

No 3169600

**THE COMPANIES ACTS 1985 TO 2006**

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**PRIVATE COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**of**

**Performances Birmingham Limited**

*(formerly called SYMPHONY HALL (BIRMINGHAM) LIMITED)*

**(as altered by special resolutions passed 7 February 1997, 25 November 2004, 29 June 2006  
and 2 June 2008)**

**INTERPRETATION**

1 In these articles

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

<sup>8</sup>"the Act" means the Companies Act 1985 and the Companies Act 2006 (in each case as amended or re-enacted and to the extent in force from time to time),

<sup>9</sup>"address" means a postal address or, for the purposes of electronic communication, a fax number or an email address in each case registered with the Charity,

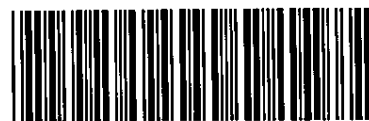
"the Articles" means these Articles of Association of the Charity,

<sup>10</sup>"associated person" means a person who -

(a) is a member of Birmingham City Council, or

(b) is an officer of Birmingham City Council, or

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<sup>8</sup> As altered by special resolution passed on 2 June 2008

<sup>9</sup> As inserted by special resolution passed on 2 June 2008

<sup>10</sup> As altered by special resolution passed on 2 June 2008

(c) is both an employee of Birmingham City Council and either a director, manager, secretary or other similar officer of a company which is under the control of Birmingham City Council and in determining whether for these purposes a company is under the control of Birmingham City Council Article 1 (A) of these Articles shall apply, or

(d) at any time within the preceding four years has been associated with Birmingham City Council by virtue of paragraph (a) above,

"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<sup>11</sup> and the singular indicates the plural and vice versa

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

<sup>121</sup> (A) (1) For the purposes of paragraph (c) in the definition of "associated person" above, a company is for the time being under the control of Birmingham City Council if

<sup>11</sup> As inserted by special resolution passed on 2 June 2008

<sup>12</sup> As inserted by special resolution passed on 2 June 2008

- (a) By virtue of section 736 of the Companies Act 1985 or section 1159 of the Companies Act 2006 the company is at that time a subsidiary of Birmingham City Council, or
  - (b) Paragraph (a) does not apply but Birmingham City Council has at that time power to control a majority of the votes at a general meeting of the company as mentioned in (2) below, or
  - (c) Paragraph (a) does not apply but Birmingham City Council has at that time power to appoint or remove a majority of the board of directors of the company, or
  - (d) The company is under the control of another company which, by virtue of the preceding provisions of this paragraph (1), is itself under the control of Birmingham City Council, for these purposes any question whether one company is under the control of another shall be determined by applying the preceding provisions of this paragraph (1), substituting a reference to the other company for any reference to Birmingham City Council
- (2) The reference in paragraph (1)(b) above to a power to control the majority of the votes at a general meeting of the company is a reference to a power which is exercisable
- (a) in the case of a company limited by shares, through the holding of equity share capital in any one or more of the following ways, namely by Birmingham City Council, by nominees of Birmingham City Council or by persons whose shareholding is under the control of Birmingham City Council, or
  - (b) in the case of any company, through the holding of votes at a general meeting of the company in any one or more of the following ways, namely by Birmingham City Council, by a group of members of the company the composition of which is controlled by Birmingham City Council or by persons who have contractually bound themselves to vote in accordance with the instructions of Birmingham City Council, or
  - (c) partly in one of those ways and partly in the other
- (3) Section 736(A)(3) of the Companies Act 1985 and paragraph 3 of Schedule 6 of the Companies Act 2006 apply for the purposes of paragraph (1) (c) above with the substitution for the word "right" wherever it occurs of the word "power"
- (4) For the purposes of paragraph (2)(a) above, a person's shareholding is under the control of Birmingham City Council if

- (a) his right to hold the shares arose because of some action which Birmingham City Council took, or refrained from taking, in order to enable him to have the right, and
- (b) Birmingham City Council, alone or jointly with one or more other persons can require him to transfer his shareholding (or any part of it) to another person

### **MEMBERS**

- 2 (1) <sup>13</sup>The subscriber or subscribers to the memorandum and such other persons or organisations as are admitted to membership by the trustees in accordance with the rules made under Article 56 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 Membership of the Charity is not transferable
- (2) <sup>14</sup>Unless the trustees or the Charity in general meeting shall make other provision under Article 56, 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) <sup>15</sup>Each member of the Charity shall exercise his or its powers as a member in good faith and in the best interests of the Charity

### **GENERAL MEETINGS**

- 3 <sup>16</sup>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
- 4 <sup>17</sup>Subject to the provisions of these Articles the trustees may call a general meeting at any time and, if required to do so by the members pursuant to the Companies Act 2006, shall call a general meeting in accordance with the provisions of that Act

<sup>13</sup> As altered by special resolution passed on 2 June 2008

<sup>14</sup> As altered by special resolution passed on 2 June 2008

<sup>15</sup> As altered by special resolution passed on 2 June 2008

<sup>16</sup> As altered by special resolution passed on 2 June 2008

<sup>17</sup> As altered by special resolution passed on 2 June 2008

## **NOTICE OF GENERAL MEETINGS**

- 5      <sup>18</sup>An annual general meeting and a 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 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 by a majority in number of the members having the right to attend and vote at general meetings being a majority who together represent not less than 95% of the total voting rights at that 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.

