

Company Number: SC112437

THE COMPANIES ACT 2006

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

ARTICLES of ASSOCIATION of

**EDINBURGH INTERNATIONAL JAZZ AND BLUES FESTIVAL LIMITED
(incorporated the 26th day of July 1988)
(formerly Edinburgh International Jazz Festival Limited per Certificate of
Incorporation of Change of Name dated 24th April 1997)
(as amended by Special Resolution dated {19th Day June 2018})**



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CONTENTS		
GENERAL	constitution of the company, defined terms, objects, powers, restrictions on use of assets, limit on liability, general structure	articles 1-10
MEMBERS	qualifications, application, subscription, register, withdrawal, expulsion, termination/transfer	articles 11-17
GENERAL MEETINGS (meetings of members)	general, notice, special/ordinary resolutions, procedure	articles 18-43
DIRECTORS	maximum number, eligibility, election/retiral/re-election, termination of office, register, office bearers, powers, personal interests	articles 44-63
DIRECTORS' MEETINGS	procedure, conduct of directors	articles 64-76
ADMINISTRATION	committees, operation of bank accounts, secretary, minutes, accounting records and annual accounts, notices	articles 77-88
MISCELLANEOUS	winding-up, indemnity	articles 89-93

Constitution of company

1. The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

Defined terms

2. In these articles of association, unless the context requires otherwise:-
 - 2.1 "Act" means the Companies Act 2006;
 - 2.2 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
 - 2.3 "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - 2.4 "electronic form" has the meaning given in section 1168 of the Act;
 - 2.5 "OSCR" means the Office of the Scottish Charity Regulator;
 - 2.6 "property" means any property, heritable or moveable, real or personal, wherever situated; and
 - 2.7 "subsidiary" has the meaning given in section 1159 of the Act.
3. Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

4. The Company is established for charitable objects and purposes only. In particular the Company is established to advance public education by the cultivation and improvement of public taste in Jazz and Blues Music, other related forms of music and the performing Arts in Scotland and elsewhere. In furtherance of these objects but not further or otherwise the Company shall have the following powers:-
 - 4.1 To present, promote, organise, publish, provide, manage and produce such public concerts, recitals, music pieces, films, sound and video recordings, radio or television broadcasts, lectures, exhibitions, workshops, classes, books, plays, operas and ballets and literary, musical and artistic entertainments as are conducive to the promotion, maintenance, improvement and advancement of education or to the encouragement of Jazz and Blues Music, other related forms of music and the Performing Arts and to formulate, prepare and establish schemes therefore;
 - 4.2 To create, organise, administrate and manage projects, courses, conferences, exhibitions, displays, meetings, lectures, educational

- programmes, classes, seminars and festivals as are conducive to the promotion of the objects of the Company;
- 4.3 To provide teaching, instruction, advice, and other assistance in connection with the objects provided in this memorandum;
 - 4.4 To establish and assist the international, national and regional exchange of ideas and information in relation to the arts, to disseminate the useful products thereof and establish and maintain such local, national and international links with other bodies, institutions and companies as may assist in the achievement of the foregoing;
 - 4.5 To provide, promote, encourage or undertake organised research, surveys, investigations and experimental work in connection with the objects of the Company and to publish the results of same for the benefit of the general public;
 - 4.6 To purchase or otherwise acquire and obtain any rights, concessions, licences or interests in the copyright of, or the rights to perform, publish or show, any literary, dramatic, musical or artistic works which can be used or adapted for the objects of the Company;
 - 4.7 To enter into agreements and engagements with musicians, authors, actors, dancers, producers, entertainers, scriptwriters, designers, technicians, lecturers, teachers, artistes, composers and other such persons and advisers by salary or fees or on a voluntary basis;
 - 4.8 Subject to Clause 5 hereof to employ and pay such accountants, architects, staff as are necessary for the furtherance of the objects of the Company;
 - 4.9 To enter into agreements with broadcasters, recording and video recording companies, sponsors, funding bodies, professional organisations and such other companies, associations and societies, to provide goods and/or services in connection with the Company's activities;
 - 4.10 To take lease on, theatres, concert halls, cinemas, studios, and all other premises suitable for the Company's presentations, rehearsals and productions or workshops and to enter into all necessary agreements for this purpose;
 - 4.11 To design, compile, prepare, produce, print, publish, issue, circulate or otherwise disseminate, gratuitously or otherwise, papers, catalogues, reports, magazines and periodicals, books, pamphlets, circulars, brochures, promotional literature, leaflets, flyers, posters and other material whether as printed matter or in any form by electronic, computerised or any other means now known or hereafter invented by which the text or image may be stored, preserved, entered, displayed, transmitted, communicated or disclosed;
 - 4.12 To prepare, produce, programme, exhibit, distribute and deal in any way with all forms of electronic image processing, computer software, computer graphics and animation, multimedia applications and such other applications as may be accessed by an electronic delivery service or by any means of electronic or data transmission and to set up, operate and manage any network of communication between users of

whatever nature of interactive multimedia via existing communications networks or otherwise;

