

Charity Number: 1109276

Company Number: 04921852

**The Companies Acts 1985 to 2006
Company limited by Guarantee and
not having a Share Capital**

**ARTICLES OF ASSOCIATION
OF
THE LONDON CHILDREN'S MUSEUM
(Amended 6th February 2008 and 11 August 2010)**

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ARTICLES OF ASSOCIATION

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THE LONDON CHILDREN'S MUSEUM

(Amended 6th February 2008 and 11 August 2010)

- 1 The Company's name is **The London Children's Museum** (and in this document it is called "the Charity").
- 2 The Charity's registered office is to be situated in England and Wales.
- 3 The Charity's objects ("the Objects") are to advance the education of children and young persons by the provision and conduct of a child-centred museum designed and adapted to stimulate curiosity and motivate learning.
- 4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - 4.1 to acquire, establish, develop and conduct a museum,
 - 4.2 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity,
 - 4.3 to raise funds and to invite and receive contributions; provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,
 - 4.4 to acquire, develop, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property,
 - 4.5 subject to article 5 below, to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants,
 - 4.6 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

- 4.7 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them,
- 4.8 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- 4.9 to provide advice and promote or carry out research,
- 4.10 to publish or distribute information in any medium;
- 4.11 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);
- 4.12 to delegate the management of investments to a financial expert, but only on terms that.
 - 4.12.1 the investment policy is set down in writing for the financial expert by the trustees,
 - 4.12.2 every transaction is reported promptly to the trustees;
 - 4.12.3 the performance of the investments is reviewed regularly with the trustees,
 - 4.12.4 the trustees are entitled to cancel the delegation arrangement at any time;
 - 4.12.5 the investment policy and the delegation arrangement are reviewed at least once a year,
 - 4.12.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the trustees on receipt,
 - 4.12.7 the financial expert shall not do anything outside the powers of the trustees.
- 4.13 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the trustees or of a financial expert acting under their instructions and to pay any reasonable fee required,
- 4.14 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity as and when required;

- 4 15 to insure the trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 4 16 to enter into contracts to provide service to or on behalf of other bodies;
- 4.17 to establish subsidiary companies to assist or act as agents for the Charity,
- 4 18 to do all other lawful things as are necessary for the achievement of the Objects

5.

- 5 1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and, subject to article 5 4 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 shall be appointed to any office of the Charity 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
 - 5.1 1 of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf; provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - 5.1.2 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,
 - 5.1.3 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 more than the published base lending rate of a clearing bank to be selected by the trustees;
 - 5.1.4 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;

- 5.1.5 of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;
- 5.1.6 to any trustee of reasonable out-of-pocket expenses actually incurred in running the Charity,
- 5.1.7 of an indemnity of the trustees in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
- 5.1.8 in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance).
- 5.2 Any trustee (or any firm or company of which a trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
 - 5.2.1 the goods or services are actually required by the Charity;
 - 5.2.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set out in accordance with the procedure in article 5.3;
 - 5.2.3 no more than one half of the trustees are subject to such a contract in any financial year.
- 5.3 Whenever a trustee has a personal interest in a matter to be discussed at a meeting of the trustees or a committee, the trustee concerned shall
 - 5.3.1 declare an interest as or before discussion begins on the matter;
 - 5.3.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 5.3.3 not be counted in the quorum for that part of the meeting;
 - 5.3.4 withdraw during the vote and have no vote on the matter.
- 5.4 This article may not be amended without the prior written consent of the Charity Commission
- 6. The liability of the members is limited.
- 7 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.

8.

8.1 If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways

8.1.1 by transfer to Eureka! The National Children's Museum (Charity Number 292758 or such other bodies established for exclusively charitable purposes with the same as, or similar to, the Objects;

8.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects;

8.1.3 in such other manner consistent with charitable status as the Charity Commission approve in writing in advance

8.2 A final report and statement of account must be sent to the Charity Commission.

Members

9. The members of the Charity shall be such persons as from time to time comprise the trustees of the Charity. The Charity shall maintain a register of members

General meetings

10 In accordance with the Companies Acts the Charity is not required to hold an AGM.

11. If the Trustees decide an AGM shall be held, then at an AGM the members

11.1 receive the accounts of the Charity for the previous financial year,

11.2 receive the Trustees' report on the Charity's activities since the previous annual report;

11.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation,

11.4 elect Trustees to fill the vacancies arising;

11.5 appoint independent examiners, auditors or appropriate external scrutineers for the Charity;

11.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity, and

11.7 may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.

