

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF LANDMARK ARTS CENTRE LTD.

INTERPRETATION

1 In these Articles

"the Act" means the Companies Act 1985,

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

"the Charity" means the company intended to be regulated by these 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 Commissioners for England and Wales,

"the memorandum" means the memorandum of association of the Charity,

"officers" includes the Directors and the secretary,

"the seal" means the common seal of the Charity if it has one,

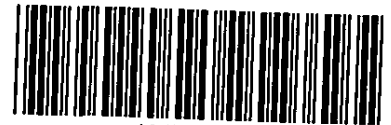
"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary,

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

"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

WEDNESDAY



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COMPANIES HOUSE

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act 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

MEMBERS

- 2 (1) Membership is open to individuals or organisations who
 - A apply to the Charity in the form required by the Directors, and
 - B are approved by the Directors
- (2) A The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application
 - B The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
 - C The Directors must consider any written representations the applicant may make about the decision The Directors' decision following any written representations must be notified to the applicant in writing but shall be final
- (3) Membership is not transferable to anyone else
- (4) The Directors must keep a register of names and addresses of the members

CLASSES OF MEMBERSHIP

- 3 (1) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members
- (2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership
- (3) The rights attached to a class of membership may only be varied if
 - A three-quarters of the members of that class consent in writing to the variation, or
 - B a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation
- (4) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

TERMINATION OF MEMBERSHIP

- 4 Membership is terminated if
- (1) the member dies or, if it is an organisation, ceases to exist,
 - (2) the member resigns by written notice to the Charity unless, after the resignation, there would be fewer than three members
 - (3) any sum due from the member to the Charity is not paid in full within six months of it falling due,
 - (4) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated A resolution to remove a member from membership may only be passed if
 - A the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed,
 - B 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 at the meeting

GENERAL MEETINGS

- 5
- (1) An Annual General Meeting must be held in each subsequent year and not more than fifteen months may elapse between successive Annual General Meetings
 - (2) At an AGM the members
 - A receive the accounts of the Charity for the previous financial year
 - B receive the Directors Report on the Charity's activity in that year
 - C accept the retirement of those Directors who wish to retire or who are retiring by rotation
 - D appoint Directors to fill any vacancies arising
 - E appoint the Auditors or External Examiner for the Charity
 - F may discuss and determine any issues of policy or deal with any other business put before them by the Directors or any other notified business in accordance with clause 7(3) hereof
 - (3) All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings

- 6 The Directors may call an Extraordinary General Meeting at any time

NOTICE OF GENERAL MEETINGS

- 7 (1) The minimum periods of notice required to hold a general meeting of the Charity are
- twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution,
 - fourteen clear days for all other extraordinary general meetings
- (2) A general meeting may be called by shorter notice if it is so agreed
- in the case of an annual general meeting, by all the members entitled to attend and vote, and
 - in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights
- (3) The notice must specify the date time and place of the meeting and the business to be discussed. If members other than Directors wish to put a resolution at the meeting they must notify the Secretary fourteen days before the meeting in order that it can be included in the Any Notified Other Business section of the agenda
- (4) The notice must be given to all the members and to the Directors and auditors or independent examiner
- 8 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

PROCEEDINGS AT GENERAL MEETINGS

- 9 (1) No business shall be transacted at any general meeting unless a quorum is present
- (2) A quorum is
- three members entitled to vote upon the business to be conducted at the meeting, present in person or by proxy, or
 - one-tenth of the total membership at the time, present in person or by proxy
- whichever is the greater
- (3) The authorised representative of a member organisation shall be counted in the quorum

