



THE MAYFLOWER THEATRE TRUST

**ARTICLES
OF
ASSOCIATION**

SATURDAY



RM "R5LJDKV6" 10/12/2016 #29
COMPANIES HOUSE

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

December 2016

AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION OF
THE MAYFLOWER THEATRE TRUST**

(as amended up to and including 25 November 2016)

INTERPRETATION

- 1 In the interpretation of these Articles of Association the following words shall have the meanings set opposite them respectively unless the context otherwise requires

"The Act"	The Companies Act-2006 together with each and every statutory modification or re-enactment thereof for the time being in force
"These presents"	These Articles of Association and the regulations of the Trust from time to time in force
"The Board"	The Board of Directors for the time being appointed pursuant to these Articles of Association
"Directors"	The Directors of the Trust
"The Members"	The Members of the Trust
"Month"	Calendar month
"The Office"	The Registered Office for the time being of the Trust
"Officer"	The person or persons as defined by the Local Government Act 1972 as amended
"The Register"	The Register of Members of the Trust
"The Seal"	The Common Seal of the Trust
"The Trust"	The Mayflower Theatre Trust
"The United Kingdom"	Great Britain and Northern Ireland

"Year"

Calendar year

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, photography, xerography or lithography and other modes of representing or reproducing words in a visible form

Words importing the singular shall include the plural and vice versa

Words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents

MEMBERS

- 2 The number of Members with which the Trust proposes to be registered is twenty-five but the Board may from time to time register an increase of Members to such number as may not exceed one hundred and fifty
- 3 (1) Subject as hereinafter mentioned the first Members of the Trust shall be the subscribers to the Articles of Association and such other persons as shall be appointed to membership in accordance with these presents

(2) Appointment of Members of the Trust shall be by the Board by notice in writing

(3) No appointment as aforesaid under paragraph (2) of this Article shall become effective until the person appointed shall either have signed a form or (not being an individual) have caused the form to be signed on its behalf accepting such appointment and left it at the Office or have signed his or her name in the Register

(4) The Board may by notice in writing remove from membership any Member (including any Member who is a subscriber to the Articles of Association)

(5) Where a Member has been removed from membership pursuant to paragraph (4) of this Article or has ceased to be a Member by virtue of Article 4 the Board shall by notice in writing be entitled to appoint another Member in his place

- 4 (1) A Member shall cease to be a Member of the Trust forthwith in any of the following cases —
- (a) If he or she shall give notice of resignation in writing to the Trust, or
 - (b) if he or she shall be removed pursuant to Article 3(4), or
 - (c) If he or she shall have died
- 5 The Register shall be kept by the Trust containing the names and addresses of all the Members and together with such other particulars as may be required by the Act

GENERAL MEETING

- 6 The Trust shall in each year hold a General Meeting as its Annual General Meeting (in addition to any other meetings in that year) 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 except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year
- 7 All meetings other than Annual General Meetings shall be called General Meetings
- 8 The Board may whenever they think fit convene a General Meeting, and General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by the Act

NOTICES OF GENERAL MEETINGS

- 9 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by a twenty-one days' notice in writing at the least, and a meeting of the Trust other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Trust in General Meeting, to such persons as are, under these presents, entitled to receive such notices from the Trust

Provided that a meeting of the Trust shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it so agreed -

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat, and
 - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety—five per cent of the total voting rights of that meeting of all the Members
- 10 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

- 11 All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, except the consideration of the income and expenditure account and balance sheet, the reports of the Board and of the Auditors and the appointment of, and the fixing of the remuneration of, the Auditors
- 12 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, a quorum shall consist of either five Members or one tenth of the total number of Members whichever be the greater all personally present
- 13 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 to such other day and at such other time and place as the Board may determine
- 14 The Chair (if any) of the Board shall preside at every General Meeting, but if there shall be no such Chair or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside, the Vice-Chair (if any) of the Board shall preside. If the Vice-Chair shall be similarly absent or unwilling to preside or there shall be no such Chair or Vice-Chair, the Members present shall choose some member of the Board to preside. If no such member shall be present or if all members of the Board present decline to take the chair, the Members shall choose some other Member of the Trust who shall be present to preside
- 15 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