- 4.13 To purchase, take on lease or in exchange, hire or otherwise acquire and hold any heritable or moveable, real or personal property, and to maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) to sell, lease or otherwise dispose of or mortgage any such heritable or moveable, real or personal property, and to issue or grant any mortgage, charge, standard security, lien or other security upon all or any part of its property or assets whether present or future;
- 4.14 To receive, allocate and administer subscriptions, donations, grants, contributions, gifts or bequests made available to the Company for its objects, under the terms and conditions referable to such subscriptions, donations, grants, contributions, gifts or bequests and generally to manage, invest and expend all monies belonging to the Company;
- 4.15 To organise, promote and manage or cause to be organised, promoted or managed fundraising activities, to issue appeals, hold public meetings and take such steps as may be deemed necessary or desirable for the purposes of procuring contributions to the funds of the Company by way of donations or otherwise;
- 4.16 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.
- 4.17 Subject to such consents as may be required by law, to sell, let, grant heritable security, charge, 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;
- 4.18 To assist any person, body or bodies financially or otherwise in the furtherance of the above purposes or any of them;
- 4.19 To borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit and to issue any debentures or debenture stock, whether perpetual, irredeemable or otherwise;
- 4.20 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- 4.21 To retain all or part of the monies of the Company not immediately required for its objects in money or liquid form and to invest the same in interest bearing accounts or deposits; to invest the monies of the Company not immediately required for its objects in or upon such other investments and such securities or properties as may be thought 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 and subject also as hereinafter provided;
- 4.22 To establish, promote or assist companies with charitable objects similar to those of the Company for the acquisition of the property or liabilities of the Company or to carry on any authorised activities of the Company

- or for any other charitable purpose directly or indirectly calculated to the benefit of the Company in the furtherance of its objects.
- 4.23 Subject to the provisions of Clause 4 to establish and support pension and superannuation schemes for the benefit of persons employed by the Company and to grant pensions or retiring allowances to persons who have been employed by the Company or to their dependants;
- 4.24 To apply for, register, purchase or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patent, design, trade mark, licence, concession and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences or privileges in respect of, or otherwise turn to account, any rights and information so acquired;
- 4.25 To insure and arrange insurance cover for all risks, liabilities and contingencies in respect of the Company's activities and without limitation to arrange such cover to indemnify the Company's officers, employees and voluntary workers from and against all risks incurred while engaged in activities on behalf of or under the control of the Company and against the cost of a successful defence to a criminal prosecution brought against an officer 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 officer concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 4.26 To transfer all or any part of the undertaking, assets and liabilities of the Company to, or to take over, federate or amalgamate with, or to affiliate or become affiliated to, any other institution, company or association having charitable purposes similar in whole or in part to those of the Company provided that any such institution, company or association is prohibited from the payment of dividend, bonus or profit to its members at least to as great an extent as such payment is prohibited to members of the Company and further provided that this Clause shall not authorise anything which shall prevent the Company from properly and usefully carrying out its functions as contemplated by this Memorandum;
- 4.27 To form any subsidiary to further or assist in carrying out the objects of the Company, whether directly or indirectly;
- 4.28 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and/or any subsidiary company formed to further or to assist in carrying out the objects of the Company;
- 4.29 To undertake and execute any charitable trusts having primary objects wholly or partly similar to those of the Company and which may be lawfully undertaken by the Company;
- 4.30 To apply for, promote and obtain any Private Act of Parliament, Private

Act of the Scottish Parliament, Provisional Order, Royal Charter or licence or any authority for enabling the Company to carry any of its objects into effect or effecting any modification of the Company's constitution calculated directly or indirectly to promote the Company's interest and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest;

- 4.31 To co-operate with, and enter into arrangements with, authorities, national, local or otherwise;
 - 4.32 To procure that the Company be registered in any country or place;
 - 4.33 To establish where necessary local branches;
 - 4.34 To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise;
 - 4.35 To do all such other lawful things as are incidental to the attainment of the objects of the Company or any of them. PROVIDED THAT:-
 - 4.35.1. in case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts;
 - 4.35.2. the Company's objects shall not extend to the regulation of relations between workers and employees or organisations or workers and organisations of employers.
5. The company's objects are restricted to those set out in article 4 (but subject to article 6).
6. The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

7. In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:-
- 7.1 To carry on activities to enable it to meet the objects listed in Article 4
 - 7.2 To carry on any other activities which further any of the above objects.
 - 7.3 To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
 - 7.4 To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.

