

COMPANIES ACT 2006
SPECIAL RESOLUTION ON CHANGE OF ARTICLES OF ASSOCIATION
FOR

SIGNALS ESSEX MEDIA CENTRE LIMITED

Company number 02277759

Company trading name Signals Media Arts Centre


At a General meeting of the Directors of the above named company, duly convened and held at

SIGNALS MEDIA ARTS CENTRE
VICTORIA CHAMBERS
ST RUNWALD STREET
COLCHESTER
ESSEX
CO1 1HF

On the 15th day of March 2010

It was decided that the Articles of Association for the company be updated

Updates to the Articles of Association have since been agreed by the Board and were signed off by the Chair of the Board on the 5th of August 2010

Signed  Date 5/8/2010

Diane Bishop
(Company Secretary)

Victoria Chambers
St Runwald Street
Colchester
Essex CO1 1HF
www.signals.org.uk
01206 560255



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COMPANIES HOUSE

Charity Number 802376
Company Number 2277759
VAT number 512339375

Articles of Association for a Charitable Company

THE COMPANIES ACT 2006 COMPANY LIMITED BY GUARANTEE

Articles of Association of

Signals Essex Media Centre Limited
Company Number 02277759
Charity Number 802376

1. The Company's trading name is:

Signals Media Arts Centre

(and in this document it is called the "charity")

2. Interpretation

In the articles

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity,

"the act" means the companies act 2006,

"the articles" means the charity's articles of association,

"the charity" means the company intended to be regulated by the articles,

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

- the day when the notice is given or deemed to be given, and
- the day for which it is given or on which it is to take effect,

"the Commission" means the Charity Commission for England and Wales,

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity,

"the directors" means the directors of the charity The directors are charity trustees as defined by section 97 of the Charities Act 1993,

"document" includes, unless otherwise specified, any document sent or supplied

in electronic form,

“electronic form” has the meaning given in section 1168 of the Companies Act 2006,

“the memorandum” means the charity’s memorandum of association,

“officers” includes the directors and the secretary (if any),

“the seal” means the common seal of the charity if it has one,

“secretary” means any person appointed to perform the duties of the secretary of the charity,

“the United Kingdom” means Great Britain and Northern Ireland, and

words importing one gender shall include all genders, and the singular includes the plural and vice versa

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

3. Liability of the directors

(a) The liability of the directors is limited

(b) Every director of the charity promises to contribute to the assets of the charity If the charity is dissolved while he or she or it is a director or within twelve months after he or she or it ceases to be a director, to contribute such sum (not exceeding £10) as may be demanded of him or her or it towards the payment of the debts and liabilities of the charity incurred before he or she or it ceases to be a director, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves

4. Objects

The charity’s objects (“Objects”) are

(1) To advance education, promote understanding, appreciation of, and participation in digital art, film and media for the benefit of the public

In furtherance of the objects trustees may:

- Maintain a media arts centre for the benefit of the public.
- Help young people and the disadvantaged enjoy and achieve through creative activities, allowing them to develop skills, advance in life and contribute positively to society.
- Encourage the development of the art of digital media and film

5. POWERS

The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power

(1) to raise funds. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations

(2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain, adapt, alter and equip it for use as necessary for the Objects of the charity

(3) subject to consents as maybe required by law, to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006,

(4) subject to consents as maybe required by law, to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land,

(5) to co-operate with any local or public authority or other charities, voluntary bodies and statutory authorities and to exchange information and advice with them as necessary for the Objects of the charity

(6) to establish, support or aid any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,

(7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,

(8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,

(9) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the

extent it is permitted to do so by article 6 and provided it complies with the conditions in that article,

(10) to

(a) deposit or invest funds,

(b) employ a professional fund-manager, and

(c) arrange for the investments or other property of the charity to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,

(11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993,

6. Application of income and property

Universal clauses

(1)

The income and property of the charity shall be applied solely towards the promotion of the Objects

(2)

(a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity

(b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993

(c) A director may receive an indemnity from the charity in the circumstances specified in article 56

(3)

None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any director of the charity

(4)

No director or connected person may buy goods or services from the charity on terms preferential to those applicable to other members of the public, or sell goods or services to the charity or receive any remuneration or any other financial benefit from the charity

7. General Meetings

(1) General meetings will be held bi-monthly AGM meetings will be held once a year. Extraordinary meetings may be held outside these times as required

(2) Not more than fifteen months may elapse between successive AGMs

(3) The directors may call a general meeting at any time

(4) The minimum periods of notice required to hold a general meeting of the charity are

(a) twenty-one clear days for an AGM or a general meeting called for the passing of a special resolution,

(b) fourteen clear days for all other general meetings

(5) A general meeting may be called by shorter notice if it is so agreed by a majority in number of directors having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights

(6) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an AGM, the notice must say so The notice must also contain a statement setting out the right of directors to appoint a proxy under section 324 of the Companies Act 2006 and article 19

(7) The notice must be given to all directors and auditors

8. Proceedings at General Meetings

(1) Agendas for meetings will be agreed by the Chair and the Charity CEO and will be sent out at least 7 days in advance of each meeting

(2) Minutes will be taken by the Company Secretary or an administrator Minutes will be reviewed and approved by the Chair and the Charity CEO Minutes will be sent out to all directors as soon as possible after the general meeting and will be signed off by the Chair at the next general meeting This applies to any sub committee meetings that may take place

(3) Observers may be invited by the Chair to attend general meetings either for part or all of the meeting These may include staff and funders Observers may contribute to the meeting at the discretion of the Chair, but may not Vote

