

No. of Company: 2775034

THE COMPANIES ACT 1985

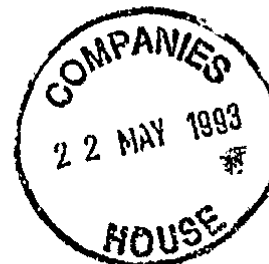
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

THE BRISTOL CULTURAL DEVELOPMENT PARTNERSHIP
(as amended by Special Resolution adopted the 1993)

Incorporated the 18th day of December 1992

OSBORNE CLAPKE
30 QUEEN CHARLOTTE STREET
BRISTOL
BS99 7QQ



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
THE BRISTOL CULTURAL DEVELOPMENT PARTNERSHIP

1. The Company's name is THE BRISTOL CULTURAL DEVELOPMENT PARTNERSHIP .
2. The Company's registered office is to be situated in England.
3. The objects for which the Company is established are:-
 - (a) To promote, maintain, improve and advance education by the development and promotion of artistic and cultural life in society for the benefit of the inhabitants of Bristol through the promotion and encouragement of all forms of art and cultural activity including (but without prejudice to the generality of the foregoing) theatre, drama, mime, dance, opera, singing, music, video, cinematography, radio, television, fine art, literature, craft, photography and all other activities of an artistic or cultural nature and to formulate, prepare and establish schemes therefor provided that all objects of the Company shall be of a charitable nature
 - (b) to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be thought fit for the purpose of raising voluntary funds in support of the objects of the

Company in the form of donations, annual subscriptions or otherwise and to receive and accept the same PROVIDED that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company

- (c) to take and accept subscriptions, donations, devises and bequests of any real or personal property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company
- (d) to establish and support or aid in the establishment and support of any charitable association, society, corporation or trust having objects wholly or partly similar to those of the Company and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company
- (e) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company
- (f) to undertake and execute any charitable trusts which may lawfully be undertaken by the Company
- (g) to make any subscriptions, donations, devises, bequests and gifts of property whether subject to any special trust or not for any one or more of the objects of the Company
- (h) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research
- (i) to provide for the delivery holding and documentation of lectures, exhibitions, meetings and commission and make cinematograph films and video tapes and to sponsor or to arrange radio and television broadcasts in furtherance of the objects of the Company
- (j) to cause to be written and printed or otherwise reproduced and circulated either gratuitously or by way of sale, any reports, periodicals, newsletters, magazines, books, leaflets or films or

recorded tapes which are desirable for the promotion of the Company and its objects

- (k) to promote, arrange, organise or assist in the promotion or organisation of touring groups, companies, exhibitions, seminars, conferences, courses, lecturers and teachers both at home and abroad and of educational and instructional tours and visits in the furtherance of the objects or purposes of the Company and disseminate the proceedings and papers given at such events
- (l) to co-operate with educational authorities and institutions whether public or private and wheresoever situated and societies or other groups of persons in disseminating knowledge in promotion of the objects of the Company
- (m) to commission, arrange, prepare, print, publish, issue and disseminate any programme, pamphlet, book, document, film, recording or other artistic work and to fix, make and receive fees royalties and other charges therefor and for admission to and otherwise in respect of any exhibition performance or display
- (n) to establish, subsidise, promote, co-operate, federate with, amalgamate, affiliate or co-operate with and subscribe to any association, society, company, institution or trust which shall be charitable by law and to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any such association, society, company, institution or trust 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 Company by this Memorandum of Association
- (o) to enter into guarantees, contracts of indemnity and suretyships of all kinds

- (p) to invest the funds of the Company not immediately required for its purposes in or upon such shares, stocks, funds, securities or freehold or leasehold property or other land or investments in any part of the world and on such terms 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 as hereinafter provided
- (q) to engage the services of such investment advisor or advisors as the Board of Directors may from time to time think fit ("the investment advisor") to advise the Board of Directors in respect of the investment and reinvestment of such of the funds of the Company as are not immediately required for its purposes with power for the Board of Directors without being liable for any consequent loss to delegate to the investment advisor discretion to manage all or any part of the said funds within the limits and for the period from time to time stipulated by the Board of Directors and the Board of Directors shall settle the terms and conditions for the remuneration of the investment advisor and the reimbursement of her expenses as the Board of Directors shall in its absolute discretion think fit and such remuneration and expenses shall be paid by the Board of Directors out of the funds of the Company PROVIDED THAT the Board of Directors shall not be bound to enquire into nor be in any manner responsible for any changes in the legal status of the investment advisor nor shall the Board of Directors incur any liability for any action taken pursuant to or otherwise following the advice of the investment advisor however communicated
- (r) to accept and retain or refuse any new shares, stock debentures or debenture stock in any company or undertaking which may be allocated to the Company in respect of investments held by them as

part of the funds of the Company and to discharge any liabilities affecting leasehold or other property of a wasting nature