- 10 (1) If
- A a quorum is not present in person or by proxy within half an hour from the time appointed for the meeting, or
 - B during a meeting a quorum ceases to be present in person or by proxy,
- the meeting shall be adjourned to such time and place as the Directors shall determine
- (2) 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
- (3) If no quorum is present in person or by proxy at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time in person or by proxy shall constitute the quorum for that meeting
- 11 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors
- (2) 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
- (3) If there is only one Director present and willing to act, he or she shall chair the meeting
- 12 (1) The members present at a meeting in person or by proxy may resolve by ordinary resolution that the meeting shall be adjourned
- (2) 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
- (3) 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
- (4) If a meeting is adjourned by a resolution of the members 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
- 13 (1) 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 members present in person or by proxy and having the right to vote at the meeting, or

- C 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
- (2) 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
- (3) 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
- (4) A A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) 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
- (5) 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
- 14 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have
- 15 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective It may comprise several copies each signed by or on behalf of one or more members

VOTES OF MEMBERS

- 16 (1) Subject to Articles 3 and 14 and the next paragraph, every member, whether an individual or an organisation, shall have one vote

- (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity
- 17 On a poll votes may be given either personally or by proxy
- 18 The instrument appointing a proxy must be in writing and signed by the appointer or, if the appointer is an organisation, signed by an officer or attorney duly authorised. A proxy must be a member and (other than the Chair) can only vote on behalf of a maximum of two members
- 19 The instrument appointing a proxy must be deposited at the registered office of the Charity or at another place within the United Kingdom specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purposes 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
- 20 An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances admit
- "I/We _____ of, _____ being a Member/Members of the above-named Charity, hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary as the case may be) General Meeting of the _____ Charity to be held on the ____ day of _____ 20__, and at any adjournment thereof
- Signed this _____ day of _____ 20__ "
- 21 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
- 22 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
- 23 (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation

DIRECTORS

- 24 (1) A Director must be aged 18 years or older
- (2) A Director must be a member of the Charity
- (3) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 36
- 25 The number of Directors shall be not less than five but (unless otherwise determined by ordinary resolution) shall not be more than nine
- 26 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors

POWERS OF DIRECTORS

- 27 (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 Act, the memorandum, these articles or any special resolution
- (2) No alteration of the memorandum or these 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

APPOINTMENT OF DIRECTORS

- 28 The Charity may by ordinary resolution.
- (1) appoint a person who is willing to act to be a Director and who has been recommended by a resolution of the Board of Directors
- 29 Directors shall be appointed for a maximum term of three years but shall be eligible for re-election thereafter provided that the number of Directors serving continuously for a period of more than three terms shall be restricted to four at any given time
- 30 At each AGM a number of Directors must resign from the Board according to the following table but will be eligible for re-election subject to clause 29 above. The table is
- If the Board consists of 8 or 9 Directors, then 3 must resign
 - If the Board consists of 5, 6 or 7 members, then 2 must resign
- 31 (1) The Directors may appoint a person who is willing to act to be a Director
- (2) 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

- 32 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

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 33 A Director shall cease to hold office if he or she
- (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director,
 - (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
 - (3) ceases to be a member of the Charity,
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
 - (5) 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
 - (6) 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

DIRECTORS' REMUNERATION

- 34 The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum

PROCEEDINGS OF DIRECTORS

- 35
- (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles
 - (2) Any Director may call a meeting of the Directors
 - (3) The secretary must call a meeting of the Directors if requested to do so by a Director
 - (4) Questions arising at a meeting shall be decided by a majority of votes
 - (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote
- 36
- (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made

- (2) The quorum shall be four Directors or the number nearest to fifty-five percent of the total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors
 - (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote
- 37 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting
- (1) The Directors shall appoint a Director to chair their meetings and may at any revoke such appointment
 - (2) If no one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
 - (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors
- 38 (1) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors

DELEGATION

- 39 (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book
- (2) The Directors may impose conditions when delegating, including the conditions that
 - the relevant powers are to be exercised exclusively by the committee to whom they delegate,
 - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors
 - (3) The Directors may revoke or alter a delegation
 - (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors

