

THE COMPANIES ACTS

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

DUNDEE CONTEMPORARY ARTS LIMITED

SC175926

INTERPRETATION

1 In these Regulations:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the Articles" means the Articles of the Company.

"clear days" in relation to the period of a notice means that 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.

"Ex Officio Director" means a director who is either an elected member, and appointee or an employee of Dundee City Council, or its statutory successor from time to time.

"Independent Director" means a director who is not an Ex Officio Director.

"office" means the registered office of the Company.

"the seal" means the common seal of the Company.

"secretary" means the secretary of the Company, or any other person appointed to perform the duties of the secretary of the Company, including a joint assistant or deputy secretary.

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

Words importing the neuter gender only include the masculine and feminine genders; words importing the masculine gender only include the feminine gender, and vice versa.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meanings as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

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MEMBERS

- 2 The subscribers to the Memorandum of Association of the Company and the directors shall be the only members of the Company.

RESTRICTIONS ON MEMBERSHIP

- 3 No employee of the Company may become a member.

APPLICATION FOR MEMBERSHIP

- 4 Any person becoming a director of the Company shall on his appointment sign and lodge with the Company a written application for membership in such form as the directors require and the directors shall appoint such person to membership.

CESSATION OF MEMBERSHIP

- 5 A member of the Company shall cease to be a member on ceasing to be a director of the Company.
- 6 Membership shall not be transferable and a member of the Company shall cease to be a member of the Company on his death or if he becomes of unsound mind or resigns his membership by seven clear days' notice in writing sent to or left with the secretary at the office.
- 7 A person admitted to membership shall automatically cease to be a member if he becomes an employee of the Company
- 8 The directors shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before any final decision is made.

EXPULSION FROM MEMBERSHIP

- 9 Subject to Articles 10 to 14, the Company may by special resolution, expel any person from membership.
- 10 Any member who wishes to propose at any meeting a resolution for the expulsion of any person from membership shall lodge with the Company written notice of his intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
- 11 The Company shall, on receipt of a notice under the preceding Article, forthwith send a copy of the notice to the member concerned and the member concerned shall be entitled to make written representations to the Company with regard to the notice.

- 12 If representations are made to the Company in pursuance of the preceding Article, the Company shall (unless such representations are received by the Company too late for it to do so)
- (a) state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed and
 - (b) send a copy of the representations to every person to whom notice of the meeting is or was given.
- 13 Whether or not a copy of written representations has been given to each of the persons entitled to receive notice of the meeting, the member concerned shall be entitled to be heard on the resolution at the meeting.
- 14 Failure to comply with any of the provisions of Articles 10 to 13 shall render any resolution for the expulsion of a person from membership invalid.
- 15 A person expelled from membership under Articles 9 to 14 shall cease to be a member with effect from the time at which the relevant resolution is passed.

GENERAL MEETINGS

- 16 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 17 An extraordinary general meeting shall be convened by the directors on requisition by members (under section 368 of the Act) or on requisition by a resigning auditor (under section 392A of the Act).
- 18 Subject to the preceding Article and to the requirements under section 366 of the Act as to the holding of annual general meetings the directors may convene general meetings whenever they think fit.

NOTICE OF GENERAL MEETINGS

- 19 An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by at least twenty one clear days' notice; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.
- 20 A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.
- 21 A notice convening an annual general meeting shall specify the meeting as an annual general meeting.

- 22 Notice of every general meeting shall be given to all the members and directors and to the auditors.
- 23 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

- 24 Except as provided in Article 26 hereof no business shall be transacted at any meeting unless a quorum is present; Four persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall be a quorum.
- 25 If the quorum required under the preceding Article is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairman of the meeting.
- 26 On the reconvening of any meeting previously adjourned under the preceding Article, the quorum shall be the number of members or proxies for members who attend the adjourned meeting.
- 27 The Chairman (or, in his absence, the Vice-Chairman) shall, if present, preside as chairman of the meeting; if neither the Chairman nor the Vice-Chairman is present within fifteen minutes of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairman or, if there is only one director present, he shall be chairman.
- 28 The chairman may, with the consent of the 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.
- 29 No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
- 30 Where the meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
- 31 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 demanded by the chairman or by at least two members having the right to vote at the meeting and a demand by a person as proxy for a member shall be deemed to be a demand by such member.
- 32 Unless a poll is demanded in accordance with the preceding Article, a declaration by the chairman that a resolution has been carried or carried unanimously or 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.
- 33 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman; a demand so withdrawn shall not invalidate the result of a show of hands

declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn.

