Committee so formed shall, in exercise of the powers so delegated, conform to any regulations imposed on it by the Directors and shall be required to report its proceedings to the Directors.
51. All acts bona fide done by the Directors or any Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or member of the Committee as the case may be.
52. The Directors or any Committee may by a majority agree to invite additional persons to attend their meetings for special purposes but such additional persons shall not have the right to vote.
53. Subject to Article 54, whenever a Director has a direct or indirect interest in a matter to be discussed at a meeting of the Directors or a committee of the Directors, he must:
  - 53.1 declare that interest in accordance with the Statutes and declare it before the meeting or at the meeting before discussion begins on the matter;
  - 53.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;
  - 53.3 not be counted in the quorum for that part of the meeting; and
  - 53.4 be absent during any vote and have no vote on the matter (whether in a meeting or by written resolution);and provided that the requirements of the Statutes are fully met, a Directors' duty to avoid conflicts of interest under the statute is disapplied, in relation to contracts with the Trust, in accordance with the provisions of the Statutes.
54. Where a Director has a direct or indirect interest in a matter to be discussed at a meeting, but that interest does not result in a financial benefit being conferred on the Trustee or a connected person, the other Directors may permit that Director to remain at the meeting for that item provided that the

quorum for the meeting is met without counting the Director in question and provided that the resolution is agreed to without his vote being counted.

### **HONORARY OFFICERS**

55. The Directors shall have power from time to time to appoint and remove such person or persons (whether or not a Member or Members) as they shall think fit to be the President and one or more Vice-Presidents and such person or persons (whether or not a Member or Members) as they shall think fit to be the Patron or Patrons of the Trust.
56. The Directors shall, from amongst their number, elect a Chairman, who shall serve in office for such term as the Directors may determine, and may, from time to time, elect, from amongst their number, such other honorary officers ("the Honorary Officers") as they think fit.

### **SECRETARY**

57. A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be similarly removed. The Directors 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. Any Honorary Secretary of the Trust shall be eligible for appointment as Secretary or assistant or deputy Secretary provided that he shall not in any circumstances be remunerated for work as Secretary or assistant or deputy Secretary whilst he is a Director.
58. A provision of the Statutes or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in the place of, the Secretary.

### **EXECUTION OF DOCUMENTS**

59. The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the Directors and in the presence of any two Directors or of a Director and the Secretary, and the said two Directors or Director and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact the Seal has been properly affixed. Otherwise, documents may be executed for and on behalf of the Trust, in accordance with the Statutes.

### **ACCOUNTS**

60. The Directors shall cause proper accounting records to be kept in accordance with the Statutes.
61. The accounting records shall be kept at the Registered Office or, subject to the Statutes, at such other place or places as the Directors shall think fit and shall always be open to the inspection of any Director.

62. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records and books of the Trust or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any accounting record or book or document of the Trust except as conferred by the Statutes or authorised by the Directors or by the Trust in General Meeting.
63. The Directors shall from time to time in accordance with the Statutes, cause to be prepared and laid before the Trust in General Meeting or made available for the Members in accordance with the Statutes such income and expenditure, accounts, balance sheets, group accounts (if any) and reports as are required by the Statutes.

#### **AUDIT**

64. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

#### **NOTICES**

65.

- 65.1 Subject to these Articles, anything sent or supplied by or to the Trust under these Articles may be sent or supplied in any way in which the Statutes provide for documents or information which are authorised or required by any provision of the Statute to be sent or supplied by or to the Trust;
- 65.2 the only address at which a Member is entitled to receive notices is the address shown in the Register of Members or an electronic address provided for that purpose;
- 65.3 subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being;
- 65.4 a Director may agree with the Trust that notices or documents sent to that Director in a particular way are deemed to have been received within a specified time of their being sent and for the specified time to be less than 48 hours;
- 65.5 where a document or information is sent or supplied by the Trust by post, service or delivery shall be deemed to be effected at the expiration of 24 hours after the time when the cover containing the same is posted (irrespective of the class or type of post used) and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted;

- 65.6 where a document or information is sent or supplied by the Trust in electronic form to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied and proving such service it will be sufficient to prove that it was properly addressed;
- 65.7 where a document or information is sent or supplied by the Trust by means of a website, service or delivery shall be deemed to be effected when:
- 65.7.1 the material is first made available on the website; or
  - 65.7.2 if later, when the recipient received (or is deemed to have received) notification of the fact that the material was available on the website;
- 65.8 a Member, or Director, present at any meeting, shall be deemed to have received notice of the meeting, and where requisite, of the purpose for which it was called; and
- 65.9 in proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted by the Statutes.

#### **WINDING UP**

66. The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Trust shall have effect and be observed as if the same were repeated in these Articles.

#### **INDEMNITY**

67. Subject to the provisions of the Statutes every Director and every member of any Committee and every officer and servant of the Trust shall be entitled to be indemnified out of the assets of the Trust against all losses and liabilities incurred by him in defending any proceedings or investigation by any regulatory authority, whether civil or criminal, in which judgement 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 Trust.
68. Subject to the provisions of the Statutes and these Articles, the Directors may purchase and maintain insurance at the expense of the Trust for the benefit of any Director, or other officer, of the Trust against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a Director or other officer.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Harold Vick Sutcliffe  
Chapelgarth, Great Broughton  
Middlesbrough, Cleveland TS9 7ET  
Company Director

Robin Alfred Rackham  
Lartington Hall  
Lartington  
Barnard Castle  
Co Durham  
Airline Pilot

Dated 14 June 1982 (Northern Heritage Trust)

Witness to the Above Signatures  
Neville Whittaker  
22 Thornhill Terrace  
Sunderland  
Tyne and Wear  
Architect/ Director Civic Trust NE