12. If an AGM is not held the members may decide upon matters in Article 11 by written resolution in accordance with the Companies Acts.
13. Any general meeting which is not an AGM is an EGM except that the Trustees may decide that an AGM is not require in accordance with the Companies Acts
14. An EGM may be called at any time by the Trustees and must be called within 28 clear days on a written request from at least one-tenth of the members
15. A meeting of the members may be held either in person or by suitable electronic means in which all participants may communicate with all the other participants in accordance with the Companies Acts.
16. 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

17. No business shall be transacted at any meeting unless a quorum is present. Two members or one third of the total number of members for the time being, whichever is the greater, shall constitute a quorum.
18. 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.
19. The chairperson, if any, of the trustees or in his or her absence some other trustee nominated by the trustees shall preside as chairperson of the meeting, but if neither the chairperson 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 chairperson and, if there is only one trustee present and willing to act, he or she shall be chairperson.
20. If no trustee is willing to act as chairperson, 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 chairperson.
21. The chairperson 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.

22. 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

Votes of members

23. Every member shall have one vote.
24. 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 chairperson whose decision shall be final and conclusive

Trustees

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

Powers of trustees

26. 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.
27. 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:
- 27.1 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 accordance with the articles 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,
- 27.2 to enter into contracts on behalf of the Charity

Appointment and retirement of trustees

- 28 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, he or she shall retire.
- 29 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.
30. If the members at a general meeting at which a trustee retires by rotation do 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.
31. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless
 - 31.1 he or she is recommended by the trustees; or
 - 31.2 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 he or she 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 his or her willingness to be appointed or re-appointed.
- 32 No person may be appointed as a trustee in circumstances such that, had he or she already been a trustee, he or she would have been disqualified from acting under the provisions of Article 35.
- 33 Subject as aforesaid, the members 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.
- 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 he or she.
- 35.1 ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 35.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 35.3 resigns his or her 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),
 - 35.4 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
 - 35.5 is removed by resolution passed by at least two-thirds of the members present and voting at a general meeting after the meeting has invited the views of the trustee concerned and considered the matter in the light of any such views.

Trustees' expenses

36. 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, except as may be provided under article 5.

Trustees' appointments

37. Subject to the provisions of the Act and to article 5, 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 or she ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.
38. Except to the extent permitted by article 5, 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

- 39 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 chairperson shall have a second or casting vote.
40. 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.
41. 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.
42. The trustees may appoint one of their number to be the chairperson of their meetings and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he or she 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 chairperson of the meeting.
43. The trustees may appoint one or more committees consisting of individuals appointed by them including at least one trustee 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 committee, provided that all acts and proceedings of any such committee shall be fully and promptly reported to the trustees.
44. All acts done by a meeting of trustees or of a committee 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.
45. A meeting of the trustees or a committee may be held either in person or by suitable electronic means agreed by the trustees in which all participants may communicate with all the other participants.
- 46 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee, 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.

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.

47. 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

48. Subject to the provisions of the Act, the secretary (who may be one of the trustees) 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

49. The trustees shall keep minutes in books kept for the purpose
- 49.1 of all appointments of officers made by the trustees; and
 - 49.2 of all proceedings at general meetings of the Charity and at meetings of the trustees and of committees of trustees including the names of the individuals present at each such meeting.

The Seal

50. 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

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

Annual Report

52. The trustees shall comply with such obligations as they may have under the Charities Act 1993 (or any statutory re-enactment or amendment of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

Annual Return

53. The trustees shall comply with such obligations as they may have under the Charities Act 1993 (or any statutory re-enactment or amendment of that Act)

with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

Notices

54. 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.
55. 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 or her registered address or by leaving it at that address or by sending it by suitable electronic means. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
56. A member present in person at any general meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
57. Any notice given in accordance with the articles is to be treated for all purposes as having been received 24 hours after being sent by electronic means or delivered by hand, or two clear days after being sent by first class post, or as soon as the recipient acknowledges actual receipt, if earlier

Indemnity

58. 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 or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity

Regulations

- 59.
- 59.1 Subject to the prior approval of the members in general meeting, the trustees may from time to time make such regulations as they may deem necessary or expedient for the proper conduct and management of the Charity, and in particular but without prejudice to the generality of the foregoing, they may by such regulations or standing orders regulate the procedure at general meetings and meetings of the trustees and committees insofar as such procedure is not regulated by the articles and

generally, all such matters as are commonly the subject matter of company rules.

- 59.2 The members in general meeting shall have power to alter, add to or repeal the regulations or standing orders, provided that no regulations or standing orders shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Interpretation

60. In these articles:

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

"the Act" means the Companies Acts 1985 to 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;

"charity trustees" has the meaning prescribed by section 97(1) of the Charities Act 1993;

"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;

"financial expert" means an individual, company or firm who or which is an authorised person within the meaning of the Financial Services and Markets Act 2000;

"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,

"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;

"taxable trading" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects;

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

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

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

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

References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.