

No 718349

**THE COMPANIES ACTS 1985 TO 1989**  
**COMPANY LIMITED BY GUARANTEE**

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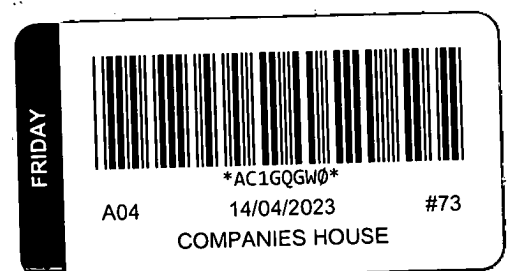
**MEMORANDUM**  
**and**  
**NEW ARTICLES OF ASSOCIATION**  
**of**  
**MIDLANDS ARTS CENTRE**

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Incorporated on 19 March 1962



Pinsent Masons



**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

**of**

**MIDLANDS ARTS CENTRE**

**(as amended by Special Resolution passed on 7 November 1990)**

1. The name of the Company is "MIDLANDS ARTS CENTRE"<sup>1</sup>
2. The registered office of the Company will be situate in England.
3. The object for which the Company is established is the promotion of, education in and appreciation of the arts ("the primary charitable object") and for the furtherance of the primary charitable object but for no other purpose the Company shall have power to do all or any of the following things namely:-
  - 3.1 to provide opportunities for the experience and appreciation of the arts and to make possible the practice and enjoyment of the arts under conditions designed to encourage technical competence and aesthetic and social satisfaction and pleasure;
  - 3.2 to arrange for performances, presentations, demonstrations, exhibitions and activities in all aspects of the arts, crafts and media;
  - 3.3 to provide opportunities for young people, people with special needs, minority groups and those culturally deprived in respect of creative arts and for the development of social and personal skills;
  - 3.4 to provide resources and facilities for artists and to assist organisations with similar charitable objectives;
  - 3.5 to promote events, seminars and educational opportunities that increase awareness and create debate about cultural issues and development;
  - 3.6 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of the primary charitable object, and to construct, lay out, maintain and alter any buildings, gardens, grounds and other amenities necessary or convenient for the work of the Company;
  - 3.7 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of the primary charitable object;
  - 3.8 to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to the primary charitable object;
  - 3.9 to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit;
  - 3.10 to invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions

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<sup>1</sup> Note: Name changed from Cannon Hill Trust Limited on 5 December 1990.

(in any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

- 3.11 to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the primary charitable object or calculated to further the same;
- 3.12 to employ and pay any person or persons to supervise, organise, carry on the work of and to advise the Company and as employers of staff to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees former employees and their widows and other dependants;
- 3.13 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 3.14 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 3.15 to do all such other things as are incidental or conducive to the attainment of the primary charitable object.

Provided that:-

- 3.15.1 in the case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
  - 3.15.2 the Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a trade union;
  - 3.15.3 in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, 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 members of the Board or other or governing body 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 as such Board members have been in 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, the Charity Commissioners or the Minister of Education over such Council of Management or Governing Body, 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. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof 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.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 10 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the Board or other governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any such Board member, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply

to any payment to any company of which such a Board member may be a member, and in which such Board member shall not hold more than one hundredth of the part of the capital, and such Board member shall not be bound to account for any share of profits he or she may receive in respect of any such payment.

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 the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

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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**Name and Address of Subscribers**

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Frank Leslie Price  
68 Bryony Road  
Selly Oak  
Birmingham  
Company Director

Beryl Foyle  
109, Bunbury Road  
Birmingham 31  
Joint Managing Director

Herbert Jackson  
14 Clarendon Square  
Royal Leamington Spa  
Architect

John English  
581 Chester Road  
Sutton Coldfield  
Theatre Director

Mary Alicia English  
571 Chester Road  
Sutton Coldfield  
(Wife of John English) Theatre Director

Derek Ephraim Cotton  
14 Woodbourne Road  
Birmingham 15  
Chartered Surveyor

James Johnstone Gracie  
36 Chantry Road  
Moseley  
Birmingham 13  
Company Director

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Dated 24 January 1962

Witness to the above signatures:-  
W. Bushill-Matthews  
Solicitor  
Birmingham

**THE COMPANIES ACT 1948**  
**COMPANIES ACTS 1985 TO 1989**  
**COMPANY LIMITED BY GUARANTEE**  
**NEW ARTICLES OF ASSOCIATION**  
**of**  
**MIDLANDS ARTS CENTRE**

(adopted by Special Resolution passed on 7 November 1990)