- 40 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)
- 41 (1) Subject to paragraph 45 (2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director
- who was disqualified from holding office,
 - who had previously retired or who had been obliged by the constitution to vacate office,
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,
- if without
- the vote of that Director, and
 - that Director being counted in the quorum,
- the decision has been made by a majority of the Directors at a quorate meeting
- (2) Paragraph 45 (1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 45 (1), the resolution would have been void, or if the Director has not complied with article 44

SEAL

- 42 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 or by a second Director

MINUTES

- 43 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
 - the names of the Directors present at the meeting,
 - the decisions made at the meetings, and

- where appropriate the reasons for the decisions

ACCOUNTS

- 44 (1) The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. 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 sections 221 and 222 of the Act

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 45 (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to
- A the transmission of the statements of account to the Charity,
 - B the preparation of an annual report and its transmission to the Commission,
 - C the 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
- 46 Any notice to be given to or by any person pursuant to the articles
- (1) must be in writing, or
 - (2) must be given using electronic communications
- 47 (1) The Charity may give any notice to a member either
- A personally; or
 - B by sending it by post in a prepaid envelope addressed to the member at his or her address, or
 - C by leaving it at the address of the member, or
 - D by giving it using electronic communications to the member's address
- (2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity

- 48 A member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 49 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given
- (3) A notice shall be deemed to be given
- A 48 hours after the envelope containing it was posted, or
- B in the case of an electronic communication, 48 hours after it was sent

INDEMNITY

- 50 The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity

RULES

- 51 (1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity
- (2) The bye laws may regulate the following matters but are not restricted to them
- A the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,
- B the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers,
- C the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,
- D the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles,
- E generally, all such matters as are commonly the subject matter of company rules

- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws
- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity
- (5) The rules or bye laws shall be binding on all members of the Charity No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles

LANDMARK ARTS CENTRE LIMITED

**MINUTES of Annual General Meeting held on Thursday, 1st December 2011
in the Landmark Arts Centre, Ferry Road, Teddington, TW11 9NN at 6.30pm**

MEMBERS PRESENT:

Tony Nieper in the Chair
John Perry, Company Secretary
Andrew Holt, Finance Director

Joan Child)
George Hunter) Directors

Janet Ayriss)
Michael Ayriss)
Graham Jaggers)
Miranda Jaggers) Members
Martin Johnson)
Rosie Nieper)
Rosemary Perry)

In Attendance:

Lesley Bossine, Arts Centre Manager
non-voting

in addition 11 Proxy Forms had been received from members, 9 in favour
of the Chair of the meeting, and one each in favour of Martin Johnson and
John Perry

1. WELCOME AND APOLOGIES

Tony Nieper welcomed all those present and explained that Barbara Shorter Beckwith had unfortunately succumbed to illness recently which had become quite serious. She is now recovering well and should be back with us by Christmas but was not yet well enough to chair the meeting. This is why he was taking the Chair. Good wishes were sent to Barbara for a speedy recovery.

There were no apologies for absence other than those who had submitted proxies.

2. APPROVAL OF MINUTES OF AGM HELD 25TH NOVEMBER 2010

These were agreed unanimously without amendment and were signed by the Chairman.

3 CHAIR'S REPORT

Tony Nieper reported on behalf of Barbara Shorter Beckwith.

He drew attention to some of the highlights of the programme. The undoubted main event had been the Festival of Song in Autumn 2010 which drew in 2000 people to the Centre. As well as headline acts such as Fascinating Aida, it was also designed to promote singing in schools, and 13 school choirs appeared, bringing 400 children to the

Centre He had attended most sessions and found the whole experience most inspiring He was delighted that we shall be repeating the process in 2012, again emphasizing the contribution of the schools He gratefully acknowledged the financial support from the Gosling Foundation which was much appreciated