- (s) to acquire, underwrite and dispose of the stock, shares, securities and interests in any association, society, corporation or trust so established
- (t) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to open and operate bank accounts
- (u) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property (whether or not subject to any trust), and in particular any land, buildings apparatus, appliance, vehicle, plant and machinery including computer hardware and software, furniture, fittings and all other effects of every description and any rights or privileges which may be thought fit necessary or convenient for the promotion of the objects of the Company and to apply for registration of any patents, rights, copyrights, licences and the like and to construct, maintain or alter the same for any of the purposes of the Company
- (v) to improve, manage, cultivate, develop, exchange, let on lease or otherwise grant rights and privileges in respect of or otherwise deal with, sell, mortgage, dispose of, or turn to account all or any of the property, rights or assets of the Company with the approval or consent as may be required by law and as may be thought expedient with a view to the promotion of its objects
- (w) subject to such consents if any as may be implied by law to borrow or raise money for the objects of the Company on such terms as may be thought fit and to secure the repayment of any money borrowed, raised or owing, and interest thereon, by mortgage, charge or lien upon the whole or any part of the property or assets (whether present or future) of the Company and whether by the creation and

- issue of debentures or debenture stock or otherwise and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake
- (y) to pay and discharge any rent, rates, taxes costs or insurance, improvements, repairs or other outgoings payable from time to time in respect of any freehold, leasehold or other property of the Company and any legal or other administrative expenses payable from time to time in connection therewith
 - (z) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company
 - (aa) to employ and pay any person or persons whether on a full time or part time basis or whether as consultant or employee to supervise organise carry on the work of and advise the Company
 - (bb) to insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit
 - (cc) (i) Subject to the provisions of and so far as may be permitted by the Companies Act 1985 and any statutory modification or amendment or re-enactment thereof the Board of Directors of the Company may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a Director or other officer employee or auditor of the Company against any liability which by virtue of any rule of law would otherwise attach to her in respect of any negligence, default, breach of duty or breach of trust of which she may be guilty in relation to the Company;

- (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability;

Provided that any such insurance or indemnity shall not extend to any claim against a Director of the Company arising from fraud, wrongdoing or wilful neglect or default on the part of such a Director

- (dd) to make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their widowers and other dependants
- (ee) to carry on trading insofar as either the trade is exercised in the course of the actual carrying out of the objects of the Company or the trade is temporary and ancillary to the carrying out of the objects
- (ff) to do all such other lawful things as shall promote the attainment and furtherance 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 deal with or invest the same only in such manner as allowed by law, having regard to such trusts;
- (ii) 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 or Secretary of State for Education and Science, 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 Directors shall be

chargeable for any such property that may come into their hands and 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 such Directors would 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 of the High Court of Justice, the Charity Commissioners or the Secretary of State for Education and Science over such Directors but it shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

(iv) in carrying out its objects the Company shall, through its agreed policies and by taking positive action, seek to ensure equality of opportunity for, and oppose discrimination against all sections of, the community.

4. The affairs of the Company shall at all times be conducted with a view to avoiding the acquisition of any profit or gain, but in the event that any such profit or gain shall nonetheless be acquired by the Company it shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association.
5. 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 Director or person to whom (with or without any other person or persons) any of the functions of the Directors have been delegated 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:-