**GENERAL**

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

**DEFINITIONS**

"**The Act**" means the Companies Act 1985;

"**These presents**" means these Articles of Association, and the regulations of the Company from time to time in force;

"**Member**" means a member of the above named Company;

"**The Board**" means the board of management for the time being of the Company;

"**Board Member**" means a member of the Board;

"**The Chief Executive**" means the Chief Executive of the Company appointed pursuant to Article 52 hereof;

"**The Office**" means registered office of the Company;

"**The Seal**" means the common seal of the Company;

"**The United Kingdom**" means Great Britain and Northern Ireland;

"**Month**" means calendar month;

"**In writing**" means written, printed or lithographed, or partly one or partly another, and other modes of representing or reproducing words in a visible form.

- 1.1 And words importing the singular number only shall include the plural number, and visà versa.

- 1.2 Words importing the masculine gender only shall include the feminine gender; and

- 1.3 Words importing persons shall include corporations.

- 1.4 Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The Company is established for the purposes expressed in the Memorandum of Association.

### **MEMBERS**

3. Such persons interested in the objects and work of the Company as the Board shall at its discretion admit to membership in accordance with the provisions hereinafter contained shall be Members of the Company provided that the maximum number of members shall be one hundred or such higher number as the Company in general meeting shall determine.
4. The provisions of the Act with regard to the register of Members shall be observed by the Company, and every Member of the Company shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
5. The annual subscription payable by Members shall be such amount (if any) as shall from time to time be fixed by the Company in general meeting.
6. A person may resign his or her Membership of the Company by giving to the Company notice in writing. The rights of any Member shall be personal and shall not be transferable and shall cease upon the Member failing to pay any annual subscription within three months of its becoming due, or on his becoming bankrupt or of unsound mind. Nothing herein contained shall prejudice the rights of the Company to claim payment of the full amount of the subscriptions which the Member shall have undertaken to pay or prevent the Member from again becoming eligible for membership.
7. Membership is terminated if:-
  - 7.1 the Member dies or, if it is an organisation, ceases to exist;
  - 7.2 the Member is removed from membership by a resolution of the Board Members that it is in the best interests of the Charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:-
    - 7.2.1 the Member has been given at least 21 days' notice in writing of the meeting of the Board Members at which the resolution will be proposed and the reasons why it is to be proposed;
    - 7.2.2 the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been allowed to make representations to the meeting.

### **GENERAL MEETINGS**

8. The company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
9. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
10. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.
11. Twenty-one days' notice in writing at least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed

by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.

12. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election of Board members in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
14. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five Members personally present shall be a quorum.
15. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
16. The Chair of the Board or in his or her absence the Vice Chair shall chair every General Meeting, but if there be no such Chair or Vice Chair present and willing to preside within five minutes after the time appointed for holding the same, the Members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some Member of the Company who shall be present to preside.
17. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least three Members present in person or by proxy, and unless a poll be so demanded a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
19. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
20. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.
22. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

23. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:-
- 23.1.1 a copy of the proposed resolution has been sent to every eligible member;
  - 23.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
  - 23.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 23.2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
- 23.3 In the case of a Member that is an organisation, its authorised representative may signify its agreement.

### **VOTES OF MEMBERS**

24. Subject as hereinafter provided, every Member shall have one vote.
25. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his Membership, shall be entitled to vote on any question at any General Meeting.
26. Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act.
27. The instrument appointing a proxy shall be in writing under the hand of the Member or of the Member's attorney duly authorised in writing, or if such Member is a corporation under its common seal, if any, if none, then under the hand of some officer duly authorised in that behalf.
28. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
30. An instrument appointing a proxy may be in any common form or in such other form as the Board shall approve. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

### **THE BOARD**

31. Until otherwise determined by a General Meeting, the number of the members of the Board (other than those nominated by Birmingham City Council) shall not be less than four not more than 15.
32. The Board may from time to time and at any time appoint any person as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any Board member so appointed shall retire from office at the

next Annual General Meeting, but he or she shall then be eligible for re-election and shall not be taken into account in determining the Board members to retire by rotation at such meeting under these Articles.

33. Unless or until the members of the Company shall otherwise determine Birmingham City Council shall be entitled to appoint three nominated Board members. Board members so nominated shall not be taken into account for the purpose of determining the Board members to retire under these Articles or for the purpose of the maximum and minimum number of Board members under Article 31 above.
34. The Board may also invite any body whether or not incorporated and whether or not a Member which has made a grant or contribution to the Company or is interested or involved in the work of the Company to appoint one or more persons to attend and speak at Board meetings but such persons shall not be Board members and shall not be entitled to vote at such meetings. Such appointments shall be made by notice in writing given to the Company by an officer of the nominating body.