The other main thrust of the activity had been the fund raising for the Visual Arts Studio There had been some difficulties, and in recessionary times it was clearly difficult to raise money, but the Board was sufficiently confident by the end of the financial year that sufficient funds were in hand, and promised, to enable work to start It is, of course, now all but complete He thanked the funders and, as those who had inspected the new studio before the meeting had seen, it was clearly a fine facility and was already proving most successful

The Arts Education Programme had also been expanded dramatically There are now many and varied classes and he referred members to the posters for the current classes advertised

As a charity we take public benefit very seriously He quoted from the Charity Commission Guidelines We have ensured that general public benefit is enshrined in what we do We would like to do more in widening access to this benefit, finance permitting There were a number of examples For instance, the Landmark Show has free entry, and children and young people often get free tickets for events at the Centre The School Choir Festival had had the benefit of free administration and free entry, with only a nominal fee for parents to attend We are always looking for new opportunities in this regard

Thanks were due to Martin Johnson for his inspiring design for the studio, to George Hunter who was there the entire time, often wielding a paint brush, to Lesley Bossine for helping to manage and arrange the whole project, and even the Chairman himself had been spotted contributing to the décor

The Board wished to thank the staff for their fantastic support and work during the year, in particular Lesley Bossine, the Arts Centre Manager, Sylvie Talbot the Administrator who is now dealing with the Arts Education Programme as well and Tim Cannings whose amazing contribution to the smooth running of the Centre was instrumental in allowing the multifarious uses to which the building is put

He also thanked Ben Kidger who organised the Landmark Show and Arts Fairs and Meg Fisher who has taken responsibility for the Contemporary Textile and Sparkle the Craft and Gourmet Foods Fair

The Landmark is fortunate to have a large number of enthusiastic volunteers without whom the building would not function and he was particularly grateful to them for their involvement

He ended by reminding the Board that after last year's AGM the death of Jean Brown had been announced She had conducted a legendary campaign for 25 years to preserve the building which had led to the St Alban's Community Preservation Group She had been our President, and was active at the centre until the very end of her long life In a sense we owe the whole thing to her, and we were hugely grateful to Jean

4. ACCEPTANCE OF ANNUAL REPORT AND ACCOUNTS FOR 2010/11

As Finance Director, Andrew Holt presented the figures. He said that they were very similar to the previous year's figures in the sense that the total income was £293k plus £11k transferred from the Trading Company, which was altogether £12k less than last year. The cash expenditure had been £8k less, so the end result was much the same. He felt that in recessionary times this was a good result.

The income stream had remained robust and we had been careful, and will continue to be careful, on price increases.

Unlike subsidised arts centres, our grant funding had not been reduced because we did not have any! We are self-funding, so the decision to adopt that stance some four years ago had now been vindicated. Many organisations had had their funding cut by ¼ or ½ and were really struggling and we were maintaining our position at present.

The balance sheet showed tangible fixed assets up to £48,300 from £41,500, and this reflects the first stage of the loft development which took place in the financial year under debate. The cash assets are £86,600, which is a slight increase, and around our reserve level of £85,000, which is satisfactory.

At 31st March £14,000 worth of fund raising had been achieved towards the Studio and these were funds that would have had to be returned had the project not continued. There was another £10,000 from fund raising events such as quiz nights etc which could not be returned to the participants but based on these figures the Board were able to make the decision to proceed as Tony Nieper had stated in his report.

After Miranda Jagers proposed the acceptance and Martin Johnson seconded, the Annual Report and Accounts for 2010/11 were accepted unanimously.

5. TO CONSIDER SPECIAL RESOLUTION THAT THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION OF LANDMARK ARTS CENTRE LIMITED BE REPLACED WITH THE REVISED VERSION AS DISPLAYED ON THE LANDMARK ARTS CENTRE WEBSITE, SUBJECT TO FORMAL APPROVAL OF THE CHARITY COMMISSION

As Company Secretary, John Perry reported. He said it was always prudent to review the Constitution of any organisation, it was simply good management practice. It is some years since we did this and since then, laws have changed, our needs have changed and therefore so must we. We had consulted with the Charity Commission and looked at how the project has developed and the result is the proposed update to the Memorandum and Articles of Association.

