

The Companies Acts 1985 and 1989 Company Limited by Guarantee
and not having a Share Capital

Articles of Association of Pavilion Dance South West Ltd

Registered Company No 03231304

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 reenactment thereof for the time being in force;
- "the articles" means these Articles of Association of the Charity;
- "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 seal" means the common seal of the Charity if it has one;
- "the 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.
- "address" means a postal address or for the purposes of electronic communications, a fax number, email address or text message number registered in each case with the charity.
- "in writing" includes references to printing, fax, email and other modes of representing or reproducing words in a visible form.

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 subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 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 61, 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 two.

General Meetings

3. The Charity shall hold an annual general meeting each year in addition to any other meetings 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 provision 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 meetings, 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 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 percent 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, a 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. Four 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 third 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. If a quorum is not present half an hour after the adjourned meeting was due to start the members present shall be a quorum.
9. The chair, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chair of the meeting, but if neither the chair 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 chair and, if there is only one trustee present and willing to act s/he shall be chair.
10. If no trustee is willing to act as chair, 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 chair.
11. A trustee shall, notwithstanding that s/he is not a member, be entitled to attend and speak at any general meeting.
12. The chair 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 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 result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll be demanded:
 - (1) by the chair; or
 - (2) by at least two members having the right to vote at the meetings; or
 - (3) by a member or members representing not less than one-third of the total voting rights of all members having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the chair that a resolution has been 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 chair. 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 chair directs and s/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 chair shall be entitled to a casting vote in addition to any other vote s/he may have.
18. 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 either immediately or at such time and place as the chair 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 meeting unless all moneys then payable by her/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 chair whose decision shall be final and conclusive.
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 s/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 three 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 and retirement of trustees

29. At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but if there is only one trustee who is subject to retirement by rotation, s/he shall retire.
30. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
31. If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
32. No person may be appointed as a trustee:
 - (1) unless s/he has attained the age of 18 years; or
 - (2) in circumstances such that, had s/he already been a trustee, s/he would have been disqualified from acting under the provision of Article 38.
33. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the

meeting. If not reappointed at such annual general meeting, s/he shall vacate office at the conclusion thereof.

34. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees

35. A trustee shall cease to hold office if s/he

- (1) cease 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 her/his own affairs;
- (3) resigns her/his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (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 her/his office be vacated.

Trustees' expenses

36. The trustees may be paid all reasonable traveling, 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.

Proceedings of trustees

37. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. Trustees' meetings may be held either in person or by suitable electronic means agreed between the trustees in which participants may communicate simultaneously with all other participants. 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 chair shall have a second or casting vote.
38. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.
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. The trustees may appoint one of their number to be the chair of their meetings and may at any time remove her/him from that office. Unless s/he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which s/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 chair of the meeting.

41. The trustees may appoint one or more sub-committees consisting of one or more trustees for the purpose of making any inquiry of supervising or performing any function of duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub committee : provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
42. All acts done by a meeting of trustees, or 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 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.

Secretary

44. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such a term, at 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 return and its transmission to the Commissioners.

Annual Return

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Notices

50. Notices to be given to or by any person pursuant to the Articles shall either be in writing or by electronic communication.
51. The Charity may give any notice to a Charity member either:
- a) personally; or
 - b) by leaving it as his/her registered address; or
 - c) by sending it by post: or
 - d) by an electronic communication to an address duly notified by the person concerned.
52. Notice of every General Meeting shall be given in an authorized manner to:
- a) every Charity or Trustee except those members who have not supplied to the Charity an address for giving of those notices to them; and
 - b) the auditor for the time being of the Charity.

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

53. A Charity or trustee 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. Proof that an envelope containing 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 wither the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time 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 her/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. The Board may from time to time make such Rules as it may deem necessary or convenient for the proper conduct and management of the Charity provided that no Rule shall be inconsistent with, or shall effect or repeal anything contained in, the Memorandum or Articles of Association of the Charity.