- (i) of reasonable and proper remuneration to any member, officer or employee of the Company (not being a Director or such a person aforesaid) in return for any service rendered to the Company;
- (ii) of reasonable and proper remuneration to any Director or such a person aforesaid who is a solicitor chartered accountant or other professional person for professional services rendered by her or her firm to the Company;
- (iii) of reasonable and proper rent for premises demised or let by any member of the Company or any Director or such a person aforesaid;
- (iv) to any of the Directors or such a person aforesaid of reasonable out-of-pocket expenses;
- (v) of interest on money lent by any member of the Company or by any Director or such a person aforesaid at a reasonable and proper rate per annum not exceeding 2 per cent less than the base lending rate prescribed for the time being by a clearing bank selected by the Board of Directors or 3 percent whichever is the greater;
- (vi) of financial assistance of any kind to any group of individuals, partnership, body corporate, local authority or unincorporated association practising or promoting any art form or the appreciation or furtherance thereof of which a Director or such a person as aforesaid is an employee, Member or officer;
- (vii) of fees, remuneration or other benefit in money or money's worth to a company of which a Director or such a person

aforesaid may be a member holding not more than 1/100th part
of the capital of that Company

6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while she is a member or within one year after she ceases to be a member, for payment of the Company's debts and liabilities contracted before she 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.
8. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to one other charitable institution or charitable institutions having objects similar to the objects of the Company such institution or institutions to be determined by the Board of Directors 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, subject to the prior approval of the Charity Commissioners for England and Wales.
9. No alteration or addition shall be made to this memorandum of association which if made would deprive the Company of its status as a registered charity or which would result in its ceasing to be a company to which Section 30 Companies Act 1985 applies.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

A.R. JOHN
FOR AND ON BEHALF OF
OVAL NOMINEES LIMITED
30 Queen Charlotte Street
Bristol

JANIS LAW
FOR AND ON BEHALF OF
OVALSEC LIMITED
30 Queen Charlotte Street
Bristol

DATED this 11th day of December 1992

WITNESS to the above signatures:-

J.H. MOULE
30 Queen Charlotte Street
Bristol
SOLICITOR

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE BRISTOL CULTURAL DEVELOPMENT PARTNERSHIP

GENERAL

1. In these Articles except where the context otherwise requires:-
 - (1) the following words and expressions shall have the meanings assigned to them, namely:-
 - (a) "the Act" means The Companies Act 1985 and any statutory modification or amendment or re-enactment thereof;
 - (b) "Articles" means the Articles of the Company;
 - (c) "the Board" means the persons for the time being holding office as members of the Board of Directors;
 - (d) "the Company" means The Bristol Cultural Development Partnership;
 - (e) "Director" means a Director of the Company;
 - (f) "Members" means the Members of the Company for the purposes of the Act;
 - (g) "month" means Calendar Month;
 - (h) "the Office" means the registered office of the Company;
 - (i) "Secretary" means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company;
 - (j) "the Seal" means the common seal of the Company;

- (k) "the United Kingdom" means Great Britain and Northern Ireland;
- (2) 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;
- (3) words importing the feminine shall include the masculine and words in the singular shall include the plural and vice versa;
- (4) words importing persons shall include corporations; and
- (5) subject as aforesaid and unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date of incorporation of the Company.

OBJECTS

2. The Company is established for the purposes expressed in the memorandum of association.

MEMBERS

3. The following shall be the members of the Company:

- (1) The Bristol City Council;
- (2) The Trustees for the time being of The Bristol Initiative Charitable Trust; and
- (3) Arts Board South West

which expression shall be deemed to include their respective successors in title or any other organisation superseding them with substantially the same objects.

4. The Board may from time to time register an increase of membership or accept as sufficient a number fewer than three. No new members may be admitted except with the approval of all members. Membership is not transferable and shall cease upon the winding up or dissolution of a member without prejudice to Article 3.

5. The members of the Company may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than two.
6. The Secretary shall keep an accurate Register of the members and officers of the Company.
7. Every member of the Company shall be entitled to receive a copy of the Annual Report and Accounts of the Company, and to receive notice of and to attend and vote at any General Meeting of the Company.

GENERAL MEETINGS

8. The Company shall in 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. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next; provided that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year. Each Annual General Meeting shall be held at such time and place as the Board shall appoint.
9. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
10. The Secretary may, whenever she thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act.

NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and a meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by twenty one clear days' notice in writing at the least; and any other meeting shall be called by fourteen days' notice in writing at the least. The notice in every case 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 hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to all the Members and to the Directors and Auditors PROVIDED THAT a meeting of the Company 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:-

- (1) in the case of a meeting called as the Annual General Meeting, by all the members of the Company entitled to attend and vote thereat; and
- (2) in the case of any other meeting, by a majority in number of the members of the Company 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.

