

COMPANIES ACT 1985 TO 1989



COMPANY NUMBER 444351

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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WRITTEN RESOLUTION OF  
THE INSTITUTE OF CONTEMPORARY ARTS

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We, the undersigned, being all the members of the above-named company entitled and, at the date of this Resolution, to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, pursuant to Section 381A of the Companies Act 1985, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:

IT IS RESOLVED:

1. That the current provisions of Clause 3 of the Memorandum of Association be altered by the renumbering of the current object as Clause 3(1) and the addition of new sub-clauses as follows:

3(2) *The preservation and display for the benefit of the public of the property, 12 Carlton House Terrace, London*

3(3) *The compilation, preservation and display for the benefit of the public of an archive of contemporary film, photographs or other material of educational and cultural value*

Dated the 16 day of April 2006

\_\_\_\_\_  
Alan Yentob

*Gerrard Tyrrell*  
\_\_\_\_\_  
Gerrard Tyrrell

\_\_\_\_\_  
Ajaz Ahmed

\_\_\_\_\_  
Lisa Appignanesi

\_\_\_\_\_  
Dimitri Goulandris

\_\_\_\_\_  
Julian Stewart Henry

Timothy John Marlow

Ian Charles Stewart

Alan Bennett Taylor

Rumi Verjee

Andrew Curtis Warren

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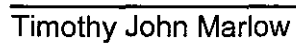
\_\_\_\_\_  
Gerrard Tyrrell

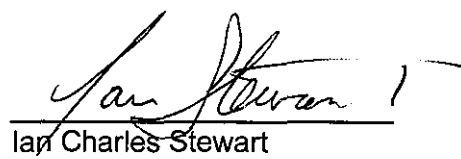
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Ajaz Ahmed

  
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Lisa Appignanesi

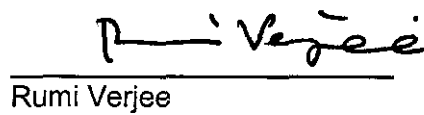
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Dimitri Goulandris

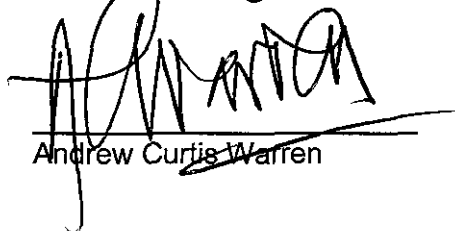
  
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**THE COMPANIES ACTS 1985 to 1989**

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

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**MEMORANDUM OF ASSOCIATION**  
**of**  
**INSTITUTE OF CONTEMPORARY ARTS LIMITED**

Harbottle & Lewis  
Hanover House  
14 Hanover Square  
London W1S 1HP

Tel: +44 (0) 20 7667 5000  
Fax: +44 (0) 20 7667 5100

[www.harbottle.com](http://www.harbottle.com)  
DX 44617 Mayfair

Ref: 324758\_2/94/101762/111

**THE COMPANIES ACTS 1985 to 1989**

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

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**MEMORANDUM OF ASSOCIATION**

**of**

**INSTITUTE OF CONTEMPORARY ARTS LIMITED**

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1. <sup>1</sup> The name of the Company is "LIVING ARTS LIMITED."
2. The registered office of the Company will be situated in England.
3. <sup>2</sup> The objects for which the Company is established are
  - 3(1) To promote the education of the community by encouraging the understanding, appreciation and development of the arts generally and particularly of contemporary art as expressed in painting, etching, engraving, drawing, poetry, philosophy, literature, drama, music, opera, ballet, sculpture, architecture, designs, photography, films, radio and television of educational and cultural value;
  - 3(2) <sup>3</sup> The preservation and display for the benefit of the public of the property, 12 Carlton House Terrace, London; and
  - 3(3) The compilation, preservation and display for the benefit of the public of an archive of contemporary film, photographs or other material of educational and cultural value.

In furtherance of these objects but not further or otherwise the Company shall have the following powers:-

- (i) To provide, present, produce, organise, manage, and conduct exhibitions of pictures, engravings, bronzes, sculptures and other works of art, lectures, and theatrical, musical and other productions of educational and cultural value; to provide, manage and conduct exhibition halls, art galleries, lecture halls, concert halls, theatres, cinemas, rooms and places for such exhibitions, lectures and productions; to give awards and prizes in connection with such

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<sup>1</sup> The name of the Company was changed to INSTITUTE OF CONTEMPORARY ARTS LIMITED by Special Resolution passed on the 23<sup>rd</sup> July, 1968.

<sup>2</sup> As amended by Special Resolution passed on 12 May 2003.

<sup>3</sup> Clauses 3(2) and 3(3) inserted by Special Resolution passed on 18 April 2006

exhibitions; to establish and carry on for the furtherance of aesthetic education a library or libraries in London and such other places as shall from time to time be determined and publish, buy, sell, borrow and lend on such terms as shall be agreed works of art, books, music, periodicals and publication of educational and cultural value; and by any other means to raise the artistic taste of the community.