The important thing to note is that the Memorandum has not been touched. This is the document which sets out our aims and objectives and they have always been, and remain, the same. What we are talking about is what one might call housekeeping details and how we manage our business.

He took the meeting through the suggested updates which were tracked on the copies available at the meeting and previously on the website. Hard copies were available for those that had requested them prior to the meeting.

- 1 References to the old “Friends of St Albans at Teddington Lock” had been removed since that organisation no longer exists. We have moved on to full membership now
- 2 It is a requirement of good practice that the Articles contain more detail about conduct of meetings and, in particular, the AGM. The old Articles said we had to hold one, but gave no details of agendas, etc. The amendment just reflects what we are actually doing now
- 3 Similarly, arrangements for Special Resolutions and notifications of them to members as well as the appointment of Directors have been tidied up and modernised to conform with up to date requirements. The procedure for proxy voting had been clarified, and sensible provisions for the size of the Board have been added to limit it to 9 members, as have the rotation amendments for elections, so the whole Board will not disappear at the same time
- 4 We have endeavoured to make the language more inclusive and as straightforward as possible

Other than that, apart from deleting the list of the original subscribers, which is now out of date and redundant, everything else remains as before. We have checked that the Charity Commission approve the update and will be happy with it when we submit, which avoids the danger of changing it and then finding that they were not in favour, which would have endangered our charitable status. Subject to any questions, he invited the meeting to accept and adopt the revisions. It shows that we are keeping abreast of the times and are on the ball which itself goes down well with funders. There were no questions and after George Hunter proposed and Joan Child seconded, the Special Resolution was passed unanimously

6. APPOINTMENT OR REAPPOINTMENT OF DIRECTORS

Two directors were due to retire under the present arrangements and both had agreed to continue. They were John Perry, the Company Secretary and George Hunter. Both were unanimously reappointed for a three year term, John proposed by Andrew Holt and seconded by Rosie Nieper and George proposed by Andrew Holt and seconded by Martin Johnson.

7. APPOINTMENT OF INDEPENDENT EXAMINER

Andrew Holt explained that we do not need a full audit, but we do need a qualified Independent Examiner to make sure our books are in order. As the project developed we were exceeding the financial limit of our previous Independent Examiner so we had switched to Finnigan & Co who had done a good job. He recommended that they be formally appointed by the AGM this year. This was agreed unanimously after a proposal by John Perry and seconded by Rosemary Perry.

8. ARTS CENTRE MANAGER'S REPORT

Lesley Bossine reported.

She said that Tony Nieper had quite rightly looked back, as this AGM was dealing with the financial year finishing on 31st March 2011. She proposed to look more to the future.

The Centre had developed a strategic plan to 2014. There had been good input from volunteers and members, and it contained a number of crucial decisions.

The programming policy had been widened to include not just the staged events, but arts activities as well. We are focussing on being a visual and community arts centre. That is our object and it must be seen as a cohesive whole. We have been weathering difficult economic conditions. Maybe the full impact of the recession has not yet been experienced, but we could take comfort from the fact that our art class numbers are holding up, if not increasing. This may be that we conduct our classes in short blocks of weeks, unlike the local authority, who charge for the whole year. Next year will certainly be challenging.

Our costs have gone up over the last two years, but we have tried to be sensitive on pricing and keep our door prices under £20.00. This will have to be reviewed at some stage but members might like to note that when Paul Jones and the Blues Band came in 2004, the tickets were £17.50, and in 2011 the tickets will be £18.00. This has been a conscious decision to make prices affordable, which seems to have worked so far.