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

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary Meeting and also all that is transacted at an Ordinary Meeting, with the exception of the consideration of the accounts, balance sheet, and the reports of the Directors and auditors, and the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
14. The business to be transacted at an Annual General Meeting shall include the consideration of the income and expenditure accounts, balance sheets, and the reports of the Directors and of the auditors, the

election of Directors in the place of those retiring, the appointment of, and the fixing of the remuneration of the auditors and any other business which under these articles ought to be transacted at an Annual General Meeting.

15. 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, two members of the Company present in person or by their nominated representatives shall be a quorum.
16. 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 of the Company, 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 to such other day and at such other time and place as the Chair may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members of the Company present shall be a quorum.
17. The office of Chair shall rotate between the members of the Company. Each Chair (who shall be one of the Directors for the time being nominated by the appropriate member pursuant to Article 38) shall hold office for one year and shall be appointed as Chair by resolution of the Directors at the first meeting of the Board immediately following each Annual General Meeting. The order in which a nominee of each of the members shall hold the office of Chair shall be determined in general meeting. A serving Chair shall, subject to these articles, exercise such powers as shall be entrusted or conferred upon her pursuant to Article 49.
18. The Chair shall preside at every general meeting of the Company. If the Chair is not present within fifteen minutes after the time appointed for the meeting, or is unwilling to preside, those members of the Company present shall elect one of their number to chair the meeting.

19. The Chair 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
20. A general meeting may consist of a conference between Members some or all of whom are in different places provided that each Member who participates is able:-
- (i) to hear each of the other participating Members addressing the meeting; and
 - (ii) if she so wishes, to address all of the other participating Members simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Article is adopted or developed subsequently) or by a combination of those methods.
21. 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
- (1) by the Chair; or
 - (2) by at least two members of the Company present in person by their nominated representatives or by proxy; or
 - (3) by any member or members of the Company present in person by nominated representative or by proxy and representing not less than one-tenth of the total voting rights of all members of the Company having the right to vote at the meeting

- and a demand by a person as proxy for a member shall be the same as a demand by the member.
22. Unless a poll is so demanded a declaration by the Chair 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 Company 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.
 23. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the poll was made.
 24. Except as provided in Article 26, if a poll is duly demanded it shall be taken in such manner as the Chair of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
 25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall not be entitled to a second or casting vote.
 26. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with 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.
 27. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

28. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company for the time being 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 Company duly convened and held, but this provision shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by statute or these presents is required to be dealt with in General Meeting of the Company. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

VOTES OF MEMBERS

29. Subject as hereinafter provided, every member of the Company shall have one vote.
30. No member of the Company shall be entitled to vote at any General Meeting unless all moneys presently payable by her to the Company (if any) have been paid.
31. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company.
32. On a show of hands a member of the Company present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by Article 37.
33. The instrument appointing a proxy shall be in writing under the hand of the appointor or her attorney duly authorised in writing, or if such appointor is a corporation either under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
34. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office not

less than forty-eight hours before the time appointed for 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 twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

35. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
36. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances shall admit

BRISTOL CULTURAL DEVELOPMENT PARTNERSHIP

"I/We

"of

"a member of BRISTOL CULTURAL DEVELOPMENT PARTNERSHIP

"hereby appoint

"of,

"or failing her,

"of,

"as my/our proxy to vote for me/us and on my/our behalf at the/Annual, or Extraordinary, or Adjourned (as the case may be) General Meeting of the Company to be held on the day of 19 and at every adjournment thereof.

AS WITNESS my hand this

day of

19 .

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

ORGANISATIONS ACTING BY REPRESENTATIVE

37. Any organisation which is a member of the Company 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 Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which she represents as that organisation could exercise if it were an individual member of the Company.

THE BOARD OF DIRECTORS

38. (a) The Board of Directors shall comprise not less than fourteen nor more than twenty persons. The first Directors shall be appointed by the members of the Company in general meeting.
- (b) The Bristol City Council shall have the right to nominate five Directors to the Board and The Trustees of the Bristol Initiative Charitable Trust and Arts Board South West shall each have the right to nominate three Directors to the Board. Any member from time to time of the Company other than those named in this Article shall have the right to nominate such number of Directors to the Board as all the members for the time being of the Company shall agree.
- (c) The Directors may appoint such other persons as co-opted Directors of the Board by virtue of any interest or expertise relevant to the activities of the Company provided however that the maximum number of co-opted Directors so appointed shall not exceed six.
39. Any Director who is nominated by a member of the Company pursuant to Article 38 may retire voluntarily or be removed by such appointing body who may substitute such other Director as it shall think fit, by delivering notice in writing to that effect to the Secretary of the Company.

