

Company No: 02624621

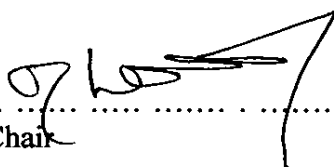
Charity No: 1003505

Companies Acts 1985 to 2006
Company Limited by Guarantee
Resolution
of
Spike Island Artspace Limited

At a Meeting of the above Company held at Spike Island, 133 Cumberland Road, BS1 6UX on Wednesday 26th November 2009 at 2pm the following Resolution was duly passed:

Resolution

- (1) THAT the Company's Articles of Association be amended by deleting the word "ten" in paragraph 10.1, and replacing it with the word "fifteen", thus increasing the maximum number of Committee members.
- (2) THAT the Articles of Association annexed to this resolution and initialled by the Chair for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the previous Articles of Association.


.....
Chair



Charity No: 1003505

Company No: 02624621

**COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
MEMORANDUM AND ARTICLES
OF
ASSOCIATION
OF
SPIKE ISLAND ARTSPACE LIMITED**

Charity No: 1003505

Company No: 02624621

**COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL —**

**MEMORANDUM OF ASSOCIATION
OF
SPIKE ISLAND ARTSPACE LIMITED**

(As amended by special resolution passed on 25 March 2003 and on 25 September 2008,
and by ordinary resolution passed on 26 November 2009)

- 1 The name of the Company (hereinafter called the Association) is Spike Island Artspace Limited *
- 2 The Registered office of the Association will be situate in England
- 3 The primary objects for which the Association is established are.
 - (a) To promote, the education of the public in the understanding and appreciation of Contemporary Art
 - (b) The relief of poverty amongst poor artists.
- 4 In furtherance of the above objects but not otherwise the Association shall have power -
 - (a) to provide studio space and workshop space and equipment for necessitous practising artists and members of the public, educational facilities, and opportunities in the nature of exhibitions, exhibition facilities, lectures, practical workshops and discussion groups;

* The Association changed its name from Artspace Bristol Limited to Spike Island Artspace Limited by special resolution passed on 3rd November 1998

- (b) to promote all matters of artistic merit and for this purpose to establish and maintain directories or records of every kind and to publish books, periodicals and pamphlets and other documents of every kind,
- (c) to bring together and co-ordinate the efforts of representatives of voluntary organisations, government departments, statutory authorities and individuals concerned or interested in the attainment of all or any of the objects of the Association,
- (d) to accept subscriptions, donations, devises, and bequests of, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal property and rights and privileges and to construct, maintain and alter any of the same as are necessary for any of the objects of the Association and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage all or any such real or personal property or assets of the Association,
- (e) to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures and fittings and all other effects of every description and to apply for registration of any patent, copyright licence or the like,
- (f) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations, subscription or otherwise,
- (g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts,
- (h) to borrow or raise money for the objects of the Association on such terms and (with such consents as are required by law) on such security as may be thought fit,

- (i) to take and accept any gift of money, property or other assets whether subject to any special trust or not, for any one or more of the objects of the Association,
- (j) to invest the money of the Association not immediately required for its objects in or on 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,
- (k) to delegate the management of investments to a financial expert but only on terms that
 - (i) the investment policy is set down in writing for the financial expert by the management committee,
 - (ii) every transaction is reported promptly to the management committee,
 - (iii) the performance of the investments is reviewed regularly with the management committee,
 - (iv) the management committee is entitled to cancel the delegation arrangement at any time,
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year,
 - (vi) all payments due to the financial expert are on a scale or on a level which is agreed in advance and are notified promptly to the management committee, and
 - (vii) the financial expert must not do anything outside the powers of the management committee
- (l) 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 or Wales) under the control of the

management committee or of a financial expert actively under their instructions and to pay any reasonable fee required,

- (m) to make any charitable donation either in cash or assets for the furtherance of the objects of the Association;
- (n) to establish and support or aid in the establishment and support and to lend money to (with or without security) any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Association,
- (o) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Association,
- (p)
 - (i) to provide indemnity insurance to cover the liability of the members of the management committee
 - (aa) 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 Association,
 - (bb) to make contributions to the assets of the Association in accordance with the provisions of section 214 of the Insolvency Act 1986;
 - (ii) any such insurance in the case of clause (p) (i) (aa) shall not extend to.
 - (aa) any liability resulting from conduct which the members of the management committee knew, or must reasonably be assumed to have known, was not in the best interests of the Association or where the members of the management committee did not care whether such conduct was in the best interests of the Association or not;