- 7.5 To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- 7.6 To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- 7.7 To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- 7.8 To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- 7.9 To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- 7.10 To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- 7.11 To engage such consultants and advisers as are considered appropriate from time to time.
- 7.12 To effect insurance of all kinds (which may include officers' liability insurance).
- 7.13 To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- 7.14 To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.
- 7.15 To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- 7.16 To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- 7.17 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- 7.18 To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- 7.19 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity.
- 7.20 To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

Restrictions on use of the company's assets

- 8.1 The income and property of the company shall be applied solely towards promoting the company's objects.
- 8.2 No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.

- 8.3 No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
- 8.4 No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

Liability of members

- 9. Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
 - 9.1 payment of the company's debts and liabilities contracted before he/she ceases to be a member;
 - 9.2 payment of the costs, charges and expenses of winding up; and adjustment of the rights of the contributories among themselves.

General structure

- 10. The structure of the company consists of:-
 - 10.1 **the MEMBERS:** who for time being shall be the Directors and who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves
 - 10.2 **the DIRECTORS:** who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

Qualifications for membership and method of nomination

- 11.1. The members of the company shall consist of the subscribers to the memorandum of association
- 11.2. Nominations for membership can be put forward by an Trustee, the Company Secretary or the Chief Executive Officer(s). The Chair and the Company Secretary will decide whether to progress the application on the basis of its suitability and fit into the priorities around the gender balance and skill set of the existing Board; the background, skills, and experience of the nominee, bearing in mind current

legislation and other requirements. Any nomination that the Chair and the Company Secretary approve will be put to a full Board meeting for a final decision.

Membership subscription

12. No membership subscription shall be payable.

Register of members

13. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

14. Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.

Expulsion from membership

15. Any person may be expelled from membership by special resolution (see article 28), providing the following procedures have been observed:-

10.3 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion

10.4 the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

16. Membership shall cease on death.

17. A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

18. The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.

19. Not more than 15 months shall elapse between one annual general meeting and the next.

20. The business of each annual general meeting shall include:-

20.1 a report by the chair on the activities of the company

20.2 consideration of the annual accounts of the company

- 20.3 the election/re-election of directors, as referred to in articles 46 to 51.
21. The directors may convene an extraordinary general meeting at any time.
22. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

23. At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting.
24. The reference to "clear days" in article 23 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
25. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 33) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
26. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting
27. Notice of every general meeting shall be given
- 27.1 in hard copy form
 - 27.2 in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
 - 27.3 (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

28. For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 23 to 27; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
29. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- 29.1 to alter its name
 - 29.2 to alter any provision of these articles or adopt new articles of association.
30. For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 23 to 27.
31. Meeting of Members may be held by means of a conference telephone call or conference live calls so that all Persons participating in the meeting can hear each other. Participation in a meeting held by conference calls shall constitute presence of the Person at the meeting

Procedure at general meetings

31. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be not less than one half of all the persons who at the commencement of the meeting are members of the Company, and are entitled to vote upon the business to be transacted, each person being a member or a proxy for a member or a duly authorised representative of a corporation.
32. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
33. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
34. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
35. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
36. Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- 36.1 shall lodge with the company, at the company’s registered office, a

- written instrument of proxy (in such form as the directors require), signed by him/her; or
- 36.2. shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require)
 - 36.3 providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
37. An instrument of proxy which does not conform with the provisions of article 36, or which is not lodged or sent in accordance with such provisions, shall be invalid.
 38. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
 39. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.
 40. A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
 41. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
 42. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
 43. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum number of directors

44. Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall not be less than ten which shall comprise inter alia:
 - 44.1 Up to and including three persons nominated by City of Edinburgh Council

Election, Retiral, Re-election

45. The Directors may appoint any person who is willing to act as a Director either to fill a vacancy or as an additional director provided that the Directors shall at all times comprise a majority of non-remunerated directors.
46. No person may be appointed as a Director:
 - 46.1. unless he/she has attained the age of sixteen years; or
 - 46.2. in circumstances such that, had she/he already been a Director he would have been disqualified from acting under the provisions of Articles 47 or 48;
47. A Director shall hold office for a maximum period of five years from the date of his appointment and shall then retire. Such person shall not again be appointed as a Director unless the Directors resolve that there are exceptional circumstances in that such individual possesses specific or unique skills and expertise, experience or ability of significant value to the Company. In such circumstances, a retiring Director may, if willing to act be re-appointed by the Directors for a second and final term of a maximum of five years and shall at the end of that second term retire altogether so that no Director shall hold office as Director for more than ten years in total.
48. The Directors nominated by City of Edinburgh Council shall not be subject to retiral (providing he/she is willing to be a director), for as long as they are nominated by the Council
49. At each annual general meeting, all of the directors (apart from Council nominees) shall retire from office – but shall then be eligible for re-election, subject to the provisions of Clause 47