- 16 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 chairman or by at least two Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting and unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minute book of the Trust 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
- 17 Subject to the provisions of Article 18, if a poll be demanded in the 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 resolution of the meeting at which the poll was demanded
- 18 No poll shall be demanded on the election of a chair of a meeting, or any question of adjournment
- 19 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a further or casting vote
- 20 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that in relation to which a poll has been demanded
- 21 Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Trust duly convened and held

VOTES AT MEETINGS

- 22 Both on a show of hands and on a poll each Member shall have one vote
- 23 Votes may be given on a show of hands or on a poll either personally or by proxy
- 24 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
- 25 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 at which the proxy is used
- 26 Any instrument appointing proxy shall be in the following form or as near thereto as circumstances will admit —
- “I
of
a Member of THE MAYFLOWER THEATRE TRUST
hereby appoint
of
or failing him/her,
of
as my proxy to vote for me on my behalf at the General Meeting of the Trust to be held on the
day of and at any adjournment thereof
“As witness my hand this day of 20 “
- The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

DIRECTORS

- 27 (a)The Board shall comprise not more than twelve and not less than three Directors

- 28 A person may be appointed as a Director whatever may be his age and no Director shall be required to vacate his or her office by reason of his or her attaining or having attained the age of seventy years or any other age

APPOINTMENT AND REMOVAL OF DIRECTORS

- 29 Appointment and removal of any Director shall be by the Directors at a Board Meeting

ROTATION OF DIRECTORS

- 30 The Board may from time to time and at any time appoint a Director in order to fill a casual vacancy provided that the prescribed maximum may not thereby be exceeded Any Director so appointed shall retain his or her office only until the next Annual General Meeting, but shall then be eligible for re-election
- 31 At the first Annual General Meeting of the Trust all the Directors shall retire from office and at the Annual General Meeting in every subsequent year one third of the Directors for the time being or if their number is not three or a multiple of three then the number nearest one third shall retire from office
- 32 The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 33 A retiring Director shall be eligible for re-election
- 34 The Members at the meeting in which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring Director shall in offering himself 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 Director shall have been put to the meeting and lost
- 35 No person other than a Director retiring at the meeting shall unless recommended by the Directors be eligible for election to the office of Director at any General Meeting unless not less than 3 nor more than 21 days before the date appointed for the meeting there shall have been left at the registered office of the Trust notice in writing signed by a Member duly qualified to attend and vote at the meeting for which such notice is given of his or her intention to propose such person for election and also notice in writing signed by that person of his or her willingness to be elected

BORROWING POWERS

- 36 The Board may from time to time at their discretion raise or borrow money for all or any of the purposes of the Trust and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets of the Trust, present or future and may issue debentures or bonds either charged upon the whole or any part of the assets and property of the Trust and not so charged
- 37 A register of the holders of the debentures of the Trust shall be kept and shall be open to the inspection of the registered holders of any such debentures on every week-day except Saturday and Bank and Public Holidays and the days following such holidays at any time between the hours of ten o'clock and twelve o'clock in the forenoon and three o'clock and four o'clock in the afternoon. The Board may close the said register for such period or periods as they may think fit not exceeding in the aggregate twenty days in any year

POWERS AND DUTIES OF THE BOARD

- 38 The business of the Trust shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust as are not by statute or by these presents required to be exercised by the Trust in General Meeting, subject nevertheless to the provisions of the Act and these presents, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made
- 39 The Board may act notwithstanding any vacancy therein, provided always that, in case the Directors 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 purposes of admitting persons to membership of the Trust or of summoning a General Meeting, but not for any other purpose
- 40 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Trust, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine

SECRETARY

- 41 (1) Subject to the Act the Secretary shall be appointed by the Board 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. 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 or available to act.
- (2) Anything required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting or available to act, be done by or to any assistant or deputy Secretary, or, if there is none or none capable of acting or available to act, by or to any officer of the Trust authorised generally or specially in that behalf by the Board.
- (3) A provision of the Act or these presents requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in the place of, the Secretary.