- 34 If a poll is demanded in accordance with Article 31, it shall be taken at once by means of a secret ballot of all the persons present and entitled to vote (whether as members or as proxies for members) conducted in such manner as the chairman may direct; the result of such poll shall be declared at the meeting at which the poll was demanded.
- 35 A resolution in writing signed by all the members shall be as effectual as if it had been passed at a general meeting duly convened and held; it may consist of several documents in the same form each signed by one or more members.

VOTES OF MEMBERS

- 36 Every member shall have one vote which may be given either personally or (whether on a show of hands or on a poll) by proxy.
- 37 A member who wishes to appoint a proxy to vote on his behalf at any meeting (or adjourned meeting) shall lodge with the Company, at the office, not less than 48 hours before the time for holding the meeting (or as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require) signed by him; an instrument of proxy which does not conform with the preceding provisions or which is not lodged 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 to vote at any meeting instead of a member shall have the same right as the member who appointed him to speak at the meeting and need not be a member of the Company.
- 40 A vote given, or poll demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a poll had terminated prior to the giving of such vote or demanding of such poll unless notice of such termination was received by the Company at the office before the commencement of the meeting or adjourned meeting at which the vote was given or the poll demanded.
- 41 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 42 No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

MAXIMUM AND MINIMUM NUMBER OF DIRECTORS

- 43 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be 4.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 44 No person may be appointed as a director unless that person is a member.
- 45 At every annual general meeting, each Independent Director who has been a director for 4 years or more shall retire.
- 46 If the Company, at the meeting at which an Independent Director retires, does not fill the vacancy, the retiring Independent Director shall, if willing to act, and subject to Article 47, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Independent Director is put to the meeting and lost.
- 47 Notwithstanding any other provision of these Articles, no Independent Director shall be appointed for more than two consecutive terms of appointment. In the case of Independent Directors who are directors as at the date of adoption of these Articles, they shall not be re-appointed for more than one term.
- 48 No person other than an Independent Director who has retired pursuant to Article 46 shall be appointed or re-appointed a director unless he is recommended by the directors.
- 49 Not less than seven nor more than twenty-one clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person (other than an Independent Director retiring pursuant to Article 45) who is recommended by the directors for appointment as a director at the meeting. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the Company's register of directors.
- 50 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 51 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting. If his appointment is not ratified at such annual general meeting, he shall vacate office at the conclusion thereof.
- 52 Subject as aforesaid, an Independent Director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall remain in office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 53 A director shall vacate office if:-
- (a) he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director;

- (b) he becomes bankrupt or apparently insolvent;
- (c) he becomes incapable for medical reasons of fulfilling the duties of his office and such incapacity is expected to continue for a period of more than six months;
- (d) he becomes an employee of the Company;
- (f) he ceases to be a member of the Company;
- (g) he resigns office by notice to the Company;
- (h) he fails to attend four consecutive board meetings without giving an explanation to the Board, which the Board, acting reasonably, considers to justify such failure to attend; or
- (i) he is an Ex Officio Director and ceases to be either an elected member or an employee of Dundee City Council, or its statutory successor from time to time or Dundee City Council or its statutory successor from time to time notifies the Company in writing that the Ex Officio Director is no longer its appointee.

APPOINTMENTS TO EXECUTIVE OFFICE

- 54 The directors shall from time to time appoint from among their number, persons to hold the offices of Chairman and Vice-Chairman and such other executive offices as the directors may consider appropriate; each such office shall be held until the conclusion of the annual general meeting which next follows appointment.
- 55 The appointments to executive office under the preceding Article shall be made at a meeting of directors held as soon as reasonably practicable after the incorporation of the Company and thereafter at a meeting of directors held immediately after each annual general meeting.
- 56 A director whose period of executive office expires under Article 54 may be re-appointed to such office (providing he is willing to act).
- 57 The appointment of any director to executive office shall terminate if he ceases to be a director or if he resigns from such executive office by written notice to the Company.
- 58 If the appointment of any director to executive office terminates under Article 57, the directors shall, at a meeting of directors held as soon as reasonably practicable after such termination, appoint another director to hold such office in his place; a director so appointed shall (subject to Article 57) hold such executive office until the conclusion of the first annual general meeting which follows such appointment.

DIRECTORS' INTERESTS

59 Subject to the provisions of the Act and of Clause IV of the Memorandum of Association and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested in, and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

60 For the purposes of the preceding Article:-

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' REMUNERATION AND EXPENSES

61 No director shall be entitled to any remuneration whether in respect of his office as director or as holder of any executive office under the Company.

62 The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings or meetings of committees of directors or otherwise in connection with the discharge of their duties.

POWERS OF DIRECTORS

63 Subject to the provisions of the Act, the Memorandum of Association and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company.