- (ii) To employ, retain and pay managers, lecturers, conductors, producers, actors, singers, professional and technical advisers, librarians, secretaries, clerks and others whose services are required or deemed expedient for carrying out the objects of the Company.
- (iii) To make reasoned responses to proposed legislation or other government measures affecting the aforesaid objects.
- (iv) To inform and educate the public concerning the actual and potential need for promotion of the objects and the best means of meeting those needs.
- (v) To collect, analyse, evaluate and make available such information, research and other data as may advance the aforesaid objects.
- (vi) To collect or make libraries of or otherwise make available such books, monographs, pamphlets, films, tapes, slides, records, discs, papers, journals, magazines and other publications whatsoever relating to the aforesaid objects.
- (vii) To make such charge or impose such fees in respect of the provision of services or goods of any description as the board may from time to time think fit.
- (viii) To prepare educational materials and conduct educational activities in support of the general purposes of the Company.
- (ix) To conduct and sponsor forums, lectures, debates and similar programmes.
- (x) To make grants to, support and assist charitable institutions.
- (xi) To establish, promote, assist financially or otherwise, lend to, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for, manage, transfer property, liabilities or any authorised activity of the Company to and otherwise deal with charitable companies, societies and other associations with charitable objects similar to those of the Company.
- (xii) To publicise information and to inform public opinion and political debate and to give advice and information to members of the public local and central governments, regulatory organisations, industry and commerce both in UK and abroad to the extent that it is directly relevant to the objects of the Company.
- (xiii) To co-operate with manufacturers, dealers, traders, the press and other sources of publicity for the purpose of promoting the objects of the Company.
- (xiv) To carry on fundraising and educational events of any nature, including without limitation, electronic performances and online events.

- (xv) To purchase, acquire and obtain interests in the copyright of or the right to perform, publish or show any material which can be used or adapted for the objects of the Company.
- (xvi) To licence in and licence out intellectual property rights.
- (xvii) To conduct and defend litigation.
- (xviii) To enter into agreements and engagements with designers, design creators, lecturers, teachers, artists, composers and other persons and retain advisers and to reimburse such persons and advisers by salaries or fees.
- (xix) To procure to be written and print, publish, issue, circulate or otherwise disseminate gratuitously or otherwise, reports and periodicals, books, pamphlets, leaflets and other literature in whatever media.
- (xx) To invite and receive grants, donations, public funding and contributions from any person or persons whatsoever and otherwise to raise funds provided that the Company shall not undertake any permanent trading activity in raising funds for its objects except in the course of the actual carrying out of the objects of the Company or as temporary and incidental thereto.
- (xxi) To take and accept any gifts of property of any description, whether subject to any special trusts or not, for the purposes of the Company.
- (xxii) To undertake and execute any charitable trusts.
- (xxiii) To co-operate with other charitable organisations having similar objects, and to establish, promote or assist such charitable organisations.
- (xxiv) To purchase, acquire or undertake all or any of the property, liabilities and engagements of such charitable organisations and institutions with which the Company may co-operate or federate.
- (xxv) To purchase, lease, hire or otherwise acquire and to sell, let, mortgage, dispose of, turn to account and subject to such consents as may be required by law from time to time otherwise deal with real and personal property, (including without limitation intellectual property of any kind) and any rights or privileges to promote the objects of the Company, and to maintain, construct, alter, pull down and convert buildings for the purposes of the Company.
- (xxvi) To open and operate bank accounts and other facilities for banking in the name of the Company and subject to such consents as may be required by law from time to time and subject as hereinafter provided, to borrow or raise money, and to execute and issue security as the Company shall think fit, including mortgages, charges or securities over the whole or any part of its assets, present or future.
- (xxvii) To lend money and give credit to, and to take security for such loans or credit.
- (xxviii) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable or

mercantile instruments for the purpose of or in connection with the objects of the Company.

- (xxix) To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit and to delegate the investment of such monies up to such appropriate qualified persons as the Company shall think fit;
- (xxx) To permit any investments of the Company to be held in the name of any clearing bank, trust corporation or any stockbroking company which is a member of the Stock Exchange (or any subsidiary of such a stockbroking company) as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such.
- (xxxi) As employers of staff, to make all reasonable and necessary provision for the payment of superannuation and pensions to or on behalf of employees and their spouses, widows, widowers and other dependants.
- (xxxii) To insure and arrange insurance cover for and to indemnify its Council Members, officers, staff, voluntary workers and members from and against all such risks incurred in the course of their duties as may be thought fit and, so far as the law may from time to time allow.
- (xxxiii) To provide indemnity insurance to cover the liability of the Council Members which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company; Provided that any such insurance shall not extend to:
  - (a) any claim arising from any act or omission which:
    - (i) the Council Members knew to be a breach of trust or breach of duty; or
    - (ii) was committed by the Council Members in reckless disregard of whether or not it was a breach of trust or breach of duty; and
  - (b) the costs of an unsuccessful defence to a criminal prosecution brought against the Council Members in their capacity as Council Members of the charity.
- (xxxiv) To carry on and trade or business within the objects of the Company which can in the opinion of the Company be advantageously carried on in fulfilment of the Company's objects.
- (xxxv) To pay out of the funds of the Company the costs of forming and registering the Company.
- (xxxvi) To undertake any other charitable activity which may assist the realisation of the said activities or be combined with them.