- (bb) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonestly or wilful or reckless misconduct of the members of the management committee,
 - (cc) any liability to pay a fine or regulatory penalty,
- (iii) any insurance in the case of clause (p) (i) (bb) shall not extend to any liability to make such a contribution where the basis of the members of the management committee'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,
- (q) subject to the provisions of clause 5 to pay reasonable sums or premiums for or towards the provision of pensions and superannuation to or on behalf of officers or servants for the time being of the Association or their dependants,
- (r) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Association and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Association by this Memorandum of Association;
- (s) to pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association,
- (t) to do all such other lawful things as shall further the above objects or any of them,

PROVIDED that

- (u) in case the Association shall take or hold any property which may be subject to any trust, the Association shall deal with or invest the same only in such manner as is allowed by law, having regard to such trusts,
 - (v) the objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers,
 - (w) in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association 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 management committee of the Association shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such management committee would 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 of the High Court of Justice or the Charity Commissioners over such management committee but it shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.
- 5 The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion of such income and property shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its management committee shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association

except with the prior written consent of the Charity Commission PROVIDED THAT nothing shall prevent any payment in good faith by the Association

- (a) of reasonable and proper remuneration (including reimbursement of necessarily incurred travelling expenses) to any member, officer or servant of the Association not being a member of its management committee for any services rendered to the Association,
- (b) of interest on money lent by any member of the Association or of its management committee at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank selected by that management committee or 3% whichever is the greater,
- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its management committee,
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the management committee may be a member holding not more than one-hundredth part of the capital of that company;
- (e) to any member of its management committee of out-of-pocket expenses,
- (f) to any member of its management committee to indemnify them in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings),
- (g) of any premium in respect of any indemnity insurance to cover the liability of the members of the management committee 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 Association Provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the members of the management committee knew, or must reasonably be assumed to have known, was not in the best interests of the Association, or where the members of the management committee did not care whether

such conduct was in the best interest of the Association or not, and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the members of the management committee

- 6 Whenever a member of the management committee has a personal interest in a matter to be discussed at a meeting of the management committee or at a sub-committee meeting the member of the management committee concerned must
 - (a) declare an interest at or before discussions begin on the matter,
 - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information,
 - (c) not be counted in the quorum for that meeting, and
 - (d) withdraw during the vote or have no vote on the matter
- 7 The liability of the members is limited
- 8 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 amongst themselves, such amount as may be required not exceeding one pound
- 9 If on the winding-up or dissolution of the Association there remains after the satisfaction of all of its debts and liabilities any property whatever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred 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 to an extent at least as is imposed on the Association under or by virtue of clause 5, such institution or institutions to be determined by the members of the Association at or before the time of

dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object

Charity No: 1003505

Company No: 02624621

**COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
SPIKE ISLAND ARTSPACE LIMITED**

(As adopted by special resolution passed on 25 September 2008)

1 Definition and interpretation

In these articles

- 1 1 'the Acts' means the Companies Act 1985 as amended by the Companies Act 1989 and superseded by the Companies Act 2006,
- 1 2 'Committee' means the management committee of the Association,
- 1 3 'the seal' means the common seal of the Association,
- 1.4 'Secretary' means any person appointed to perform the duties of the secretary of the Association,
- 1 5 'Supporter' means any person eligible to be a supporter under paragraphs 9 1 and 9 2 of these articles,
- 1 6 'the United Kingdom' means Great Britain and Northern Ireland,
- 1 7 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;
- 1 8 unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Acts or any statutory modification

of the Acts in force at the date at which these articles become binding on the Association.