#### **ROTATION AND ELECTION OF BOARD MEMBERS**

35. At each Annual General Meeting, one-third of the Board members (other than nominees of the Birmingham City Council) for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
36. The Board members to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his or her last election or appointment. A retiring Board member shall be eligible for re-election.
37. The Company may, at the meeting at which a Board member retires in manner aforesaid, fill up the vacated office by electing another person thereto, and in default the retiring Board member shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Board member shall have been put to the meeting and lost.
38. No person not being a Board member retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of the Board at any General Meeting, unless not less than four days before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some Member duly qualified to be present and vote at the meeting for which such notice is given, of the Member's intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of that person's willingness to be elected.
39. The Company may from time to time in General Meeting increase or reduce the number of Board members, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

#### **DISQUALIFICATION OF MEMBERS OF THE BOARD**

40. The office of a member of the Board shall be vacated:-
  - 40.1 becomes bankrupt or enters into a composition with his or her creditors;
  - 40.2 becomes of unsound mind;
  - 40.3 by notice in writing to the Company resigns his or her office;
  - 40.4 ceases to hold office by reason of any order made under section 295 of the Act;
  - 40.5 is removed from office by a resolution duly passed pursuant to section 303 of the Act;

- 40.6 is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions); or
- 40.7 is absent without the permission of the Board Members from all their meetings held within a period of six consecutive months and the Board Members resolve that his or her office be vacated.

Section 293 of the Act relating to the age limit of directors shall not apply to the Company.

#### **MANAGEMENT POWERS OF THE BOARD**

41. The business of the Company shall be managed by the Board who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
42. The Board may make and vary from time to time such rules, regulations and bye-laws for the conduct of the affairs of the Company and the use of the Company's premises as they shall think proper, but so that no rule, regulation or bye-law shall have any validity, effect or operation if it amounts to or involves an addition to or alteration of these articles which could only properly be made by special resolution of the Company in general meeting.
43. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

#### **PROCEEDINGS OF THE BOARD**

44. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.
45. A Board member may, and on the request of a Board member the Secretary shall, at any time summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
46. Subject to the Act a Board Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of that interest at a meeting of the Board in accordance with Section 317 of the Act and provided that interest is only as a trustee, director, officer, employee, member or shareholder (and he or she shall not hold more than one hundredth part of the capital) of the other party to the contract and he does not personally receive any direct benefit from the contract he or she shall not be accountable to the Company for any indirect benefit which he or she may derive from the contract and no such contract shall be liable to be avoided on the grounds of any such indirect interest or benefit.
47. A Board member shall not vote at a meeting of the Board or on a committee of the Board on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.

48. The Board may from time to time elect a Chair and Vice Chair of its meetings and may determine for what period each is to hold office. If no such Chair or Vice Chair be elected or if neither be present at any meeting within five minutes after the time appointed for holding the meeting the members of the Board present shall choose one of their number to chair the meeting.
49. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
50. The Board may delegate any of their powers to committees consisting of such person or persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
51. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board or of any such committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board or of the committee concerned.
52. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
53. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.
54. A meeting may be held by suitable electronic means agreed by the Board Members in which each participant may communicate with all the other participants.

#### **CHIEF EXECUTIVE**

55. The Board may appoint such person to be the Chief Executive of the Company for such period and on such terms as to remuneration and otherwise as it shall think fit, and subject to the terms of any agreement entered into in any particular case may revoke such appointment. The Board may entrust to and confer upon the Chief Executive of the Company any of the powers exercisable by it upon such terms and conditions and with such restrictions as it may think fit, and either collaterally with or to the exclusion of its powers, and may from time to time revoke withdraw, alter or vary all or any of such powers. Any person appointed a Chief Executive of the Company may attend and speak (but shall not be entitled to vote) at all meetings of the Board and general meetings of the Company.
56. The Chief Executive shall, unless the Board shall otherwise direct, and in the absence of a Chief Executive the Board shall engage such officers and servants as the Chief Executive or the Board may consider necessary and shall fix and regulate their terms and conditions of service subject to clause 5 of the memorandum of association as the Chief Executive or the Board may think fit.

#### **THE SECRETARY**

57. The secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by it. The Board may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

## **THE SEAL**

58. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board or of one such member and the secretary, and the said members and secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## **ACCOUNTS**

59. The Board shall cause proper books of account to be kept with respect to:-
- 59.1 all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- 59.2 all sales and purchases of goods by the Company; and
- 59.3 the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Company and to explain its transactions.