(xxxvii) To reimburse the Council Members and officers of the Company for all reasonable expenses incurred by them in the proper discharge of their duties as Council Members or officers of the Company.

(xxxviii) To carry out research (and make the same publicly available) into the use of design, intellectual property and design rights by organisations with charitable purposes.

(xxxix) To do all such other lawful things as shall further the attainment of the objects of the Company.

PROVIDED THAT:-

- (a) 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.
- (b) The Company's objects shall not extend to the regulation of relations between employees or organisations of employees and employers or organisations of employers.
- (c) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council Members and Members of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council Members and Members of the Company, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. <sup>4</sup> The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association, and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Company and no Council Member shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company Provided that nothing herein shall prevent any payment in good faith by the Company:-

- (a) of reasonable and proper remuneration to any officer or servant of the Company for any services rendered to the Company;
- (b) to any Council Member being a solicitor or other person engaged in any profession, of reasonable charges for work of that nature done by him or her

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<sup>4</sup> as amended by Special Resolution passed on 12 May 2003.

or by his or her firm when instructed by the Company to act on its behalf, provided that:

- (i) at no time shall a majority of the Council Members benefit under this provision; and
  - (ii) a Council Member shall withdraw from any meeting which his or her own instruction or remuneration or that of his or her firm is being discussed;
- (c) of reasonable and proper remuneration to:-
- (i) any Council Member of the Company for any services rendered to the Company other than in his or her capacity as a Council Member; or
  - (ii) any company of which a Council Member is a member or employee for any services rendered to the Company;

on the condition that:-

- (i) that Council Member shall not be entitled to vote on a resolution nor attend any meeting concerning his terms of employment or appointment to office or on any payment made or to be made to him or any company of which he is a member by the Company;
  - (ii) notwithstanding anything contained in the Articles of Association of the Company, no resolution relating to payments to that Council Member or any company of which he is a member shall be effective unless it is passed at a meeting at which there is present a quorum which consists only of persons not remunerated as employees or for services being rendered to the Company; and
  - (iii) at no time shall a majority of the Council Members benefit under this provision;
- (d) of interest at a reasonable and proper rate on money lent by any Member of the Company or by a Council Member;
- (e) of reasonable and proper rent for premises demised or let by any Member or Council Member of the Company;
- (f) to any Council Member of the Company in respect of reasonable out-of-pocket expenses;
- (g) of any loans, grants, donations or any other kind of financial assistance to any individual group of individuals partnership body corporate local authority or unincorporated association other than a Council Member who or which conducts or promotes any activity which furthers the objects of the Company;

(h) of any premium in respect of any indemnity insurance to cover the liability of the Council Members which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company; Provided that any such insurance shall not extend to:

(a) any claim arising from any act or omission which:

(i) the Council Members knew to be a breach of trust or breach of duty; or

(ii) was committed by the Council Members in reckless disregard of whether or not it was a breach of trust or breach of duty; and

(b) the costs of an unsuccessful defence to a criminal prosecution brought against the Council Members in their capacity as Council Members of the Company.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he 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 amongst themselves, such amount as may be required not exceeding in the case of an "A" Member £1000, and in the case of a "B" Member £100 and in the case of every other Member £10. In this clause the expression "A" Member means a member who has with the consent in writing of such member been recorded as an "A" Member in the Register of Members of the Company, and the expression "B" Member means a member who has with the consent in writing of such member been recorded as a "B" Member in the Register of Members of the Company.

7. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Company, but shall be given or transferred to any charity or charities having objects similar to the objects of the Company and if more than one in such shares as shall be determined by the members of the Company at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice, having jurisdiction in regard to charitable funds.

8. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company; and, subject to any reasonable restrictions that may be imposed in accordance with regulations of the Company for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this MEMORANDUM OF ASSOCIATION.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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ERIC CRAVEN GREGORY, 139 Swan Court, S.W.3. Company Director.

ROLAND ALGERNON PENROSE, 36 Downshire Hill, N.W.3. Artist Painter.

EDOUARD LEON THEODORE MESENS, 23 Brook Street, W.1. Company Director.

JOHN LOUIS BEDDINGTON, Lily Farm, Princes Risborough, Bucks, Company Director.

HERBERT EDWARD READ, Broom House, Seer Green, Beaconsfield, Publisher.

JAMES MAUDE RICHARDS, 97 Cheyne Walk, London, S.W.10, Editor

ROBERT MELVILLE, 11 Lymington Road, N.W.6. Author

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DATED this 22<sup>nd</sup> day of July, 1947

WITNESS to the above signatures:

JACQUES COTTANCE  
20 Earl's Terrace, W.8.

Author