

## THE COMPANIES ACT 2006 AND THE CHARITIES ACT 2011 SPECIAL RESOLUTION

### TEES VALLEY ARTS

Registered in England and Wales Company No 01656560, Charity No 515369

### CHANGE OF ARTICLES OF ASSOCIATION

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at Royal Middlehaven House, 21 Gosford Street, Middlesbrough, North Yorkshire, TS2 1BB on 7<sup>th</sup> September 2016 at 17 15

The following Special Resolution was passed

That the Articles of Association of the company be modified as follows

I Commencing Page 17, Article 60, Dissolution, words and meanings that.

If upon winding up or dissolution of the Agent there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or charitable institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed upon the Company under or by virtue of Clause 4 of this Memorandum of Association, such charitable institution or charitable institutions to be determined by the members of the Company at or before the time of dissolution

#### BE CHANGED TO:-

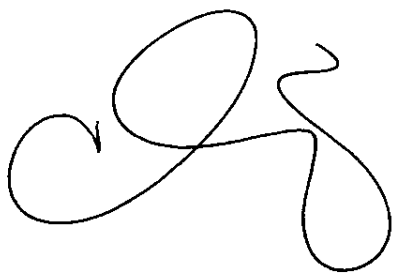
60.

- (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways
  - (a) directly for the Objects, or
  - (b) by transfer to any charity or charities for purposes similar to the Objects, or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects
- (2) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred
  - (a) directly for the Objects, or
  - (b) by transfer to any charity or charities for purposes similar to the Objects, or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 60(1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission

Approval for this regulated change was sought from the Charities Commission and received on 16 March 2016

DATED 7<sup>th</sup> September 2016

SIGNED

A handwritten signature in black ink, consisting of a large, stylized 'A' with a loop at the top and a long, sweeping tail that curves back towards the left.

R Anderson  
Chair of the Board of Trustees