THE SEAL

- 42 The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least one Director and of the Secretary or of some other person appointed by the Board for the purposes, and the said Directors and Secretary or other person 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 Trust such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF DIRECTORS

- 43 (1) The office of Director shall be vacated if the Director -
- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or
 - (b) becomes mentally disordered, or
 - (c) by notice in writing to the Trust resigns his or her office, or
 - (d) becomes prohibited from being a director by reason of any order made under the Act, or
 - (e) being directly or indirectly interested in any contract with the Trust, fails to declare his or her interest in manner required by the Act, or
 - (f) being a Director ceases to be a Member of the Trust, or

(g) is removed from office by a resolution duly passed pursuant to Section 168 of the Act

(2) A Director shall not vote in respect of any contract in which he or she is interested or any matter arising thereout, and if he or she does so vote his or her vote shall not be counted

PROCEEDINGS BY THE BOARD

- 44 The Board may meet together for the despatch of business, adjourn and otherwise regulate their meeting as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined a quorum shall consist of four Directors. 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 Director may, and on the requisition of a Director the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting
- 46 The Board shall from time to time elect a Chair and may elect a Vice-Chair for their meetings and may determine the period for which he or she is to hold office and may at any time remove the Chair or Vice-Chair from such office. If at any such meeting the Chair be not present within five minutes after the time appointed for holding the meeting or is unwilling to preside then the Vice-Chair shall preside. If there is no Chair or Vice-Chair for the time being or if neither is present within five minutes after the time appointed for holding of the meeting or neither is willing to preside, then the Directors present shall choose one of their number to chair the meeting
- 47 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 Trust for the time being vested in the Board generally
- 48 The Board may delegate any of their powers, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, to (i) any Director or to any other person holding an office in the Trust or (ii) to any committee consisting of such Directors, or such Director or Directors and such other person or persons holding office in the Trust as the Board think fit. 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 and the exercise of such powers by a Director or Officer shall be reported to the Board as soon as

possible provided that no Director or Officer shall incur expenditure of the Trusts funds other than in accordance with an outline Budget approved by the Board

- 49 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 Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director 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 Director
- 50 The Board shall cause proper minutes to be made of all resolutions and proceedings at all meetings of the Trust and of the Board and of committees of the Board, and of the names of the Directors and any other persons present at such meetings of the Board and of any committee of the Board 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
- 51 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

ACCOUNTS

- 52 The Board shall cause accounting records to be kept in accordance with the Act
- 53 The accounting records shall be kept at the Office or, subject to the Act, at such other place or places as the Board may think fit, and shall always be open to the inspection of officers and Members of the Trust subject to such reasonable restriction as to the time and manner of such inspection by Members other than Directors as the Trust in General Meeting may from time to time resolve
- 54 The Board shall from time to time in accordance with the Act cause to be prepared and to be laid before the Trust in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the Act
- 55 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust In General Meeting, together with a copy of the auditors' report and a copy of the report of the Directors shall not less than twenty-one days before the date of the meeting be sent to every Member of and every holder of debentures of

the Trust Provided always that this Article shall not require a copy of those documents to be sent to any person of whose address the Trust is not aware or to more than one of the joint holders of any debentures

AUDIT

56 Auditors shall be appointed and their duties regulated in accordance with the Act

NOTICES

57 A notice may be given by the Trust to any Member either personally or by sending it by post to him or her or to his or her registered address, or (if he or she has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him or her to the Trust for the giving of notice to him or her Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of meeting at the expiration of forty-eight hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post