2 Objects

The Association is established for the objects expressed in the memorandum of association

3 Members

3 1 The Committee shall admit to membership such persons as they may approve to be members of the Association

3 2 An application for membership may be approved or rejected by the Committee The Committee shall have the right to terminate the membership of any member who does not to the satisfaction of the Committee show a sufficient regard or commitment to the objects of the Association provided that the member concerned shall have a right to be heard before a final decision is made

3 3 Unless the members of the Committee or the Association in general meeting shall make other provision pursuant to the powers contained in article 22, the Committee Members may in their absolute discretion permit any member of the Association to resign provided that after such resignation the number of members is not less than 3

4 General meetings

4 1 The Association shall each year hold a general meeting as its Annual General Meeting 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 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next provided that so long as the Association holds its first Annual General Meeting within 18 months of its incorporation, it needs not hold it in the year of its incorporation or in the following year The Annual General Meeting shall be held at such time and place as the Committee shall appoint All general meetings other than Annual General Meetings shall be called General Meetings

4 2 The Committee may, whenever it thinks fit, convene a General Meeting, and General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by the Acts. If at any time there are not within the United Kingdom sufficient members of the Committee to form a quorum, any member of the Committee or any two members of the Association may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

5 **Notice of general meetings**

5 1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner mentioned below or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the Articles of Association, entitled to receive such notices from the Association provided that a meeting of the Association 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.

5 1.1 in the case of the Annual General Meeting, by all the members entitled to attend and vote, and

5 1 2 in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the members

5 2 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 of that meeting.

6 Proceedings at general meetings

- 6 1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors
- 6 2 No business shall be transacted at any general meeting unless a quorum of the members is present at the time when the meeting proceeds to business; members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved, in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Committee may determine
- 6 3 The chairman, if any, of the Committee shall chair every general meeting of the Association, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Committee shall elect one of their number to chair the meeting
- 6 4 If at any meeting no Committee member is willing to act as chairman or if no Committee member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting
- 6 5 The chairman may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting

6 6 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded

6 6 1 by the chairman, or

6 6 2 by at least 2 members present, or

6 6 3 by any member or members present in person and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting

6 7 Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution

6.8 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 at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

6 9 Subject to the provisions of the Acts, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at general meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Association duly convened and held Any such resolution in writing may consist of 2 or more documents in like form each signed by one or more members.

7 Vote of members

7 1 Every member shall have one vote

7 2 No member shall be entitled to vote at any general meeting unless all money presently payable by him to the Association has been paid

8 Organisations acting by representatives at meetings

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

9

9 1 All those who are in sympathy with the objects of the Association and are willing to comply with the Articles shall be eligible to become and remain Supporters

9 2 Every person desiring to become a Supporter may sign and return to the Secretary an application form prescribed from time to time by the Committee to be admitted to membership as a Supporter of the Association in accordance with the Memorandum and Articles of Association Admission to such membership shall be in accordance with a procedure to be prescribed by the Committee from time to time The Committee has an absolute discretion as to whether or not to accept such applications to be a Supporter

9 3 The Secretary shall keep a record of all Supporter applications approved by the Committee and upon such record being entered in the books of the Association such person shall become a Supporter

9 4 Supporters shall not be entitled to vote or to receive notice of General Meetings of the Association However the Committee may invite Supporters to attend such meetings

9 5 For the avoidance of doubt Supporters shall not be members of the Association within the meaning of or for the purposes of the Acts

9 6 The rights and privileges of the Supporters shall be determined from time to time by the Committee and such rights and privileges shall not be transferable. The Committee may from time to time make or amend regulations in such terms as they consider appropriate for the establishment, constitution and government of the Supporters or of any of their activities

9 7 The Committee have an absolute discretion to remove any person as a Supporter such removal to be in accordance with the procedures to be prescribed by the Committee from time to time

10 Committee of management

10 1 The Committee members shall be determined by the Association in general meeting The Committee shall comprise a maximum of fifteen members of whom not more than three shall be practising artists occupying under licence studio space from the Association or contributing to the Associate Programme In addition not more than three members of the Committee can be co-opted each year by the Committee

10 2 The Committee members shall be paid all reasonable expenses properly incurred by them in attending and returning from Committee meetings or general meetings of the Association or in connection with the business of the Association

11 Borrowing powers

The Committee may exercise all the powers of the Association to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party

12 Powers and duties of the committee

12 1 The business of the Association shall be managed by the Committee who may pay all expenses incurred in the formation of the Association and may exercise all such powers of the Association as are not required to be exercised by the Association in general meeting. The Committee shall meet at least four times in every calendar year Any such requirement may be imposed either by the Acts or by these articles or by any regulation made by the Association in general meeting; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made

