

**THE COMPANIES ACT 2006**

**SPECIAL RESOLUTION**

**BOW ARTS TRUST LTD**

**CHANGE OF ARTICLES OF ASSOCIATION**

In accordance with the Companies Act 2006 which is incorporated in the company's articles of association we the directors, being all the members of the company who at the date of this resolution are entitled to attend and vote at general meetings of the company, hereby unanimously resolve upon the following resolution and agree that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the company duly convened and held.

That the Articles of Association of the company be modified by amending article 24 to read as follows:

The number of directors shall never be less than 3, and until otherwise determined by a General Meeting shall not be more than 14.

Dated: 05/12/2017

Signed: 

Martyn Coles, Chair of the Board of Trustees, on behalf of the company.

MONDAY



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11/12/2017

COMPANIES HOUSE

#116

THE COMPANIES ACTS 1985 & 1989  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION**

- of -

**BOW ARTS TRUST**

**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:

WORDS	MEANINGS
The Act.	The Companies Act 1985 including any statutory modification thereof
these presents	These Articles of Association and the regulations of the Company from time to time in force.
the Company	The above-named Company.
the directors	The directors of the Company (and "director" has a corresponding meaning.)
the secretary	Any person appointed to perform the duties of the secretary of the Company
the office	The registered office of the Company
the seal	The common seal of the Company
the United Kingdom	Great Britain and Northern Ireland
month	Calendar Month
clear days	in relation to the period of a notice means the periods 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
in writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form

And words importing the singular number only shall include the plural number, and vice versa.

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

Words importing persons shall include corporations.

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.

3. The subscribers to the Memorandum of Association and such other person as the Company shall admit to membership in accordance with such regulations as the directors shall make from time to time shall be members of the Company.

4. The directors shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED ALWAYS that the member concerned shall have a right to be heard before a final decision is made.

5. The provisions of section 352 of the Act 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.

#### **GENERAL MEETINGS**

6. 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 Company 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 Company 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 Extraordinary General Meetings.

8. The directors 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 requisition, as provided by section 368 of the Act and if at any time there are not within the United Kingdom sufficient directors to form a quorum any director or any member of the Company may convene an Extraordinary General Meeting.

9. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting specifying the place, the day and the 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; PROVIDED THAT a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in these presents, be deemed to have been duly called if it is so agreed:-

a) In the case of the Annual General Meeting by all the members entitled to attend and vote: and

b) In the case of any other meeting by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights 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 proceedings at any meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

11. All business shall be deemed special that is conducted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the directors and the Auditors, the election of directors in the place of those retiring, 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 of members is present when the meeting proceeds to business. Save as herein otherwise provided 1/10 or 10 (whichever is the greater number) of the members shall be a quorum.

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 at such other place as the directors 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.

14. The chairperson (if any) of the directors shall preside as chairperson at every General Meeting, but if there be no such chairperson, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the meeting or shall be unwilling to preside, the members present shall choose a director, or if all the directors present decline to take the chair, the members shall choose some member of the Company who shall be present to preside.

15. A director shall, notwithstanding that he is not a member of the Company, be entitled to attend and speak at any General Meeting.

16. The chairperson 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 the business left unfinished 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. Otherwise, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

17. 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

a) The Chairperson; or

b) At least three members having the right to vote at the meeting; or

c) a member or members 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 Chairperson of the meeting that a resolution has been carried, or carried unanimously or carried 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.

18. Subject to the provisions of Article 19, if a poll be demanded under Article 17, it shall be taken at such time and place, and in such manner, as the Chairperson 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.

19. No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

21. The demand for 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.

## **VOTES OF MEMBERS**

22. Subject to Article 20, every member shall have one vote.

23. No member shall be entitled to vote on any question at any General Meeting unless all monies presently payable by him or by her to the Company have been paid.

## **BOARD OF DIRECTORS**

24. The number of directors shall never be less than 3, and until otherwise determined by a General Meeting shall not be more than 14.

25. The directors may from time to time and at any time appoint any member of the Company as a director, either to fill a casual vacancy or by way of addition to their number, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his or her office only until the next Annual General Meeting, but he or she shall then be eligible for re-election.

## **POWERS OF THE DIRECTORS**

26. (a) The business of the Company shall be managed by the directors who may pay expenses incurred in the promotion and formation of the Company as they think fit, and may exercise all such powers of the Company required to be exercised or done by the Company in General Meeting. Any such requirement may be made either by the Act or by these presents or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the directors which would have been valid if

that regulation had not been made.

(b) In the exercise of the aforesaid powers and in the management of the business of the Company, the directors shall always be mindful that they are charity trustees within the definition of section 97 of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.

