

P/A/V/I

169 2928

Resolution of Meeting

Pavilion's directors have proposed and passed that the following changes are made to the Memorandum of Association of the Pavilion (co no 01692928) The directors have agreed that the new memorandum and articles should be adopted by and filed with Companies House

- 1 New clause to be added to object 3 (1)

The investment in the creative development of disadvantaged young people through the provision of specific opportunities for undertaking and participating in commissions exhibitions projects training or activities connected with the visual arts and in particular photography and creative technology as an art (following wording on clause to stay the same)

- 2 Change to be made to object 3 (3) (a)

The words apparatus and literature to be removed at the end of the objects

- 3 Change to be made to object 3 (3) (c)

The words critical discussion to be added after lectures and before seminars

THURSDAY



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COMPANIES HOUSE

THURSDAY



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COMPANIES HOUSE

THE COMPANIES ACT 1948 TO 1980

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM OF ASSOCIATION OF THE PAVILION
(Amended by special resolution on 8 September 2008)

- 1 The name of the Company is "The Pavilion"
- 2 The registered office of the Company will be situated in England
- 3 (1) To further and advance the visual arts and in particular photography as an art form both in theory and practice and to promote public knowledge appreciation and understanding thereof

(2) The investment in the creative development of disadvantaged young people through the provision of specific opportunities for undertaking and participating in commissions exhibitions projects training or activities connected with the visual arts and in particular photography and creative technology as an art

In furtherance of the above but not otherwise the Company shall have the following powers

(3) (a) To encourage organise and conduct public exhibitions of the visual arts, photographs and photographic art

(b) To acquire, collect and preserve for the public benefit examples of the visual arts and photography of historic or artistic interest of importance and to make available for the public benefit literature, books, articles, slides and tapes relating to the visual arts

(c) By means of research, instruction, information, advice, lectures, critical discussion, seminars, publications, sources of reference and otherwise to increase and to make publicly available information in any form whatsoever concerning the visual arts and in particular photographic art, literature, apparatus and history and to encourage, undertake and co-ordinate research in art's history, teaching practice, criticism and social application

(d) To provide facilities to the public, local schools, community groups, galleries, libraries and museums for the promotion of the visual arts both practically and theoretically

- (e) To raise moneys for the purposes of the Company by appeal, collection, advertisement and other customary methods including the holding of public competitions, lectures, exhibitions, demonstrations, discussions and meetings to which a charge is made for entry (but without distinction between members of the Company and others) and to accept any gifts or transfers of any property real or personal however made whether outright or subject to any terms conditions or covenants or to any charitable trusts, compatible with the objects of the Company.
- (f) To grant pensions and retirement benefits to or for employees or former employees and to the widowers, widows, children and other dependants of deceased employees (who are in necessitous circumstances) and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees their widowers, widows, children and other dependants.
- (g) To subscribe to, become a member of or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed 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 Company 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 Company under or by virtue of Clause 4 hereof
- (h) To purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any one or more of the charitable organisations, institutions, societies or bodies with which this Company is authorised to amalgamate
- (i) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.
- (j) To undertake and execute any charitable trusts necessary for the furtherance of the objects of the Company.

- (k) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects
- (l) To acquire, establish, equip, furnish and maintain exhibition galleries, museums, lecture and demonstration halls, libraries, meeting rooms, archives, records, café and refreshment, office and workshops and similar accommodation such as the Company shall consider best calculated to promote the Company's objects
- (m) To buy, borrow, or otherwise acquire and to sell, lend or otherwise deal in works of literature, art works, reproductions and apparatus of historic or artistic interest, to engage in or procure the printing and publication of works of literature and to obtain and furnish expert advice on matters relating to the visual arts.
- (n) Subject to Clause 4 hereof to employ and pay architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff for the purpose of fulfilling the objects of the Company.
- (o) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects
- (p) To borrow and raise money for the purpose of the Company in such a manner and on such security as the Company may think fit.
- (q) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being imposed or required by law and subject also as hereinafter provided.
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company
- (s) To establish and support any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company
- (t) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that,

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- (iii) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated

4 The income and property of the Company 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, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company, and no member of its Council of Management or Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company

Provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its Council of Management or Governing Body for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company or of its Council of Management or Governing Body at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent whichever is the greater,
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or Governing Body,
- (d) of fees, remuneration or other benefit in the money or money's worth to a company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100th part of the capital of that company and

(e) to any member of its Council of Management or Governing Body of out-of-pocket expenses

5 The liability of the members is limited

6 Every member of the Company undertakes to contribute to the assets of the Company, in the even 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 Company 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

7 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object

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

Names, addresses and descriptions of Subscribers

GINNY SCHOLEY

9 Avenue Crest, Leeds, LS8 4HD

Photographer

CASEY ORR

24 Hovingham Grove, Leeds, LS8 3QV

Photographer

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DI SHILLOTO

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PROF GABRIELE GRIFFIN

Writer

30 St Chads Avenue

Lecturer/ Published