12.2 All cheques and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise

executed, as the case may be, in such manner as the Committee shall from time to time determine

12 3 The Committee shall cause minutes to be made

12.3 1 of all appointments of officers made by the Committee,

12.3 2 of the names of the Committee members present at each Committee meeting,

12 3 3 of all resolutions and proceedings at all meetings of the Association, and of the Committee

13 **Disqualifications of committee members**

13 1 The office of Committee member shall be vacated if the member

13 1 1 becomes bankrupt or makes any arrangements or composition with his creditors generally, or

13 1 2 becomes prohibited from being a Committee member by reason of any order made under the Acts, or

13 1 3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs, or

13 1 4 resigns his office by written notice to the Association, or

13 1 5 is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest as required by the Acts

13 2 A Committee member shall not vote in respect of any contract in which he is interested or any matter arising out of it, and, if he does so vote, his vote shall not be counted.

13 3 If a Committee member ceases to be a member of the Committee he or she shall simultaneously be deemed to have submitted their resignation as a member of the Association to the Committee

14 Election of committee members

- 14.1 Subject to article 14.2 all members of the Committee who have been members of the Committee for three years since their last election shall retire at the Annual General Meeting for that year. In the event that more than one third of the Committee have served for three years since their last election only those members of the Committee who have served the longest on the Committee and who equate in number to one third of the Committee shall retire at the Annual General Meeting which shall include, if relevant, the previous chairman of the Committee. A retiring member of the Committee shall be eligible for re-election for one additional period of three years. Thereafter on retiring members of the Committee shall not be eligible for re-election until the Annual General Meeting in the following year and until then shall not be eligible to be co-opted to the Committee.
- 14.2 The chairman of the Committee shall not be subject to the retirement provisions or be counted in the number of members of the Committee subject to retirement or re-election under article 14.1 until such time as his or her period of appointment as chairman has ended. The chairman shall retire as a member of the Committee at the next Annual General Meeting following the date they ceased to be chairman. The retiring chairman shall be eligible for re-election as a member of the Committee for one additional period of three years and thereafter shall not be eligible for re-election until the Annual General Meeting in the following year and until then shall not be eligible to be co-opted to the Committee.
- 14.3 The co-opted members of the Committee shall hold office only until the next Annual General Meeting but shall be eligible to be elected or co-opted again by the Committee.
- 14.4 The Association at the meeting at which a Committee member retires in the above manner may fill the vacated office by either electing a person to it or by re-electing a retiring Committee member if offering himself for re-election in accordance with article 14.1.

- 14 5 No person other than a Committee member retiring at the meeting shall, unless recommended by the Committee, be eligible for election to the Committee at any general meeting unless, not less than 3 nor more than 21 days before the date set for the meeting, there shall have been left at the registered office of the Association notice in writing signed by either a member qualified to attend and vote at the meeting for which such notice is given or, if such right has been granted to the Supporters by the Committee signed by the number of Supporters prescribed by the Committee, of his or their intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected
- 14 6 The Association may from time to time by ordinary resolution increase or reduce the number of Committee members provided that the level of representation of members not occupying the Association's studio space or contributing to the Associate Programme is maintained
- 14 7 The Committee shall have power at any time to appoint any person to be a Committee member to fill a casual vacancy but so that the total number of Committee members shall not at any time exceed any maximum number fixed in accordance with these articles and provided that the level of representation of members not occupying the Association's studio space or contributing to the Associate Programme is maintained Any Committee member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election
- 14 8 The Association may by ordinary resolution, of which special notice has been given in accordance with the Acts, remove any Committee member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Association and such member The Association may by ordinary resolution appoint another person in place of a Committee member removed under this article provided that the level of representation of members not occupying the Association's studio space or contributing to the Associate Programme is maintained

15 Proceedings of the committee

- 15.1 The Committee may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second and casting vote. A Committee member may, and the Secretary on the request of a Committee member shall, at any time summon a Committee Meeting. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from the United Kingdom.
- 15.2 The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and, unless so fixed, shall be five members of the Committee, provided not more than one of such five members shall be a practising artist occupying under licence studio space from the Association or contributing to the Associate Programme.
- 15.3 The Committee may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the articles of the Association as the necessary quorum of members, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Association, but for no other purpose.
- 15.4 The Committee may elect a chairman of its meetings and determine the period for which he is to hold office and, unless so determined, such appointment shall be for a period of three years with an option for the Committee to extend for one additional period of two years, but, if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the Committee members present may choose one of their number to chair the meeting.
- 15.5 The Committee may delegate any of its powers to sub-committees consisting of such persons as it thinks fit, any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable.