- <sup>19</sup>5      (A) Every notice convening a general meeting shall comply with the provisions of Section 325 (1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint a proxy.

- 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      <sup>20</sup>No business shall be transacted at any general meeting unless a quorum is present. At any time when the Charity has only one member, section 318(1) of the Companies Act 2006 shall apply. In any other case, 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 a duly appointed proxy of a member or 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.

<sup>18</sup> As altered by special resolution passed on 2 June 2008

<sup>19</sup> As inserted by special resolution passed on 2 June 2008

<sup>20</sup> As altered by special resolution passed on 2 June 2008

- 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 <sup>21</sup>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. The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.
- 24 (A)<sup>22</sup> A written resolution passed by the member or members of the Charity in accordance with the Companies Act 2006 shall have effect as if passed by the Charity in general meeting.

### **TRUSTEES**

- 25 <sup>23</sup>The number of trustees shall consist when complete of at least 13 persons to include -
- 25 1 at least two trustees who are residents of the City of Birmingham,
- 25 2 two trustees nominated by Birmingham City Council
- 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.

<sup>21</sup> As altered by special resolution passed on 2 June 2008

<sup>22</sup> As inserted by special resolution passed on 2 June 2008

<sup>23</sup> As altered by special resolution passed on 29 June 2006



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 <sup>24</sup>Subject to the power of nomination of Birmingham City Council referred to in 25 2 above the majority of members of the Charity may, subject to Articles 25 1, 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 Any trustee who is issued with a notice that he or she is to be removed under this Article may appeal in writing to the chairman and shall be given the opportunity to be heard before a full meeting of trustees before his or her removal takes effect 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 <sup>25</sup>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

31 No person may be appointed as a trustee

- (1) unless he has attained the age of 18 years, or

<sup>24</sup> As altered by special resolution passed on 29 June 2006

<sup>25</sup> As altered by special resolution passed on 29 June 2006

- (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 33

- 32      <sup>26</sup>(A)      (1)      At the first annual general meeting after 1 April 2007 all the trustees shall retire from office unless at the end of the meeting the members or nominators have failed to elect and nominate sufficient trustees to hold a quorate meeting of the trustees
- (2)      At the first annual general meeting after 1 April 2007 all those trustees elected shall draw lots for terms of office of 1, 2 and 3 years duration. At each subsequent annual general meeting, one third of the trustees or, if their number is not three or a multiple of three, the number nearest one third must retire from office. If there is only one trustee, he or she must retire
- (3)      (i)      The trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any trustees become or were appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- (ii)      If a trustee is required to retire at an annual general meeting by a provision of these articles, the retirement shall take effect upon the conclusion of the meeting
- (iii)      <sup>27</sup>With effect from 1 April 2007, a trustee shall hold office for no more than two consecutive three year terms beginning on or after that date. For the avoidance of doubt terms of office held by trustees for 1 or 2 years pursuant to Article 32(A) (2) shall be disregarded for these purposes
- 33      (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

<sup>26</sup> As inserted by special resolution passed on 29 June 2006

- (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.

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

- (1) <sup>28</sup>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 72 of the Charities Act 1993 (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 Charity (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

<sup>27</sup> As altered by special resolution passed on 2 June 2008

<sup>28</sup> As altered by special resolution passed on 2 June 2008

- 33 (C) <sup>29</sup>If the number of trustees who are not associated persons shall at any time fall below five in number 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 amongst 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 the associated person whose last name begins with the letter nearest "A" and if there two or more such associated persons the older or oldest person shall retire

### **TRUSTEES' EXPENSES**

- 34 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**

- 35 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 <sup>30</sup>(A) Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one of their number to the office of Chair of the trustees such officer to be remunerated Any such appointment may be made upon such terms as the trustees determine Such appointment as Chair shall terminate if he or she ceases to be a trustee The first Chair to be appointed shall hold office until 31 March 2008 on which date he or she shall be eligible for re-election and thereafter if re-appointed shall be subject to the normal trustee requirements to retire by rotation If the first Chair shall for any reason cease to hold office prior to

<sup>29</sup> As altered by special resolution passed on 2 June 2008

<sup>30</sup> As inserted by special resolution passed on 25 November 2004

31 March 2008 then any replacement shall similarly hold office until that date and thereafter if re-elected shall retire by rotation. All subsequent holders of the office of Chair shall be subject to the normal trustee requirements to retire by rotation.