40. The Company may from time to time increase or decrease the number of Directors which each member may nominate to the Board pursuant to Article 38 (b) by unanimous agreement of all the members.
41. No person who is in receipt of a salary, fee, remuneration or other benefit, in money or money's worth from the Company (save as permitted by Clause 5 of the memorandum of association) shall be eligible to be a Director and no person who is not a nominee of a member of the Company shall in any circumstances be eligible to hold office as a Director.

DISQUALIFICATION OF DIRECTORS

42. The office of a Director shall be vacated if she:
- (1) becomes bankrupt or makes any arrangement or composition with her creditors generally; or
 - (2) ceases to be capable of acting in the capacity of a Director by virtue of any provision of the Act or if she becomes prohibited by law from acting in the capacity of a Director; or
 - (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering her property and affairs; or
 - (4) resigns her office by notice in writing to the Company; or
 - (5) is directly or indirectly interested in any contract with the Company and fails to declare the nature of her interest as required by Section 317 of the Act; or
 - (6) shall for more than six months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that her office be vacated; or
 - (7) is removed by her appointing body pursuant to Article 39; or
 - (8) (being a co-opted Director) ceases to have any direct association with any organisation by virtue of which she was

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appointed a co-opted Director, and the other Directors resolve that her office be vacated.

43. Subject to the provisions of the Act and the Memorandum of Association, and provided that she has disclosed to the Directors the nature and extent of any material interest of hers, a Director notwithstanding her office:-

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of her office, be accountable to the Company for any benefit which she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

44. No Director shall vacate office or be ineligible for re-election, nor shall any person be ineligible for appointment as a Director by reason only of her obtaining or having obtained any particular age.

BORROWING POWERS

45. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property and assets, including its guaranteed capital, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

OTHER POWERS AND DUTIES OF DIRECTORS

46. The Board may pay all expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company and may exercise all such power of the Company and do on behalf of the Company all such acts, as not by the Act or by these Articles required to be exercised or by the Company in general meeting. Any such requirement may be imposed either by the Act or by these articles or by any regulation made by the Company in general meeting; but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

47. The Board shall take all reasonable and necessary steps to insure to its full value any assets and property of whatever nature held in the name of the Company.

48. The Board shall cause minutes to be made in books provided for the purpose:-

- (1) of all appointments of officers made by the Company and the Board;
- (2) of all appointments (if any) of new members of the Company;
- (3) of the names of the members of the Board present at each Board meeting;
- (4) of all resolutions and proceedings at all meetings of the Company and of the Board and of any sub-committee.

And any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

49. The Directors may entrust to and confer upon the treasurer, or any Director holding any executive office such of the managerial powers exercisable under these Articles by the Directors as they may think fit, and may confer those powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions, as they may consider expedient, and may confer those powers

collaterally with, or to the exclusion of and in substitution for, all or any of the powers, of the Directors in that behalf, and may revoke, withdraw, alter or vary all or any of those powers. PROVIDED THAT all acts of such Treasurer or Director shall be reported in due course to the Directors.

APPOINTMENT AND RETIREMENT OF DIRECTORS

50. Subject to the provisions of Article 39, at the annual general meeting of the Company in every year those co-opted Directors who have acted as such for a period of three years or who were re-elected at the annual general meeting three years prior to the annual general meeting in question shall retire from office. A retiring co-opted Director shall be eligible for re-election by unanimous agreement of all members of the Company.
51. Only co-opted Directors shall be subject to retirement by rotation in accordance with Article 50. All other Directors appointed as nominee representatives of the members of the Company pursuant to Article 38(b) shall not be subject to retirement by rotation.
52. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Director before the expiration of her period of office notwithstanding anything in these articles or in any agreement between the Company and such member. The member which nominated the Director removed under this Article may appoint another person to act as a Director in her place but any person so appointed shall retain her office only until the next annual general meeting, but shall then be eligible for re-election by unanimous agreement of the members.