How do we balance the books, however? We must generate surplus income, as we are an unsubsidised organisation, because we must not only cover our costs, but have money to invest for the future. The Studio will have an impact on this, as it increases capacity of the building, which will allow an increased contribution to the overheads of running the charity. The Studio is itself already running at 60% booking capacity. One booking is for all day on a Tuesday, and the only times where it is not used at present are Monday am, Thursday pm and Friday. The feedback from the users has been very positive. They have all praised the good quality of the lighting in particular. There is excellent natural light plus Martin Johnson's particularly good scheme for the artificial light. It also assists that the room is self contained with its own facilities for coffee making, etc.

In fact, the felt making is the only class that has not moved to the Studio, and this is merely for logistical reasons, which may be accommodated in the future. She thanked the donors, both individual and corporate, for their great contribution. We will shortly arrange a formal reception to mark the inauguration of the Studio.

We are also looking at other external providers. They must be arts based in line with the investments for which the funding is sought. One is for the performing arts, and in particular child performance classes. Local music shops are interested in partnership classes for instrument tuition from everything from drums to saxophones.

Progress is being made with the launch of the youth choir which is aimed to take place in the autumn. Richmond Music Trust has been supportive, and she thanked Joan Child in particular.

We had already heard that the Festival of Song would be repeated in 2012. The theme will be "Telling stories through song". We are looking at good professional acts who have a reputation for telling stories through song, and we would also like to take the festival out of the walls of the building into the town itself. We are looking at collaborating with the Unexpected Opera Company, who stage works such as the Messiah with some professional actors and singers, but with locals from the community singing within the group. This will involve obtaining funding.

The School Showcase will be repeated and its importance emphasised.

With regard to dance, we are planning a one day event in the round in May, with raked seating, including dance workshops and, in particular, one for those with physical or learning disabilities. This will include community dance groups such as "Boyz Danz", and at the end of the day a professional dance company. The one she is in negotiations with is "Stopgap", who have Olympic funding and have a mixed group of able bodied dancers with wheelchair users and those with other disabilities. One of the major feedbacks from users of the building is that they would like more dance classes and events, and if this all works we will programme more in for the future.

There will be poetry/literature/music events. A recent visit to the Greenwich International Festival has sparked an interest in street theatre, so that maybe in the summer of 2013, with different performers, we could take it into the High Street. The good thing about street theatre is that the technical requirements are minimal and therefore easy to put on at the Landmark, which of course has a very, very high roof and is difficult to deal with for large scale technical requirements.

Visual arts will continue to be built up through the use of the Studio and exhibitions and possibly long term plans for sculpture in the wilderness outside the building.

So, the two main aims at present are firstly to increase the capacity of the building and, secondly, to develop new strands of artistic and community usage.

As far as the physical requirements of the building are concerned, we have plans for the following -

- a) To improve the physical access to the building
- b) Install a stairlift for the Studio which we could not afford at the time it was built
- c) We need a disabled minibus parking space
- d) A platform lift for the main stage
- e) An induction loop for the main building. Graham Watson had kindly donated one for the Studio which is working well.

We also need to develop economic access to obtain subsidy for some places on our courses. She is talking to the schools with a view to a joint application for protected funds. There is a perception that we are in an affluent area, but there are certainly pockets of deprivation, and many people in Teddington who are asset rich but cash flow poor. People should not be excluded from our provision simply by the fact that they cannot afford it.

Finally, she thanked her team, as Tony had done before, and she included Beverley who has been looking after the Wedding Fairs

The volunteers had been amazing and she also thanked the Trustees for their support and encouragement. She had had experience of Trustees before and she felt the Landmark's were of good quality and very hands on, which was really useful


Finally, she thanked the members for coming tonight and for supporting all the events and classes which are the lifeblood of the building

9 OTHER BUSINESS

Tony Nieper finished the meeting by thanking Judy White. Judy had joined as a Coopted Trustee, but circumstances had since changed for her, so she has now resigned. He thanked her for her work as both Trustee, and previous to that, all her work for the centre as a volunteer and employee.

Finally, he thanked Palmers Solicitors for providing the refreshments after the meeting.

The meeting closed at 7 33pm


29/11/2012