58 Notice of every General Meeting shall be given in any manner hereinbefore authorised to

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Trust any address within the United Kingdom for the giving of notices to them, and
- (b) the auditors for the time being of the Trust,
- (c) the Directors of the Trust who are not also members thereof

No other person shall be entitled to receive notices of General Meetings

58A The Members may, from time to time, elect a President of the Trust, who must be a member of the Trust The President for the time being shall be entitled to notice of and to attend all Board meetings but shall not be entitled to vote at such meetings

INDEMNITY

59 Every Director and officer and auditor of the Trust shall be indemnified out of the funds and assets of the Trust against all liabilities incurred by him or her as such Director, officer or auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted, or in connection with any application under the Act, in which relief is granted to him or her by the Court

OBJECTS

- 60 The Objects for which the Trust is established ("Objects") are the encouragement of the Arts, the promotion and advancement of education and the cultivation and improvement of public education in drama, mime, opera, singing, music, dance, painting and sculpture, cinema, literature and other arts

POWERS

- 61 In furtherance of the above Objects but not further or otherwise the Trust shall have the powers set out below
- 61 1 To present, promote, organise, manage and produce such plays, comedies, operas, operettas, dance, concerts, recitals, puppet shows, pantomimes, burlesques, films, publications, radio broadcasts and television performances, lectures, demonstrations, conferences, meetings, exhibitions, musical, dramatic and other artistic entertainments, performances and exhibitions as will contribute to the attainment of the Objects and to employ or authorise other persons, organisations, firms or companies to present, promote, organise, manage, produce, conduct or represent such dramatic, operatic, dance, musical or other artistic performances as aforesaid
- 61 2 To carry on the businesses of theatre, opera—house, cinema, or picture gallery proprietors or agents, play, theatrical and operatic programme publishers and printers, scene proscenium painters and decorators, theatrical, operatic and musical agents, retailers, caterers, restaurateurs and victuallers (including the sale of intoxicating liquor) necessary for the attainment of the Objects
- 61 3 To purchase, acquire and obtain any rights, concessions, licences, copyrights, exclusive of other rights of performance or showing, monopolies and other interests in or relating to any opera, ballet, play, mime, comedy, drama, film, film scenario, stage piece, recording, musical composition, or other artistic production
- 61 4 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary or conducive to the promotion of its objects, and to construct, acquire, maintain and alter any buildings erections or plant necessary for the work of the Trust
- 61 5 Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust as may be thought necessary for the promotion of the Objects

- 61 6 To undertake and execute any charitable trusts and commissions which may lawfully be undertaken by the Trust and may be conducive to the Objects
- 61 7 Subject to such consents as may be required by law to borrow or raise money for the purposes of the Trust on such terms and on such security as may be thought fit
- 61 8 To invest the monies of the Trust not immediately required for its purposes in or upon such investments, securities or property as may [be] thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject as hereinafter provided
- 61 9 To establish, subsidise, promote, co—operate, or federate with, affiliate or become affiliated to, act as Trustees or Agents for or manage or lend money or other assistance to any association, society or other body, corporate or unincorporate, established for charitable purposes only and having primary objects wholly or partly similar to those of the Trust and for the purpose of promoting the Objects of the Trust, to co—operate with manufacturers, dealers, or other traders, and with the press and other sources of publicity
- 61 10 To take any gift of property, whether subject to any trust or not, in connection with any one or more objects of the Trust
- 61 11 To establish, promote, or assist any Company or Companies with charitable objects all or any of which are similar to the objects of the Trust for the purpose of acquiring any of the property, rights and liabilities of the Trust or for the purpose of carrying on any activity which the Trust is authorised to carry on or for any other charitable purpose directly or indirectly calculated to benefit the Trust in furtherance of its object
- 61 12 To employ, contract with or otherwise commission or engage such persons, whether as employees, officers, advisors, entrepreneurs, impresarios or the like, or to make such arrangements as to conditions of service, pensions and the like as are necessary for the promotion and attainment of the Objects
- 61 13 To receive, educate and train students in drama, opera, music, dancing, cinema, television, painting and other arts and to promote the recognition and encouragement of exceptional merit in students by the institution and presentation of scholarships and bursaries, exhibitions, grants, medals or other prizes as benefactions
- 61 14 To organise promote or conduct dramatic, musical, and literary festivals, competitions, lectures, conferences, meetings and readings and to offer and give

