

No 3169600

**THE COMPANIES ACTS 1985 AND 1989**

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**COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**of**

**SYMPONY HALL (BIRMINGHAM) LIMITED**

(as altered by special resolution passed 7 February 1997)

**INTERPRETATION**

1. In these articles:

"the Charity" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" means these Articles of Association of the Charity;



“associated person” means a person associated with Birmingham City Council within the meaning of Section 69 of the Local Government and Housing Act 1989 or any statutory modification, amendment or re-enactment thereof for the time being in force;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Charity;

"office" means the registered office of the Charity;

“the prescribed percentage” means 19 per centum;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

## **MEMBERS**

2. (1) The subscriber or subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 55 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees.
- (2) Unless the trustees or the Charity in general meeting shall make other provision under Article 55, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than one.
- (3) (a) A member who was not an associated person at the time of his appointment as a member shall retire automatically and shall be deemed to have retired from membership of the Company on the day preceding the day on which he becomes an associated person if (but only if) by reason of his becoming an associated person the number of members who are associated persons would exceed the prescribed percentage of the total number of members.
- (b) Additionally, a member who is an associated person shall retire automatically and be deemed to retire from membership forthwith if the number of members who are associated persons, for any reason whatsoever, exceeds the prescribed percentage of the total number of members. In such event the smallest number of members who are associated persons shall retire and the member or members to retire shall be (unless all the associated persons otherwise agree among themselves before such event) the member or members who shall have been longest a member or members since their last appointment as such and as between associated persons who become members on the same day, the associated person to retire shall be (unless the

relevant associated persons otherwise agree among themselves before such event) the associated person whose last name begins with the letter nearest "A" and if there are two or more such associated persons the older or oldest person shall retire.

### **GENERAL MEETINGS**

3. The Charity shall hold an annual general meeting each year 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 fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next; Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

### **NOTICE OF GENERAL MEETINGS**

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors.

6. 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 at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

7. No business shall be transacted at any meeting unless a quorum is present. Without prejudice to section 370A of the Companies Act 1985, two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
9. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither

the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.

10. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
11. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
12. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall be not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the results of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (1) by the chairman; or
  - (2) by at least two members having the right to vote at the meeting; or
  - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
18. 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 either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In

other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

### **VOTES OF MEMBERS**

20. Subject to Article 17, every member shall have one vote.
21. No member shall be entitled to vote at any general meetings unless all moneys then payable by him to the Charity have been paid.
22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and binding.
23. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
24. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.



## **TRUSTEES**

25. The number of trustees shall be not less than four but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
26. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future trustees shall be appointed as provided subsequently in the Articles.

## **POWERS OF TRUSTEES**

27. Subject to the provisions of the Act, the memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the Articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the trustees by the Articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the trustees shall have the following powers, namely:
  - (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;

- (2) to enter into contracts on behalf of the Charity.

### **APPOINTMENT, REMOVAL AND DISQUALIFICATION OF TRUSTEES**

29. The majority of members of the Charity may, subject to Articles 31 and 32, at any time by notice in writing signed by him or her or, in the case of a corporate holder, by one of its directors on its behalf and deposited at the office or delivered at a meeting of the trustees or at a general meeting of the Charity to the chairman (unless such notice relates to the chairman) or to the secretary or to any trustee to whom the notice does not relate appoint any person to be a trustee either to fill a vacancy or as an additional trustee and by like notice remove any trustee from office notwithstanding anything in the Articles or in any agreement between the trustee and the Charity. A person who is an associated person may not be appointed as a trustee if the number of trustees who are associated persons thereby exceeds the prescribed percentage of the total number of trustees.
30. Without prejudice to the powers conferred by the last preceding Article, any person may be appointed a trustee by the trustees either to fill a vacancy or as an additional trustee. A trustee so appointed shall not be required to retire at the next annual general meeting. The trustees shall not be liable to retirement by rotation.
31. No person may be appointed as a trustee:
  - (1) unless he has attained the age of 18 years; or
  - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 32.
32. (A) (1) A trustee who was not an associated person at the time of his appointment as a trustee shall vacate office automatically and be deemed to have done so on the date preceding the day on which he becomes an associated person if (but only if) by reason of his

becoming an associated person the number of trustees who are associated persons would exceed the prescribed percentage of the total number of trustees.

- (2) Additionally, a trustee who is an associated person shall vacate office forthwith if the number of trustees who are associated persons for any reason whatsoever exceeds the prescribed percentage of the total number of trustees. In such event the smallest number of trustees who are associated persons shall vacate office as shall result in the number of trustees who are associated persons ceasing to exceed the prescribed percentage of the total number of trustees and the trustee or trustees to retire shall be (unless all the relevant associated persons otherwise agree among themselves before such event) the trustee or trustees who shall have been longest a trustee or trustees since their last appointment as such and, as between associated persons who became trustees on the same day, the associated person to retire shall be (unless the relevant associated persons otherwise agree among themselves) the associated person whose last name begins with the letter nearest "A" and if there are two or more such associated persons the older or oldest person shall retire.

32. (B) A trustee shall cease to hold office if he

- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) resigns his or her office by notice to the Company (but only if at

least four trustees will remain in office when the notice of resignation is to take effect);

(4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated; or

(5) is removed under Article 29.

32. (C) If the number of trustees who are not associated with Birmingham City Council within the meaning of section 69 of the Local Government and Housing Act 1989 shall at any time fall below five in number, the trustee who is so associated with Birmingham City Council shall immediately cease to be a trustee.

#### **TRUSTEES' EXPENSES**

33. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

#### **TRUSTEES' APPOINTMENTS**

34. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.

35. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

### **PROCEEDINGS OF TRUSTEES**

36. (A) Subject to the provisions of the Articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
36. (B) At any meeting of the trustees and of any sub-committee of the trustees each trustee who is an associated person shall have one vote and each trustee who is not an associated person shall have one vote or if greater a number of votes (including fractions of a vote) calculated by reference to the following formula:-

$$\frac{4x}{y} + 1$$

where

“x” is the number of the trustees present at the meeting who are associated persons; and

“y” is the number of trustees present at the meeting who are not associated persons.

37. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one half of their number or two trustees, whichever is the greater.
38. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
39. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
40. The trustees may appoint one or more sub-committees consisting of two or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee. A sub-committee of the trustees shall be entitled to co-opt persons who are not trustees of the Charity as non-voting members to act solely in an advisory capacity. All acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
41. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

42. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
43. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

### **SECRETARY**

44. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, and such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

### **MINUTES**

45. The trustees shall keep minutes in books kept for the purpose:
- (1) of all appointments of officers made by the trustees; and
  - (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

### **THE SEAL**

46. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any

instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

### **ACCOUNTS**

47. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

### **ANNUAL REPORT**

48. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

### **ANNUAL RETURN**

49. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

### **NOTICES**

50. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
51. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.



52. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
53. 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 be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

### **INDEMNITY**

54. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

### **RULES**

55. (1) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular, but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (i) the admission and classification of members of the Charity (including the admission of organisations to membership) 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;

- (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
  - (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
  - (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the Articles;
  - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the Articles.

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Signature(s), Name(s) and Address(es) of Subscriber(s)

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KEITH LINDSAY HOLGATE  
FOR AND ON BEHALF OF  
THE NATIONAL EXHIBITION CENTRE LTD  
BIRMINGHAM  
B40 1NT

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Dated: 21/02/96

Witness to the above Signature(s):

Name: NIGEL DUDLEY

Address: 84 LANGFIELD ROAD  
KNOWLE  
SOLIHULL  
B93 3PS

Occupation: ASSISTANT COMPANY SECRETARY