

Company No: 3221924



The Companies Act 1985

**PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION¹

of

WALES MILLENNIUM CENTRE

1. The Company's name is Wales Millennium Centre.
2. The Company's registered office is to be situated in England and Wales.
3. 3.1 The Company's objects are:-
 - 3.1.1 to foster and promote for the public benefit the maintenance, improvement and development of artistic taste and the knowledge, understanding and appreciation of the arts including but without limiting the generality of the foregoing by the provision and maintenance of buildings and facilities for the preparation, rehearsal and performance of opera, music, dance, drama and other performing arts and the showing of films;
 - 3.1.2 to provide or assist in the provision and maintenance of facilities for recreation or other leisure-time occupation in the interests of social welfare and for the public benefit provided that such facilities:
 - (a) improve the conditions of life for the persons for whom the facilities are primarily intended; and
 - (b) either:-
 - (i) those persons have need of such facilities by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances; or
 - (ii) the facilities are to be available to the members of the public at large;

¹ As altered by a written resolution passed on 10 June 2002

- 3.1.3 to provide or assist in the provision and maintenance of buildings and facilities for the benefit of young people (under the age of 25) which will without limiting the generality of the foregoing, enable the Youth of Wales to participate in activities of singing, reciting, drama and dance, ambulance work, science, the study and use of the Welsh language and Welsh traditions, educational workshops and lectures, eisteddfodau, the use of library, athletic sports, entertainments and pastimes, and to be encouraged in a better understanding of the problems, life and people of other countries; and
- 3.1.4 the advancement of education for the public benefit by establishing, acquiring, managing and maintaining buildings and facilities for the complete illustration of the geology mineralology, zoology, botany, ethnography, archaeology, art, history and special industries of Wales.
- 3.2 In furtherance of the above objects but not further or otherwise the Company shall have the following powers:-
 - 3.2.1 to organise, hold and sponsor competitions relating to the design and construction of such buildings;
 - 3.2.2 to enter into arrangements with companies, partnerships, individuals and organisations of whatsoever nature to finance and commission the construction of such buildings and works of the performing arts;
 - 3.2.3 to provide and promote lectures, discussions and exhibitions relating to the visual arts and the history of Wales;
 - 3.2.4 to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the board of directors may think fit;
 - 3.2.5 to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation, provision of services or support facilities or otherwise, provided that this shall be without prejudice to the ability of the Company either to disclaim any gift, legacy or bequest in whole or in part or to enter into agreements indemnifying and/or limiting the liability of those donating services and support facilities in such circumstances, and in such manner as the board of directors may think fit;
 - 3.2.6 to lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company;

- 3.2.7 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable, or mercantile instruments;
- 3.2.8 to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;
- 3.2.9 to invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as the board of directors may think 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;
- 3.2.10 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the board of directors may think necessary for the promotion of the Company's objects;
- 3.2.11 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects;
- 3.2.12 subject to clause 4 to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company;
- 3.2.13 to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- 3.2.14 to provide indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the Company;
- 3.2.15 to subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and

whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 below and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body;

- 3.2.16 to establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated by the board of directors to further any of the objects of the Company;
- 3.2.17 to do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate;
- 3.2.18 to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company;
- 3.2.19 to enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may to the board of directors seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the board of directors may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions; and
- 3.2.20 to do all such other lawful things as are necessary for the attainment of the above objects or any of them;

3.3 provided that:-

- 3.3.1 where the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- 3.3.2 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.

- 4. 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 member of its board of directors 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 without the prior written consent of the Charity Commission provided that nothing herein shall prevent any payment in good faith by the Company:-

- 4.1 of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its board of directors) for any services rendered to the Company;
 - 4.2 of interest on money lent by any member of the Company or of its board of directors at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the board of directors;
 - 4.3 of reasonable and proper rent for premises demised or let by any member of the Company or of its board of directors;
 - 4.4 of fees, remuneration or other benefit in money or money's worth to any company of which a member of the board of directors may also be a member holding not more than 1/100th part of the capital of that company; and
 - 4.5 to any member of its board of directors of reasonable out-of-pocket expenses; and
 - 4.6 of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the Company.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the Company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Company 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.

Names, addresses and descriptions of Subscribers

John P George
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Occupation: Solicitor

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Stephen R Berry
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Occupation: Solicitor

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Witness to the above signatures:-

Andrea Northley
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Occupation: Secretary