- 36 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**

- 37 (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.

- 37 (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 (C) <sup>31</sup>Whenever in the case of any matter to be discussed at a meeting of the trustees or a committee appointed by the trustees it is possible that a conflict will arise between a trustee's duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest), the trustee concerned must

- (1) declare an interest at or before discussion begins on the matter, and

- (2) withdraw from the meeting for that item unless expressly invited to remain in order to provide information, and
- (3) not be counted in the quorum for that part of the meeting, and
- (4) withdraw during the vote and have no vote on the matter

38 <sup>32</sup>The quorum for the transaction of the business of the trustees shall be five

39 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

40 <sup>33</sup>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

41 <sup>34</sup>(A)1 The trustees may from time to time provide for the management and transaction of the affairs of the Charity in such manner as they think fit In particular, the trustees may delegate any of their powers and discretions to -

- (i) committees, or
- (ii) to any person, whether or not a trustee, chief executive officer, secretary, employee or officer of the Charity or any other person

41 (A)2 The trustees may impose conditions when delegating, including the conditions that -

- (i) the relevant powers are to be exercised exclusively by the committee to whom they delegate,
- (ii) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees

41 (B) The trustees may revoke or alter a delegation

<sup>31</sup> As inserted by special resolution passed on 2 June 2008

<sup>32</sup> As altered by special resolutions passed on 29 June 2006

<sup>33</sup> Previous Article 40 deleted by special resolution passed on 29 June 2006 and all subsequent articles renumbered

- 41 (C) All acts and proceedings of any committees must be fully and promptly reported to the trustees
- 41 (D) A committee shall be comprised of such persons as the trustees (or any other duly authorised committee) may determine, whether trustees, officers or employees of the Charity or the members or other persons. A committee need not include a trustee among its members
- 41 (E) If the trustees shall delegate a power or discretion to a committee pursuant to Article 41A, any reference in these articles to the exercise of that power or discretion shall include its use by the committee. A committee must comply with any regulations made by the trustees from time to time applicable to the proceedings of the trustees, unless stated otherwise
- 41 (F) Unless the trustees shall otherwise determine -
- (i) <sup>35</sup>the proceedings of a committee shall be governed by the articles regulating the proceedings of the trustees set out in Articles 35 and 37 so far as they are capable of applying and references therein to "trustee" shall be to any member of such a committee, and
- (ii) the quorum for proceedings of such a committee shall be two
- 41 (G) A committee may not sub-delegate its powers and discretions to any sub-committee, any member or members of such committee or any sub-committee, or any other person or persons except as authorised by the trustees
- 42 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
- 43 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

<sup>34</sup> Article 41 inserted by special resolution passed on 29 June 2006

- 44 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**

- 45 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**

- 46 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

<sup>36</sup>Minutes of all proceedings at meetings of the trustees and at general meetings shall be kept for at least 10 years from the date of the meeting in accordance with section 248 and 355 respectively of the Companies Act 2006

### **THE SEAL**

- 47 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**

- 48 <sup>37</sup>Accounts shall be prepared in accordance with the provisions of the Act

### **ANNUAL REPORT**

<sup>35</sup> As altered by special resolution passed on 2 June 2008

<sup>36</sup> As added by special resolution passed on 2 June 2008

<sup>37</sup> As altered by special resolution passed on 2 June 2008



- 49       <sup>38</sup>The trustees shall comply with their obligations under the Charities Act 1993 (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**

- 50       <sup>39</sup>The trustees shall comply with their obligations under the Charities Act 1993 (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**

- 51       <sup>40</sup>Any notice to be given to or by any person pursuant to the Articles must be in writing or must be given using electronic communications except that a notice calling a meeting of the trustees need not be in writing

- 52       <sup>41</sup>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 or by giving it using electronic communication to the member's 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

- 53       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

- 54       <sup>42</sup>(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

(2) Proof that a notice contained in electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given

(3) A notice shall be deemed to be given

<sup>38</sup> As altered by special resolution passed on 2 June 2008

<sup>39</sup> As altered by special resolution passed on 2 June 2008

<sup>40</sup> As altered by special resolution passed on 2 June 2008

<sup>41</sup> As altered by special resolution passed on 2 June 2008

- (A) 48 hours after the envelope containing it was posted, or
- (B) In the case of electronic communication, 48 hours after it was sent

### **INDEMNITY**

55 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**

- 56 (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,

<sup>42</sup> As altered by special resolution passed on 2 June 2008

- (v) generally, all such matters as are commonly the subject matter of company rules
- (2) <sup>43</sup>The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws with the exception of any rules or bye-laws made by the trustees regarding the matters referred to in Article 56 (1) (i) above 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

<sup>43</sup> As altered by special resolution passed on 2 June 2008