60. Accounting records shall be kept as required by the Act at the registered office of the Company, or at such other place or places as the Board shall think fit, and they shall always be open to inspection by all Board members and, subject to any reasonable restriction as to the time and manner of inspection imposed by the Board, by other Members of the Company or by such officer or member of Birmingham City Council as shall be authorised to do so by Birmingham City Council; but no Member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.
61. At the Annual General Meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to a date not more than 10 months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other document required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before Members of the Company in the Meeting as required by section 241 of the Act.

## **AUDIT**

62. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

## **NOTICES**

63. A notice may be served by the Company upon any Member, either:
- 63.1 personally;
- 63.2 by sending it through the post in a prepaid letter, addressed to such Member at the registered address or the Member as appearing in the register of Members; or

63.3 in electronic form.

64. Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him or her, shall be entitled to have notices served upon him or her at such address but, save as aforesaid and as provided by the Act, only those Members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

65. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

66. Any notice, if served in electronic form, shall be deemed to have been served 48 hours after it was sent.

#### **DISSOLUTION**

67. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.



**CERTIFICATE OF INCORPORATION**  
**ON CHANGE OF NAME**

No. 718349

I hereby certify that

**CANNON HILL TRUST LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**MIDLANDS ARTS CENTRE**

Given under my hand at the Companies Registration Office, Cardiff  
the 5 DECEMBER 1990

*M. Rose*  
**M. ROSE**

**an authorised officer**

**THE COMPANIES ACT 1948**  
**THE COMPANIES ACTS 1985 TO 1989**

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**SPECIAL RESOLUTION**  
**of**  
**MIDLANDS ARTS CENTRE**

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At the 30th Annual General Meeting of Midlands Arts Centre duly convened and held at Midlands Arts Centre, Cannon Hill Park, Birmingham B12 9QH on 18 November 1992 the following resolution was duly passed as a special resolution:-

That, in accordance with Article 37, the maximum number of the members of the Board (other than those nominated by Birmingham City Council) as specified in Article 29 of the Articles of Association be increased from eleven to twelve, and that rotation continue to be laid down in Articles 33 and 34 of the Articles of Association.

.....  
Chair

.....  
Date

**THE COMPANIES ACT 1948**  
**THE COMPANIES ACTS 1985 TO 1989**

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**SPECIAL RESOLUTION**  
**of**  
**MIDLANDS ARTS CENTRE**

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At the 33rd Annual General Meeting of Midlands Arts Centre duly convened and held at Midlands Arts Centre, Cannon Hill Park, Birmingham B12 9QH on 15 November 1995 the following resolution was duly passed as a special resolution:-

That, the number of nominated Board members that Birmingham City Council shall be entitled to appoint under Article 31 be increased from two to three.

.....  
Chair

.....  
Secretary

***special resolution***

The following amendment to the articles of association is presented for consideration at the Annual General Meeting:

To delete existing clause 13 and insert new clause as follows:

"13. No business to be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided eight members personally present shall be a quorum."

**Proposed by the Board**

*Note: This resolution has the effect of reducing the quorum for General Meetings from 10 to 8 members.*

**MIDLANDS ARTS CENTRE**

**ANNUAL GENERAL MEETING: 18 NOVEMBER 1992**

**AGENDA ITEM 6**

**ELECTION OF BOARD MEMBERS**

Extracts from Articles of Association

- "29. Until otherwise determined by a General Meeting, the number of the members of the Board (other than those nominated by Birmingham City Council) shall not be less than four nor more than eleven."
- "37. The Company may from time to time in General Meeting increase or reduce the number of Board members, and determine in what rotation such increased or reduced number shall go out of office."

In accordance with Article 37, it is therefore proposed:

That the maximum number of the members of the Board (other than those nominated by Birmingham City Council) as specified in Article 29 of the Articles of Association be increased from eleven to twelve, and that rotation continue to be as laid down in Articles 33 and 34 of the Articles of Association.

**MIDLANDS ARTS CENTRE**

**Annual General Meeting No 52 - Thursday 25 September 2014**  
**Agenda Item 7**

**Adoption of revised Memorandum and Articles of Association**

**Special Resolution**

THAT, with effect from the conclusion of the Meeting, the Articles of Association produced to the Meeting and for the purposes of identification marked "A" and signed by the Chair of the Meeting, be adopted in substitution for and to the exclusion of the existing Articles of Association of the Company.

**Proposed by the board**