- 15 6 A sub-committee may elect a chairman of its meetings, if no such chairman is elected, or, if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting
- 15 7 A sub-committee may meet and adjourn as it thinks proper Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second or casting vote
- 15 8 All acts done by any meeting of the Committee or of a sub-committee, or by any person acting as a Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as a member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee member
- 15 9 In the event of an emergency or other contingency occurring which means that it is (in the reasonable opinion of the chairman) impossible or impracticable for a quorate meeting of the Committee to be convened within sufficient time to deal with it, the chairman shall direct the Secretary to give written notice of such issue to each member of the Committee which shall set out the particulars of the issue and the terms of the resolution required to be resolved to deal with it The notice shall also state the date and time (being not more than 14 clear days from the date of the notice) by which each member of the Committee may respond to the Secretary in writing (which shall be deemed to include email), stating whether he or she is or is not in favour of such resolution
- 15 10 When the period for response expires the votes shall be counted and if a clear majority of two-thirds of the members of the Committee eligible to vote shall be cast in favour of the resolution it shall be carried and become effective immediately The result of the vote and the total number of votes cast for and against the resolution shall be given in writing by the Secretary to the Committee and shall be confirmed by the chairman at the next Committee meeting Such a

resolution shall not be invalidated because a member of the Committee did not receive it because of an accidental omission of the Association or because a member of the Committee was not present at his or her usual residential address at the time when the notice of the proposed resolution was sent there.

16 Secretary

16 1 Subject to the Acts, the Secretary shall be appointed by the Committee for such term at such remuneration and on such conditions as the Committee may think fit, and any Secretary so appointed may be removed by it provided that no Committee member may occupy the salaried position of the Secretary

16 2 A provision of the Acts or these articles requiring or authorising a thing to be done by or to a Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Committee member and as, or in place of, the Secretary

17 The seal

The Committee shall provide for the safe custody of the seal, which shall be used only by the authority of the Committee or of a sub-committee authorised by the Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Committee member and shall be countersigned by the Secretary or by a second Committee member or by some other person appointed by the Committee for the purpose.

18 Accounts

18 1 The Committee shall cause accounting records to be kept in accordance with the Acts

18 2 The accounting records shall be kept at the registered office of the Association or, subject to the Acts, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the officers of the Association

18 3 The Committee 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 Association or any of them shall be open to the inspection of

members not being Committee members, and no member (not being a Committee member) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Committee or by the Association in general meeting

18 4 The Committee shall from time to time in accordance with the Acts cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group account (if any) and reports as are referred to in those Section.

18 5 A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Association in general meeting, together with a copy of the auditor's report, and the Committee's report, shall not less than 21 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Association provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures

19 Audit

Auditors shall be appointed and their duties regulated in accordance with the Acts

20 Notices

20 1 A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address in the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

20.2 Notice of every general meeting shall be given in any manner authorised by those articles to

20 2 1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them,

20 2 2 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting,

20 2.3 the auditor for the time being of the Association, and

20 2 4 each Committee member

No other person shall be entitled to receive notices of general meetings

21 Dissolution

Clause 9 of the memorandum of association relating to the winding-up and dissolution of the Association shall have effect as if its provisions were repeated in these articles

22 Rules or byelaws

22 1 The Committee may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the above, it may by such rules or byelaws regulate

22 1 1 the admission and classification of members of the Association, 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,

22 1 2 the conduct of members of the Association in relation to one another, and to the Association's employees,

- 22 1.3 the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;
 - 22 1.4 the procedure at general meetings and meetings of the Committee and sub-committees in so far as such procedure is not regulated by those articles; and
 - 22 1.5 generally all such matters as are commonly the subject matter of Association rules
- 22.2 The Association in general meeting shall have power to alter or repeal the rules or byelaws and to make additions to them, and the Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Association all such rules or byelaws, which so long as they shall be in force, shall be binding on all members of the Association provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or articles of association of the Association

23. Headings

The headings in these articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same