PROCEEDINGS OF DIRECTORS

53. The Directors shall meet together for the dispatch of business not less frequently than every two months. Otherwise the Directors may regulate their proceedings as they think fit. Questions arising at any meeting

- shall be decided by a majority of votes. Each Director shall have one vote.
54. A Director may, and on the request of a Director the Secretary shall, at any time summon an emergency meeting of the Board by notice served upon the Directors. It shall not be necessary to give notice of a meeting to any Director for the time being absent from the United Kingdom.
55. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and, unless so fixed at any other number shall be six which figure shall include at least one nominee of each of the members for the time being of the Company. There shall not be a quorum unless the majority of directors present at the meeting are nominees of the members for the time being of the Company. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which she is not entitled to vote.
56. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
57. The Board 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 these articles as the necessary quorum of members, the Board may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Company but for no other purpose.
58. The person appointed as Chair pursuant to Article 17 shall act as Chair of the Board; but, if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the members of the Board present may choose one of their number to chair the meeting. The Chair of the meeting shall not be entitled to a second or casting vote.

59. The Board may confer and delegate any of its powers or the implementation of any of its resolutions to sub-committees consisting of such persons as it thinks fit. The resolution making that delegation shall specify the financial limits within which that sub-committee shall function. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Committee as soon as is reasonably practicable. The Board may revoke any power conferred or delegated on such a sub-committee at any time.
60. The meetings and proceedings of any sub-committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors. Article 55 shall apply to meetings of sub-committees as it applies to meetings of the Board except that a quorum shall be established by the Board.
61. All acts bona fide done by any meeting of the Board or of any sub-committee or by any person acting as a member of the Board or as a member of a sub-committee, shall, notwithstanding that 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 member of the Board or member of the sub-committee.
62. A resolution in writing, signed by all the members for the time being of the Board or of any sub-committee of the Board who are duly entitled to receive notice of a meeting of the Board or of such sub-committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted, and may consist of several documents in like form each signed by one or more Directors or the sub-committee (as the case may be).

63. In this Article references to a document being "signed" include it being approved by letter, facsimile or telex.
64. (a) A meeting of the Directors may consist of a conference between Directors some or all of whom are in different places provided that each Director who participates is able:-
- (i) to hear each of the other participating directors addressing the meeting; and
 - (ii) if she so wishes, to address all of the other participating Directors simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Article is adopted or developed subsequently) or by a combination of those methods.
- (b) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of Directors required to form a quorum.
- (c) A meeting held in this way is deemed to take place at the place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place from where the chair of the meeting participates.
65. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time resolve, provided that cheques shall be signed by at least two officers of the Company.
66. The members of the Board and any sub-committee of the Board may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any sub-committee

of the Board or general meetings of the Company or in connection with the promotion of the objects of the Company.

67. Save as otherwise provided by the Articles, a Director shall not vote at a meeting of Directors or of a committee of Directors nor be counted in the quorum at any meeting of the Directors on any resolution concerning a matter in which she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless her interest or duty arises only because the case falls within one or more of the following paragraphs:-

- (a) the resolution relates to the giving to her of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by her for the benefit of, the Company;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company for which the Director has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) her interest arises by virtue of her subscribing or agreeing to subscribe for any debentures of the Company or by virtue of her being, or intending to become a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Company) connected with a Director shall be treated as an interest of the Director.

68. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
69. If a question arises at a meeting of the Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and her ruling in relation to any Director other than herself shall be final and conclusive.

THE SECRETARY

70. The Secretary of the Company shall be appointed by the Board for such term and at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by it PROVIDED THAT no member of the Board may occupy the salaried position of Secretary. The Board may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there is no secretary capable of acting.

THE TREASURER

71. The Board may appoint a Treasurer who, if so appointed shall hold office for such time and upon such conditions as it may think fit, and any Treasurer so appointed may be removed by the Board, provided always that any Treasurer so appointed shall not, unless she is also a Director, have the powers and duties of a trustee of a trust nor of a director of company.

HONORARY OFFICERS

72. It shall be lawful for the Board to provide for the creation of the office of President and one or more Vice-President and Patrons, for the admission and retirement of persons to such offices and for the powers, rights, duties and liabilities (if any) of such persons but so that such

persons shall not by virtue only of having been admitted to be Honourary Officers be Members of the Company and that such rights shall not include a right to speak or vote at General Meetings of the Company or Meetings of the Board.

