

The Companies Acts 1985 & 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of

Newbiggin Arts Forum Ltd

As amended by special resolution on the 7th day of April 2008

Interpretations

1. In these articles:

"**The Act**" means the Companies Act 1985 as amended by the Companies Act 1989 including any statutory modification or re-enactment for the time being in force and any of the provisions of the Companies Act 2006 for the time being in force.

"**Address**", in relation to electronic communications, includes any number or address given to the Company for that purpose.

"**The articles**" means these Articles of Association.

"**The Commissioners**" means the Charity Commissioners for England and Wales.

"**The Company**" means the above-named company.

"**Electronic means**" shall be taken to mean the same as in the Electronic Communications Act 2000.

"**Employee**" means anyone holding a current contract of employment with the Company.

"**In writing**" shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form.

"**Local Authority associated person**" means:

- (a) a member of a local authority;
- (b) an officer of a local authority;
- (c) a person who had at any time in the preceding four years been a member of a local authority;
- (d) any other person so defined in Section 69(5) of the Local Government and Housing Act.

"**The Management Committee**" means all those persons appointed to perform the duties of directors of the Company.

In these Articles of Association the expression “**Management Committee' meeting**” or “**meeting of the Management Committee**” includes, except where inconsistent with any legal obligation:

- a physical meeting;
- a meeting held by electronic means.

"**The memorandum**" means the Memorandum of Association of the Company.

"**The Seal**" means the common seal of the Company.

"**Secretary**" means any person appointed to perform the duties of the Secretary of the Company.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these articles shall bear the same meaning as in the Act.

Members

2. The first members of the Company shall be the subscribers to the Memorandum and Articles of Association.
3. The Management Committee may at their discretion admit into membership individuals aged eighteen and over, who support the objects of the Company and have paid the annual subscription as decided by the Management Committee from time-to-time.

Provided always that if the Company is receiving fifty per cent or more of its funding from a Local Authority(s) the proportion of Local Authority associated persons shall not exceed nineteen per cent of the total members having voting rights at a General Meeting of the Company.

Register of Members

4. The Company shall maintain a Register of Members in which shall be recorded the name and address of every member, and if applicable an address to be used for electronic means, and the dates on which they became a member and on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member. A member shall notify the Secretary in writing, including by electronic means, within seven days of a change to her, his or its name or address/email address.

Applications for Membership

5. Applications for membership shall be in such form as the Management Committee shall direct. Any such form may provide that a member may give their consent to receive communications by electronic means. Any member giving their consent in this way shall notify the Secretary of any change to their details within twenty-eight days of the change. The Management Committee will consider and approve or reject applications for membership the decision of which shall be final.

Cessation of Membership

6. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such. The Management Committee may terminate the membership of any individual whose continued membership would, in the reasonable view of the Management Committee be harmful to the Company; provided that the member concerned shall have the right to be heard by a meeting of the Management Committee, accompanied by a third-party, before a final decision is made.
7. A member shall cease to be a member if s/he:
 - (a) resigns in writing to the Secretary; or
 - (b) dies;
 - (c) ceases to pay the annual subscription within three months of it becoming due, provided that s/he is re-admitted to membership on payment of the amount owing; or
 - (d) ceases to meet the criteria for membership as described in article 3.

General Meetings

8. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
9. The business of an Annual General Meeting shall comprise:
 - (a) the consideration of the Report and Accounts presented by the Management Committee;
 - (b) the election of the Management Committee;
 - (c) the election of the Honorary officers from amongst those persons elected to serve on the Management Committee;
 - (d) the appointment of the auditor(s) (if any) and the agreement to delegate the setting of the remuneration of the auditor(s) to the Management Committee;
 - (e) such other business as may have been specified in the notices calling the meeting.
10. The Management Committee may whenever they think fit convene a General Meeting, or a General Meeting may be convened by ten per cent of the members of the Company, or as provided by the Act.

Proceedings at General Meetings

11. No business shall be transacted at a General Meeting unless a quorum is present. Unless and until otherwise decided by a General Meeting five members or ten percent of the membership, whichever is the greater, shall be a quorum. Provided that at no time shall more than fifty per cent of those persons present and eligible to vote be Local Authority associated persons.
12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be

dissolved. In any other case it shall stand adjourned until such time and place as the Management Committee may decide, and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only.

13. At every General Meeting the Chair of the Company shall preside, but if s/he is unable to preside or is not present twenty minutes after the time appointed for the commencement of the meeting then the members present shall choose one of their number to be Chair of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
14. The Chair may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise - except in the circumstances described in article 12 - it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting

15. Decisions at General Meetings shall be made by passing resolutions:
 - (a) Decisions involving an alteration to the memorandum or articles of the Company, or to wind up the Company, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than seventy-five percent of votes cast at a General Meeting.
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of votes cast at a General Meeting.
16. A resolution in writing shall be valid and effective as if it had been passed at a General Meeting of the Company, and may consist of several documents in the same form, each signed by one or more members. A written resolution shall be deemed to have been passed if:
 - (a) Written approval has been received from at least 75% of the membership where the business of the resolution is deemed special;
 - (b) Written approval has been received from at least 51% of the membership for all resolutions dealing with all other business.
17. Agreement to a written resolution must be received within 28 clear days of the circulation date of the resolution in accordance with the Act.
18. In accordance with the Act, resolutions to remove a member of the Management Committee or auditor of the Company before the end of his/her period of office shall not be passed by written resolution.
19. No alteration may be made to the memorandum and articles of the Company by resolution which would have the effect of making the Company cease to be a charity in law.