(4) The Board will consist of a minimum of 3 directors and a maximum of 12

(5) No business shall be transacted at any general meeting unless a quorum is present

(6) A quorum is

(a) 3 directors present in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or

(b) One third of the total Board at the time whichever is the greater

(7) If

(a) a quorum is not present within half an hour from the time appointed for the meeting, or

(b) during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the directors shall determine

(8) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting

(9) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the directors present in person or by proxy at that time shall constitute the quorum for that meeting

(10) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors

(11) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting

(12) If there is only one director present and willing to act, he or she shall chair the meeting

(13) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the directors present in person or by proxy and entitled to vote must choose one of their number to chair the meeting

(14) The directors present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned

(15) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution

(16) No business shall be conducted at a reconvened meeting unless it could

properly have been conducted at the meeting had the adjournment not taken place

(17) If a meeting is adjourned by a resolution of the directors for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting

(18) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity

(19) Where a vote has to be taken a simple majority is required. Where this cannot be achieved the Chair at the meeting will have the casting vote. Meetings must be quorate for a vote to be valid

(20) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded

(a) by the person chairing the meeting, or

(b) by at least two directors present in person or by proxy and having the right to vote at the meeting, or

(c) by a director or directors present in person or by proxy representing not less than one-tenth of the total voting rights of all the directors having the right to vote at the meeting.

(21)

(a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded

(b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded

(22)

(a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting

(b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made

(23)

(a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be directors) and who may fix a time and place for declaring the results of the poll

(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

(24)

(a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately

(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs

(c) The poll must be taken within thirty days after it has been demanded

(d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

(25) Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

9. Content of proxy notices

(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

(a) states the name and address of the director appointing the proxy,

(b) identifies the person appointed to be that director's proxy and the general meeting in relation to which that person is appointed,

(c) is signed by or on behalf of the director appointing the proxy, or is authenticated in such manner as the directors may determine, and

(d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate

(2) Proxy notices should be delivered to the Chair of the meeting, in writing, 48 hours before the meeting is due to take place

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

(4) Unless a proxy notice indicates otherwise, it must be treated as -

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

10. Votes of Directors

(1) Every director shall have one vote

(2) Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

11. Directors

(1) A director must be a natural person aged 16 years or older

(2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 15

(3) The number of directors shall be not less than 3 or more than 12

(4) A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors

(5) Directors are expected to attend 75% of meetings, inability to do so may result in a Director being requested to leave the board

12. Powers of Directors

(1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors

(3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors

13. Appointment of Directors

(1) The charity may by ordinary resolution

(a) appoint a person who is willing to act to be a director, and

- (b) determine the rotation in which any additional directors are to retire
- (2) No person other than a director retiring by rotation may be appointed a director at any general meeting unless
- (a) he or she is recommended for re-election by the directors, or
 - (b) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that
 - (i) is signed by a director entitled to vote at the meeting,
 - (ii) states the director's intention to propose the appointment of a person as a director,
 - (iii) contains the details that, if the person were to be appointed, the charity would have to file at Companies House, and
 - (iv) is signed by the person who is to be proposed to show his or her willingness to be appointed
- (3) All directors who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation
- (4) The directors may appoint a person who is willing to act to be a director
- (5) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation
- (6) The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors

14. Retirement of Directors

- (1) At each annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director he or she must retire
- (2) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

(3) If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting

15. Resignation, Disqualification and Removal of Directors

(1) Any Director wishing to resign must give 3 months notice and put this in writing to the Chair

(2) A director shall cease to hold office if he or she

(a) Ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,

(b) Is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993, in very broad terms, someone who has been convicted of offences involving deception or fraud, or who is an undischarged bankrupt or who has been removed from office as a charity trustee by us, will be disqualified from acting as a director

(c) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(d) Resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect), or

(e) Is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated

16. Declaration/Conflict of Interests

(1) A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest)

(2) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply

(a) the conflicted director is absent from the part of the meeting at which

there is discussion of any arrangement or transaction affecting that other organisation or person,

(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and

(c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying

(3) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict, which does not involve a direct or indirect benefit of any nature to a director or to a connected person

17. Seal

(1) If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director

18. Minutes

The directors must keep minutes of all

(1) appointments of officers made by the directors,

(2) proceedings at meetings of the charity,

(3) meetings of the directors and committees of directors including

(a) the names of the directors present at the meeting;

(b) the decisions made at the meetings, and

(c) where appropriate the reasons for the decisions

19. Accounts

(1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice

(2) The directors must keep accounting records as required by the Companies Acts

20. Annual Report and Return and Register or Charities.

(1) The directors must comply with the requirements of the Charities Act 1993 with regard to the

(a) transmission of the statements of account to the charity,

(b) preparation of an Annual Report and its transmission to the Commission,

(c) preparation of an Annual Return and its transmission to the Commission

(2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities

21. Dissolution

(1) The directors of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways

(a) directly for the Objects, or

(b) by transfer to any charity or charities for purposes similar to the Objects, or

(c) to any charity or charities for use for particular purposes that fall within the Objects

(2) Subject to any such resolution of the directors of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred

(a) directly for the Objects, or

(b) by transfer to any charity or charities for purposes similar to the Objects, or

(c) to any charity or charities for use for particular purposes that fall within the Objects

(3) In no circumstances shall the net assets of the charity be paid to or distributed among the directors of the charity (except to a director that is itself a charity) and if no

resolution in accordance with article 23 (1) is passed by the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission

Mark Howell
(Chair of Board)

5/8/2010

MARK HOWELL

Robert Wilson
Director

6/3/2010

ROBERT WILSON