

**Company number 10016228**

**SPECIAL RESOLUTION**

OF

Company of Others

Passed on 21<sup>st</sup> November 2019

The following resolution was duly passed as a special resolution at a meeting of the Company on 21<sup>st</sup> November 2019.

**SPECIAL RESOLUTION**

THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

SIGNED:



CHAIR: Dr Karen Parry

THURSDAY



\*A8K5P0J4\*

A26

12/12/2019

#303

COMPANIES HOUSE

# **COMPANY NOT HAVING A SHARE CAPITAL**

Memorandum of association of Company of Others

Each Subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

<u>Name of Each Subscriber</u>	<u>Authentication of each subscriber</u>
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Nadia Iftkhar	
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Dated 21<sup>st</sup> NOVEMBER 2019

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES of ASSOCIATION**

**of**

**Company of Others**

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### **General structure**

1. The structure of the company consists of:-
  - (a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Companies Acts; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves
  - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

### **Qualifications for membership**

2. The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 3 to 7.
3. Membership shall be open to persons who are committed to the aims of the company and approved at the discretion of the managing director and the board.

### **Application for membership**

4. Any person who wishes to become a member must sign, and lodge with the company, a written application for membership.
5. The directors may, at their discretion, refuse to admit any person to membership.
6. The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

### **Membership subscription**

7. No membership subscription shall be payable.

### **Register of members**

8. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

### **Withdrawal from membership**

9. Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.

### **Expulsion from membership**

10. Any person may be expelled from membership by special resolution (see article 23), providing the following procedures have been observed :-
  - (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
  - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

### **Termination/transfer**

11. Membership shall cease on death.
12. A member may not transfer his/her membership to any other person.

### **General meetings (meetings of members)**

13. The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
14. Not more than 15 months shall elapse between one annual general meeting and the next.
15. The business of each annual general meeting shall include:-
  - (a) a report by the chair on the activities of the company
  - (b) consideration of the annual accounts of the company
  - (c) the election/re-election of directors, as referred to in articles 36 to 39.
16. The directors may convene an extraordinary general meeting at any time.
17. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A of the Act).

### **Notice of general meetings**

18. At least 21 clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 23) or a resolution requiring special notice under the Act, is to be proposed; all other extraordinary general meetings shall be called by at least 14 clear days' notice.
19. The reference to "clear days" in article 18 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded.

20. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 23) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
21. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
22. Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the company of an address to be used for the purpose of electronic communications, by way of an electronic communication) to all the members and directors, and (if there are auditors in office at the time) to the auditors.

### **Special resolutions and ordinary resolutions**

23. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 18 to 22; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
24. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
  - (a) to alter its name
  - (b) to alter its memorandum of association with respect to the company's objects
  - (c) to alter any provision of these articles or adopt new articles of association.
25. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the chairperson's casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 18 to 22.

### **Procedure at general meetings**

26. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 5 members, present in person.
27. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
28. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is

not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

29. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
30. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
31. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
32. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
33. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

#### **Maximum number of directors**

34. The maximum number of directors shall be 15.

#### **Eligibility**

35. A person shall not be eligible for election/appointment as a director unless he/she is a member of the company.

#### **Election, retiral, re-election**

36. At each annual general meeting, the members may (subject to article 34) elect any member (providing he/she is willing to act) to be a director.
37. The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to article 34).
38. The Artistic Director, notwithstanding that he/she may be an employee of the company, shall be entitled to remain a member of the Board.
39. At each annual general meeting, all of the directors shall retire from office - but shall then be eligible for re-election.

#### **Termination of office**

40. A director shall automatically vacate office if:-
  - (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
  - (b) he/she becomes debarred under any statutory provision from being involved in the management or control of a charity

- (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
- (d) he/she ceases to be a member of the company
- (e) he/she resigns office by notice to the company
- (f) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
- (g) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

### **Register of directors**

- 41. The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

### **Officebearers**

- 42. The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.
- 43. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
- 44. A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

### **Powers of directors**

- 45. Subject to the provisions of the Act, the memorandum of association and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.
- 46. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.
- 47. The general rule about decision-making by directors is that any decision of the directors must either be a majority decision at a meeting or a decision taken in accordance with article 50.
- 48. If (a) the company only has one director, and (b) no provision of the articles requires it to have more than one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.
- 49. A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 50. A director's decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.



51. References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors meeting.
52. A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

### **Procedure at Directors' Meetings**

53. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
54. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
55. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be 3. At all times there shall be a quorum of non-remunerated Directors.
56. In accordance with Section 173 (2) of the Act on necessary occasion following approval by the Chair it will be permitted for a Director to attend a Director's meeting via video conferencing and as such that director will be counted in the quorum for that meeting.
57. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
58. Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
59. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
60. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
61. For the purposes of article 60, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers ~~or~~ any firm of which he/she is a partner ~~or~~ any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
62. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
63. The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 58 to 62.

### **Delegation to sub-committees**

64. The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
65. Any delegation of powers under article 63 may be made subject to such conditions as the directors may impose and may be revoked or altered.
66. The rules of procedure for any sub-committee shall be as prescribed by the directors.

### **Secretary**

67. The company secretary shall be appointed by the directors for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the company secretary may be removed by them at any time.

### **Minutes**

68. The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

### **Accounting records and annual accounts**

69. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
70. The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
71. No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

### **Notices**

72. Any notice which requires to be given to a member under these articles shall be given either in writing or by way of an electronic communication; such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by way of an electronic communication.
73. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice

was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

74. Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any electronic communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

### **Winding-up**

75. On the winding-up or dissolution of the Company, any asset or property that remains available to be distributed or paid, shall not be paid or distributed to the Members but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Company. Such body shall be determined by the Members at the time of winding up or dissolution.

### **Indemnity**

76. Every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted ~~or~~ any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
77. The indemnity contained in article 76 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled.

### **Interpretation**

78. In these articles
- “the Act” means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time; “electronic communication” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.
79. Reference in these articles to the singular shall be deemed to include the plural.

### **Exemption from using Limited in name**

80. The objects of the company are the promotion or regulation of commerce, art science, education, religion, charity or any profession, and anything incidental or conducive to any of these objects;

81. Require its income to be applied in promoting its objects (the non-profit distribution clause).
82. Require all the assets that would be available to its members generally to be transferred on it winding up either –
- a. To another body with objects similar to its own; or
  - b. To another body the objects of which are the promotion of charity and anything incidental or conducive thereto, (whether or not the body is a member of the company).