

# **SPECIAL RESOLUTION ON AMENDMENTS OF THE MEMORANDUM OF ASSOCIATION**

## **COMPANIES ACTS**

**COMPANY NUMBER: 2784677**  
**COMPANY NAME: THE DANCEXCHANGE**

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at Coopers and Lybrand Chartered Accountants, 35 Newhall Street, Birmingham B3 3DX on the 23rd day of February 1995 the following Special Resolution was duly passed:

That the memorandum of association of the company be amended as follows:

Memorandum 3 to be deleted in its entirety and replaced by the following:-

3. The Company's Objects and Powers are such that the Company is established for:

- (A) (i) The advancement of public education in the arts of dance & related arts.
- (ii) To foster and promote the maintenance, development, knowledge, understanding, appreciation and opportunity to enjoy these arts.

In furtherance of such objects but not further or otherwise, the Company shall have power:

- (B) To increase the accessibility of these arts

to encourage and assist in promoting the advancement of these arts through practice, presentation, research and study

to bring together and co-ordinate the efforts of local authorities, bodies, organisations, societies and individuals, concerned or interested, whether directly or indirectly, in the attainment of all or any of these following activities, aims and objectives

to co-operate with or give assistance to any association, society or other body, corporate or not, established for the purpose wholly or partly similar to those of the Company

to take any steps to secure the provision and development of suitable buildings where these arts may be practised, presented and studied, and the provision and development in such buildings or elsewhere of facilities for such purpose.

- (C) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes
- (D) to hold exhibitions, meetings, lectures, classes, seminars, and courses either alone or with others

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- (E) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of such research
- (F) to co-operate and enter into arrangements with any authorities, national, local or otherwise
- (G) 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 estate, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate
- (H) 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 Company in the shape of donations, subscriptions or otherwise
- (I) to draw, make, accept, indorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts
- (J) to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit provided that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company
- (K) to take and accept any gifts of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company
- (L) to invest the money of the Company 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 and subject also as provided below
- (M) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company
- (N) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company
- (O) to employ and pay any person or persons, not being directors, to supervise, organise, carry on the work of and advise the Company
- (P) 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 proper performance of their duties as may be thought fit
- (Q) subject to the provision of clause 4 to pay necessary and reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependents
- (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 Company 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

- (S) to pay out of the funds of the Company the costs, charges and expenses of and incidentals to the formation and registration of the Company
- (T) to establish where necessary local branches (whether autonomous or not)
- (U) to do all such other lawful things as shall further the above objects or any of them

**PROVIDED THAT:**

- (V) 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
- (W) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations or workers and organisations of employers;
- (X) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgages, 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 Company shall be chargeable for any such property that may come in to 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 Company 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 Company were not incorporated in.

Signature:



Sue Barker, Company Secretary