Termination of office

50. A director shall automatically vacate office if:-

- 50.1 he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
- 50.2 he/she becomes debarred under any statutory provision from being a charity trustee
- 50.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
- 50.4 he/she ceases to be a member of the company
- 50.5 he/she becomes an employee of the company
- 50.6 he/she resigns office by notice to the company
- 50.7 he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
- 50.8 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material

breach of the code of conduct for directors in force from time to time

50.9 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under sub-sections 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005 or

50.10 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of Section 168 of the Act

51. A resolution under paragraph 50. 8 or 50.9 shall be valid only if:

51.1 the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed

51.2. the director concerned is given the opportunity to address the meeting of the directors at which the resolution is proposed, prior to the resolution being put to the vote; and

51.3. at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution

Register of directors

52. The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

Office bearers

53. The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.

54. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.

55. A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to the Company Secretary to that effect.

Powers of directors

56. Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.

57. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

58. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

59. A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 73) from voting on the question of whether or not the company should enter into that arrangement.
60. For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director or any limited liability partnership of which he/she is a member or any Scottish charitable incorporated organization of which he/she is a charity trustee or any registered society or unincorporated association of which he/she is a management committee member (or any other party who/which is deemed to be connected with him/her for the purposes of the Act, has a personal interest in that arrangement.
61. **PROVIDED**

- 61.1 he/she has declared his/her interest
- 61.2 he/she has not voted on the question of whether or not the company should enter into the relevant arrangement and
- 61.3 the requirements of article 65 are complied with, a directors will not be debarred from entering into an arrangement with the company in which she/he has a personal interest (or is deemed to have a personal interest under article 60) and may retain any personal benefit which he/she gains from her/his participation in that arrangement.
- 61. No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director.
- 62. Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then
 - 62.1 the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - 62.2 the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
 - 62.3 less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
- 63. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at directors' meetings

- 64. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 65. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 66. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors may be fixed by the Directors and unless so fixed at any other number, shall be not less than one half of all the persons who at the commencement of such transaction are Directors of the Company. A Director shall not be counted in the quorum present at a meeting in relation to a discussion or a resolution on a matter concerning which such Director is not entitled to be present or vote.
- 67. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 68. Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from

- among themselves the person who will act as chairperson of the meeting.
69. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
70. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
71. For the purposes of article 70, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
72. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
73. The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 70 to 72

Conduct of directors

74. Each of the directors shall, in exercising his/her functions as a director of the company, act in the interests of the company; and, in particular, must
- 74.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects.
 - 74.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
 - 74.3 in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party
 - 74.3.1. put the interests of the company before that of the other party, in taking decisions as a director
 - 74.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question
 - 74.4 ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.
75. Each of the Directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Directors from time to time.
76. For the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association; and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Delegation to sub-committees

77. The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
78. Any delegation of powers under article 77 may be made subject to such conditions as the directors may impose and may be revoked or altered.
79. The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

80. The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company; at least one out of the two signatures must be the signature of a director.

Secretary

81. The directors shall (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the such conditions of appointment shall be as determined by the directors; the company secretary may be removed by them at any time.

Minutes

82. The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

83. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
84. The directors shall prepare annual accounts, complying with all relevant statutory requirements. If an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
85. No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary

resolution of the company.

Notices

86. Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
87. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
88. Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up

89. If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes.
90. For the avoidance of doubt, a body to which property is transferred under article 89 may be a member of the company.
91. To the extent that effect cannot be given to article 89 (as read with article 90), the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

92. Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
93. The Company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

Company Number: SC112437

THE COMPANIES ACT 2006

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

MEMORANDUM of ASSOCIATION of

**EDINBURGH INTERNATIONAL JAZZ AND BLUES FESTIVAL LIMITED
(incorporated the 26th day of July 1988)
(formerly Edinburgh International Jazz Festival Limited per Certificate of
Incorporation of Change of Name dated 24th April 1997)
(as amended by Special Resolution dated {19th Day June 2018)**

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM of ASSOCIATION
of
EDINBURGH INTERNATIONAL JAZZ AND BLUES FESTIVAL LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	Authentication by each subscriber

Dated