

## **The Companies Act 2006**

### **Company Limited by Guarantee and not having a Share Capital**

#### **Articles of Association of Streetwise Opera**

##### **Interpretation**

In these articles:

"the Charity" means Streetwise Opera;

"the Company" means the Charity;

"the Act" means the Companies Acts (as defined in section 2 of the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

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

"executed" includes any mode of execution;

"office" means the registered office of the Charity;

"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 auditors" means the auditor to the Charity for the time being;

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

##### **Purpose of the Charity**

1. The purpose of the Charity is:
  - (A) to advance the education of the public in the arts, in particular but not exclusively in the art of opera; and
  - (B) the relief of need of homeless people.
2. The income and property of the Charity shall be applied solely towards the promotion of the purpose of the Charity and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee appointed to any office of the Charity shall be paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity:

Provided that nothing in this document shall prevent any payment in good faith by the Charity:

- (A) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or employee of the Charity who is not a trustee;
- (B) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
- (C) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company
- (D) of reasonably and proper rent for premises demised or let by any member of the Company or a trustee;
- (E) to any trustee of reasonable out-of-pocket expenses.

### **Members**

- 3. The subscribers to the articles and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 66-67 shall be members of the Charity. No person shall be admitted a member of the Charity unless their application for membership is approved by the trustees.
- 4. (Unless the trustees or the Charity in a general meeting shall make other provision under Articles 66-67, 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.
- 5. The liability of the members is limited.
- 6. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she 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 the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having a purpose similar to the purpose of the Charity which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the

members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

### **General meetings**

8. 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.
9. 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**

10. 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 days' notice. All other extraordinary general meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if it is so agreed:
  - (A) in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - (B) 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.

11. 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.
12. The notice shall be given to all the members and to the trustees and auditors.
13. 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**

14. No business shall be transacted at any meeting unless a quorum of Members is present; half of the Members present in person or by proxy shall be the quorum.
15. 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.
16. The chair, if any, of the trustees or in their 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.
17. 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.
18. 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 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.
19. 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 may be demanded:
  - (A) By the chair;
  - (B) By at least two members having the right to vote at the meeting; or

- (C) 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.
20. Unless a poll is duly demanded a declaration by the chair 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.
21. 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.
22. A poll shall be taken as the chair directs and the chair 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.
23. 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.
24. 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.
25. 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 days' notice shall be given specifying the time and place at which the poll is to be taken.

#### **Votes of members**

26. Subject to Article 23, every member shall have one vote. On a poll vote, this may be given either personally or by proxy.
27. No member shall be entitled to vote at any general meeting unless all moneys then payable by them to the Charity have been paid.
28. 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.

29. 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.
30. 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 represent as the organisation could exercise if it were an individual member of the Charity.

#### **Trustees**

31. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

#### **Powers of trustees**

32. Subject to the provisions of the Act, 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 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.
33. In addition to all powers hereby expressly conferring upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
  - (A) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the purpose of the charity 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 purpose of the charity; and
  - (B) to enter into contracts on behalf of the Charity.

#### **Appointment and retirement of trustees**

34. Trustees shall be appointed to serve a term of a duration of three years.
35. Trustees may, subject to the provisions of these Articles of Association, serve three terms of a duration of three years, culminating in a maximum of nine years of service, at which point they shall be required to retire at the next annual general meeting of the Charity.
36. 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.
37. In exceptional circumstances (as determined by the trustees), a trustee who has served the maximum number of terms as stipulated in Article 35 of these Articles may be permitted to serve one additional year as trustee, bringing the total number of years in office to ten at which point they shall be required to retire at the next annual general meeting of the Charity.
38. A trustee who has been required to retire under Article 35 or 37 shall not be re-elected.
39. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:
  - (A) they are recommended by the trustees; or
  - (B) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if they were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of their willingness to be appointed or reappointed.
40. No person may be appointed as a trustee:
  - (A) unless they have attained the age of 18 years; or
  - (B) in circumstances such that, had they already been a trustee, they would have been disqualified from acting under the provisions of Article 44.
41. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose them at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of

that person which would, if they were so appointed or reappointed, be required to be included in the Charity's register of trustees.

42. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
43. 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, they shall vacate office at the conclusion thereof.

#### **Disqualification and removal of trustees**

44. A trustee shall cease to hold office if they:
  - (A) 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 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (B) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
  - (C) resign their 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
  - (D) are absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that their office be vacated.

#### **Trustees' expenses**

45. 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 and the exercise of their powers but shall otherwise be paid no remuneration.

#### **Trustees' appointments**

46. Subject to the provisions of the Act, 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 they cease to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation, except where such a person is required to retire at the end of a ten-year term under Article 37.

47. 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**

48. 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. 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.
49. Notice of any meeting of trustees must indicate its proposed date and time, where it is to take place and if it is anticipated that trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting. Notice must be given to each trustee, but need not be in writing.
50. The quorum for the transaction of the business of the trustees may be fixed by decision of the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.
51. 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.
52. The trustees may appoint one of their number to be the chair of their meetings and may at any time remove them from that office. Unless they are unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which they are 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.
53. 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: provided that all acts and

proceedings of any such sub-committees shall be fully and promptly reported to the trustees.

54. 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.
55. 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.
56. 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 persons from an authorised list determined by the trustees.

#### **Secretary**

57. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such 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**

58. The trustees shall keep minutes in books kept for the purpose:
  - (A) of all appointments of officers made by the trustees; and
  - (B) 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.

#### **Accounts**

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

#### **Annual report**

60. The trustees shall comply with their obligations under the [Charities Act 2011] and the Charities Act 2022 (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**

61. The trustees shall comply with their obligations under the Charities Act 2011 and the Charities Act 2022 (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**

62. 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.
63. The Charity may give any notice to a member either personally, via email or by sending it by post in a prepaid envelope addressed to the member at their 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 them shall be entitled to have notices given to them at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
64. 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.
65. 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. Proof that an email was properly addressed and successfully sent shall be conclusive evidence that notice was given. A notice shall be deemed to be given at the expiration of 24 hours after an email was sent.

### **Indemnity**

66. 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 them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

### **Rules**

67. 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:

- (A) 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;
- (B) the conduct of members of the Charity in relation to one another, and to the Charity's employees;
- (C) 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;
- (D) 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; and
- (E) generally, all such matters as are commonly the subject matter of company rules.

68. 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 all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.