- 64 No alteration of the Memorandum of Association or these Articles and no direction given by special resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.
- 65 The powers conferred by Article 63 shall not be limited by any special power conferred on the directors by the Articles.
- 66 A meeting of directors at which a quorum (as provided for in Article 72) is present may exercise all powers exercisable by the directors.
- 67 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of his powers.

PROCEEDINGS OF DIRECTORS

- 68 Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit.
- 69 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 70 No notice of a meeting of directors need be given to a director who is absent from the United Kingdom.
- 71 Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairman shall have a second or casting vote.
- 72 The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed at any other number, shall be 4 directors.
- 73 The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or he may act only for the purpose of filling vacancies or of calling a general meeting.
- 74 Unless he is unwilling to do so, the Chairman shall preside as chairman at every meeting of directors at which he is present.
- 75 If the Chairman is unwilling to act as chairman or is not present within fifteen minutes after the time appointed for the meeting, the Vice-Chairman shall act as chairman; if the Vice-Chairman is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 76 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was 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 director and had been entitled to vote.
- 77 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a

meeting of directors or (as the case may be) a committee of directors duly convened and held; it may consist of several documents in the same form each signed by one or more directors.

- 78 Except as otherwise provided by the Articles, a director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls with either or both of the following paragraphs:-
- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by him for the benefit of, the Company or any of its subsidiaries
 - (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or in part (and whether alone or jointly with others) under a guarantee or indemnity or by the giving of security.
- 79 For the purposes of the preceding Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the Company) connected with a director shall be treated as an interest of the director.
- 80 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 81 The Company may by special resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of the directors or at a meeting of a committee of directors.
- 82 Where proposals are under consideration concerning the appointment of two or more directors to executive offices with the Company the proposals may be divided and considered in relation to each director separately; provided he is not for another reason precluded from voting, each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 83 If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before that conclusion of the meeting be referred to the chairman of the meeting; his ruling in relation to any director other than himself shall be final and binding.
- 84 The directors may invite or allow any person to attend and speak, but not to vote, at any meeting or meetings of the directors or of any of the committees of the directors.

DELEGATION TO COMMITTEES OF DIRECTORS AND HOLDERS OF EXECUTIVE OFFICE

- 85 The directors may, subject to Article 88, delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the Chairman or any director holding any other executive office such of their powers as they consider desirable to be exercised by him.

- 86 Any delegation of powers under the preceding Article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 87 Subject to any condition imposed in pursuance of the preceding Article, the proceedings of a committee consisting of two or more directors shall be governed by the Articles regulating the proceedings of meetings of directors so far as they are capable of applying.
- 88 Unless otherwise determined by special resolution, the following matters shall be excluded from delegation in terms of Article 85:-
- (a) the appointment or dismissal of any employee of the Company;
 - (b) the purchase or sale of, or dealing in any way with, heritable property.

SECRETARY

- 89 Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

- 90 The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors, meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present.

THE SEAL

- 91 (a) If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by two directors.
- (b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the directors.

HONORARY PRESIDENT

- 92 The directors may appoint any person to be Honorary President and any person or persons to be patrons of the Company for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointment be directors or members of the Company.

ACCOUNTS

- 93 The directors shall cause accounting records to be kept by the Company in accordance with Section 221 of the Act.
- 94 The accounting records shall be kept at the office or, subject to section 222 of the Act, at such other place or places as the directors may think fit, and the accounting records shall always be open to the inspection of any director.
- 95 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or as authorised by the directors or by ordinary resolution of the Company.

AUDITORS

- 96 Auditors of the Company shall be appointed and their duties regulated in accordance with the Act.

NOTICES

- 97 Any notice to be given in pursuance of these Articles shall be in writing except that a notice calling a meeting of the directors need not to be in writing; the Company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his registered address or by leaving it at that address.
- 98 Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four 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.
- 99 A member present at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

WINDING UP

- 100 If the Company is wound up, the liquidator shall transfer the assets of the Company to an appropriate body in accordance with the provisions of the Memorandum of Association.

INDEMNITY

- 101 (a) Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any loss or liability which he may sustain or incur in connection with the execution of the duties of his office including without prejudice to that generality, any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in which

relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

- (b) The directors shall have power to purchase and maintain for any director, officer or auditor of the Company, insurance against any such liability as is referred to in Section 310(1) of the Act.

No. of Company: SC0175926

The Companies Acts
COMPANY LIMITED BY GUARANTEE

ARTICLES
of ASSOCIATION of

DUNDEE CONTEMPORARY ARTS LIMITED
(as adopted by special resolution dated • April 2012)

Passed 18/09/2012.



J. M. LILLEY.

COMPANY SECRETARY.