27. The directors may act notwithstanding any vacancy in their body; 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 for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

28. All cheques and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the directors shall from time to time determine.

29. The directors shall cause minutes to be made:

(a) of all appointments of officers made by the directors;

(b) of the names of the directors present at each directors meeting;

(c) of all resolutions and proceedings at all meetings of the Company, and of the directors, and any such minutes of any meeting if purported to be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting shall be conclusive evidence of the facts stated in the minutes.

## **SECRETARY**

30. (a) The secretary shall be appointed by the directors for such time, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The provisions of section 283 of the Act shall apply and be observed. The directors 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 PROVIDED ALWAYS that no director shall occupy the salaried position of secretary.

(b) A provision of the Act or of 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 as director and as, or in the place of, secretary.

## **THE SEAL**

31. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the directors, and in the presence of at least one director and of the secretary, the said director 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 of the fact that the seal has been properly affixed.

## **DISQUALIFICATION OF DIRECTORS**

32. The office of director shall be vacated:

(a) If he or she ceases to be a director by virtue of any provision by in the Act or is disqualified from acting as a director by virtue of section 45 of the Charities Act 1992 or any statutory re-enactment or modification thereof.

(b) If he or she becomes incapable by reason of mental disorder illness or injury of managing and administering his or her property and affairs.

(c) If by notice in writing to the Company he or she resigns his or her office.

(d) If he or she is removed from office by a resolution duly passed pursuant to section 303 of the Act.

(e) If he or she fails without reasonable excuse to attend three consecutive meetings of the directors.

## **ROTATION OF DIRECTORS**

33. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the directors 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.

34. The directors to retire shall be those who have been longest in office since their last election or appointment. As between directors of equal seniority, the directors to retire shall in the absence of agreement be selected from among them by lot. The length of time a director has been in office shall be computed from his or her last election or appointment. A retiring director shall be eligible for re-election.

35. The Company may, at the meeting at which a director retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring director 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 a director shall have been put to the meeting and lost.

36. No person not being a director retiring at the meeting shall, unless recommended by the director for election, be eligible for election as director at any General Meeting, unless not less than 4 nor more than 21 clear days before the date set 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 his or her intention to propose such person to be proposed and of his or her willingness to be elected.

37. The Company may from time to time in General Meeting increase the number of directors, and determine in what rotation such increased number shall go out of office, and may make the appointments necessary for effecting any such increase.

## **PROCEEDINGS OF THE DIRECTORS**

38. The directors 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, provided that the quorum for meetings of the directors shall never be less than 1/3 or 3 (whichever is the greater number) of the directors. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairperson shall have a second or casting vote.

39. A director may, and on the request of a director the secretary shall, at any time, summon a meeting of the directors by notice served upon the directors. A director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

40. The directors shall from time to time elect a chairperson who shall be entitled to preside at all meetings of the directors at which he or she shall be present, and may determine for what period he or she is to hold office, but if no such chairperson be elected, or if at any meeting the chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the directors present shall choose one of their number to be chairperson of the meeting.

41. A meeting of the directors at which a quorum is present shall be competent to exercise all the regulations of the Company for the time being vested in the directors generally.

42. The directors may delegate any of their powers to sub-committees consisting of such directors and others 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 directors. 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 directors so far as applicable and so far as the same shall not be superseded by regulations made by the directors. Any such committees shall report to the directors on any decisions taken as soon as possible. No such committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the directors.

43. All acts bona fide done by any meeting of the directors or by any committee of the directors, 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 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 director.

44. A resolution in writing signed by all directors or of any committee of directors who are entitled to receive notice of a meeting of the directors or of such committee shall be as valid and effectual as if it had been passed at a duly convened and constituted meeting of the directors or such committee (as the case may be).

## **ACCOUNTS**

45. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

## **ANNUAL REPORT**

46. The directors shall comply with their obligations under the Charities Act 1992 or any statutory re-enactment or modification thereof with regard to the preparation of an annual report and its transmission to the Charity Commissioners.



## ANNUAL RETURN

47. The directors shall comply with the provisions of the Charities Act 1992 or any statutory re-enactment or modification thereof with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

## NOTICES

48. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the register of members.

49. 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 such 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.

50. 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.

## DISSOLUTION

51. Clause 8 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.

## INDEMNITY

52. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her 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 in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

WE, the subscribers to these Articles of Association, wish to be formed into a company pursuant to these Articles:

NAME

ADDRESS

SIGNATURE

Marcel Baettig

12 Mornington Road, London E11 3BE