prizes for excellence or proficiency in connection therewith and to appoint examiners or adjudicators for the purpose of assigning such prizes

- 61 15 To travel and tour in the United Kingdom or in countries abroad with companies for the production presentation or performance of any dramatic, musical, artistic and choreographic entertainments and exhibitions of an educational nature and to rent hire or lease or otherwise occupy any premises for the purpose of such production presentation or performance of any such entertainment and exhibitions
- 61 16 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants debentures and other negotiable or transferable instruments
- 61 17 To make any charitable donation either in cash or assets in furtherance of the Objects of the Trust
- 61 18 To pay out of the funds of the Trust the costs, charges and expenses of and incidental to the formation and registration of the Trust
- 61 19 To do all such other things as shall further the attainment of the Objects or any of them

RESTRICTIONS ON POWERS

- 62 Provisos to the powers contained in Articles 61 1 to 61 19 inclusive are set out below in Articles 62 1 to 62 3
 - 62 1 In case the Trust shall hold or take any property which may be subject to any trusts, the Trusts shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
 - 62 2 The objects of the Trust shall not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers
 - 62 3 In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust 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 Board of Management of the Trust 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 of Management have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Board of Management, but they shall as regards any property be subject jointly and severally to such control or authority as if the Trust were not incorporated

APPLICATION OF INCOME AND PROPERTY

- 63 Subject to the provisions of Article 64 the income and property of the Trust, whencesoever derived, shall be applied solely towards the promotion of the Objects of the Trust as set forth in these Articles, 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 Trust

BENEFITS AND PAYMENTS

- 64 Nothing in these Articles shall prevent any payment in good faith by the Trust —
- (a) of reasonable and proper remuneration to any Member or officer or servant of the Trust (not being a member of its Board of Management) for any services rendered to the Trust,
 - (b) of interest on money lent by any Member of the Trust or of the Board of Management at a rate not exceeding two per cent per annum less than the base lending rate for the time being prescribed by the Bank appropriate for the Trust or three per cent whichever is the greater rate,
 - (c) of reasonable and proper rent for premises demised or let by any Member of the Trust or of the Board of Management to the Trust,
 - (d) of fees, remuneration or other benefit in money or money's worth to a Company of which a Member of the Trust or of the Board of Management may be a Member holding not more than one hundredth part of the capital of that company,
 - (e) to any Member of the Board of Management of reasonable out of pocket expenses

LIABILITY OF THE MEMBERS

- 65 The liability of the Members is limited

DISSOLUTION

- 66 Every Member of the Trust undertakes to contribute to the assets of the Trust, 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 Trust 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 £25

- 67 If upon the winding—up or dissolution of the Trust 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 Trust, but shall be given or transferred to some other institution or institutions having charitable objects similar to the Objects of the Trust, 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 Trust under or by virtue of Article 63 hereof, such institution or institutions to be determined by the Members of the Trust at or before the time of dissolution, and if and insofar as effect cannot be given to such provision, then to some charitable object

ACCOUNTS

- 68 True accounts shall be kept of the sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditures take place, of all sales and purchases of goods by the Trust and of the property, credits and liabilities of the Trust, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust 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 Trust 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
- 69 No alteration of to these Articles (including this present Article) shall be made which shall cause the Trust to cease to be a charity at law