ADVISORY COUNCILS

73. The Board may, if it thinks fit, nominate persons to serve on Advisory Councils of the Company if in the opinion of the Board the advice of such persons on any matter referred to them by the Board, or on any field of activity of the Company, would assist the Board in deciding matters of policy, and the Board shall have power to establish such Advisory Councils and to refer matters to them for reports PROVIDED THAT the Board shall have regard to the views and reports of any such Advisory Council as and when the Board thinks fit and PROVIDED FURTHER THAT any member of any Advisory Council so appointed shall not have the power and duties of a trustee of a trust nor of a director of a company.

MANAGEMENT

74. The Board may from time to time appoint any person, whether or not such person is a member of the Company or the Board, to be the holder of any executive office, on such terms (subject nevertheless to clause 5 of the Memorandum of Association) as to the payment of proper and reasonable remuneration for services to be rendered to the Company and upon such other terms and for such period as they may determine. Any person so appointed who is not a member of the Board shall, unless the Board resolve to the contrary in respect of any meeting or meetings, attend all meetings of the Board, but shall not be entitled to vote or be counted for the purposes of a quorum at such meetings.

OTHER EMPLOYEES

75. The Board may at their discretion appoint remove or suspend such other staff, secretaries, officers, clerks, agents and servants whether for

permanent, temporary or special services, as they may from time to time think fit, and determine their duties and powers, and fix their salaries.

MINUTES

76. The Directors shall cause minutes to be made in books kept for the purpose:-

- (a) of all appointments of officers made by the Directors; and
- (b) of all proceedings at meetings of the Company, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

THE SEAL

77. The Board shall provide for the safe custody of the seal, which shall be used only by the authority of the Board or of a sub-committee authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose, and in favour of any purchaser or person bona fide dealing with the Company such signature shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

78. The Board shall cause proper books of account to be kept in accordance with Sections 221 and 222 of the Act.
79. The books of account shall be kept at the office, or, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors.
80. At the annual general meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be sent out less than twenty one clear days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed

to be served. The auditors' report shall be read before the meeting as required by the Act.

AUDIT

81. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
82. Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 392 of the Act.

NOTICES

83. A notice may be given by the Company to any member either personally or by sending it by post to her or to her registered address, or (if she has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by her to the Company for the giving of notice to her. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of forty eight hours after the envelope containing it was posted.
84. Notice of every general meeting shall be given in any manner authorised by these articles to:-
 - (1) every member of the Company except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
 - (2) every person being a legal representative or a trustee-in-bankruptcy of a member of the Company where the member but for her death or bankruptcy would be entitled to receive notice of the meeting; and
 - (3) the auditor for the time being of the Company.
 - (4) each Board member.

No other person shall be entitled to receive notice of General Meetings.

INDEMNITY

85. Subject to the provisions of the Act every Director, the Secretary and other officer and auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all losses and liabilities incurred by her in or about the execution and discharge of the duties of her office.

DISSOLUTION

86. Clause 8 of the memorandum of association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYELAWS

87. The Board 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 Company and for the purposes of prescribing conditions of membership, and in particular but without prejudice to the generality of the above, it may by such rules or byelaws regulate:

- (1) the admission of members of the Company, 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;
- (2) the conduct of members of the Company in relation to one another, and to the Company's employees;
- (3) the setting aside of the whole or any part or parts of the Company's premises (if any) at any particular time or times or for any particular purpose or purposes,
- (4) the procedure at general meetings and meetings of the Board and sub-committees in so far as such procedure is not regulated by these articles; and
- (5) generally all such matters as are commonly the subject matter of Company rules.

88. The Company in general meeting shall have power to alter or repeal the rules or byelaws in like manner as they may be made and to make additions to them and the Board shall adopt such means as it *deems sufficient* to bring to the notice of members of the Company all such rules or byelaws, which so long as they shall be in force, shall be binding on all members of the Company as if the same were contained in the Articles 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 Company.

HEADINGS

89. 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.

NAMES AND ADDRESSES OF SUBSCRIBERS

A.R. JOHN
FOR AND ON BEHALF OF
OVAL NOMINEES LIMITED
30 Queen Charlotte Street
Bristol

JANIS LAW
FOR AND ON BEHALF OF
OVALSEC LIMITED
30 Queen Charlotte Street
Bristol

DATED this 11th day of December 1992

WITNESS to the above signatures:-

J.H. MOULE
30 Queen Charlotte Street
Bristol
Solicitor