20. Only one vote may be cast by or on behalf of each member on any particular resolution. Any other member of the Company may act as proxy for a member who is absent from the meeting. Notice of an appointment of a proxy by a member must be received by the Company Secretary no later than 48 hours (excluding week-ends) prior to the meeting. Proxies shall be appointed using procedures agreed in General Meeting. A proxy may be instructed by the member for whom s/he is acting to vote this way or that on a particular resolution, or may be authorised to vote in accordance with her/his own judgement.
21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members present or as required by the Act. Unless a secret ballot be so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or lost, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.
22. If a secret ballot is duly demanded it shall be taken in such a manner as the Chair directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot may be withdrawn.
23. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question upon which a ballot has been demanded.
24. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chair of the meeting shall not have a casting vote and the vote shall be deemed to have been lost.
25. A member shall declare an interest in, and shall not speak or vote in respect of any matter in which s/he has a personal material or financial interest or any matter arising from it and shall withdraw from any meeting where such a matter is discussed.

Notices

26. An Annual General Meeting and any General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or a member of the Management Committee shall be called by at least twenty-one clear days' notice. Any other General Meeting shall be called by at least fourteen clear days' notice.
27. Notice of every General Meeting shall be sent by post to every member of the Company at their registered office, or to an address given where a member has elected to receive communications by electronic means, and to the auditors and to such other persons who are entitled to receive notice.
28. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact date, time and place of the meeting. In the case of a General Meeting, which is to consider a Special Resolution or a resolution to remove a member of the Management Committee or the auditor, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be

- specified. Notice shall also include the right of each member to appoint a proxy.
29. Where notice is sent by post to a member's registered office, and a notice sent by electronic means, shall be deemed to have been duly served forty-eight hours after the notice has been posted or sent.
 30. Where a Company places communications required by these articles on its website, notification must be given to all members who have given their consent to receive communication by this method that documents have been placed for their consideration.
 31. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Honorary Officers

32. The members at the Annual General Meeting shall elect from those persons elected to the Management Committee a Chair, Treasurer and any other such Honorary Officers as they consider fit. Honorary Officers shall serve for one year at which point they shall stand down, but shall be eligible for re-election to the same or other Honorary Officer post, subject to them retaining their place on the Management Committee.

Management Committee

33. The initial Management Committee shall be appointed by the subscribers to the Memorandum and Articles of Association.
34. The Management Committee shall have a minimum of five and a maximum of nine persons elected by and from the membership at the Annual General Meeting of the Company.

Elections and co-options shall be carried out using procedures agreed by the Management Committee.

Provided always that if the Company is receiving fifty per cent or more of its funding from a Local Authority(s) the proportion of Local Authority associated persons who are members of the Management Committee shall not exceed nineteen per cent of the total number of members of the Management Committee.

35. For the avoidance of doubt, members of the Management Committee are directors of the Company within the meaning of the Act and charity trustees within the meaning of charity law.
36. The Management Committee may at any time fill casual vacancies on the Management Committee by co-option. Co-opted persons may, but need not be members of the Company. Provided that at no time shall the number of co-opted persons number more than one-third of the total number of the Management Committee.
37. Under no circumstances shall any of the following serve as members of the Management Committee:
 - (a) employees of the Company;
 - (b) persons aged under eighteen years;

- (c) persons who are bankrupt or who are otherwise disqualified by law from serving as company directors;
 - (d) persons who have an unspent conviction involving dishonesty or deception or who are otherwise disqualified by law from serving as charity trustees.
38. At the first Annual General Meeting all officers and elected members of the Management Committee shall stand down. At every subsequent Annual General Meeting, all officers and one-third of the elected members of the Management Committee, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The members to retire shall be those longest in office since their last election. Regarding members of the Management Committee who have been in office for the same length of time, the members to retire shall be selected by lot. A retiring Management Committee member shall be eligible for re-election. Co-opted members of the Management Committee shall retire at the Annual General Meeting following their appointment but shall be eligible for further co-option.
39. The members of the Management Committee may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these articles, the remaining members of the Management Committee may act for the purposes of increasing their number, or of summoning a General Meeting of the Company, but for no other purpose.
40. The office of a member of the Management Committee shall be immediately vacated if s/he:
- (a) resigns her/his office in writing to the Company (provided that at least two Management Committee members remain in office when the notice of resignation is to take effect); or
 - (b) in the opinion of a majority of the Management Committee, fails to declare her/his interest in any contract as referred to in article 49; or
 - (c) becomes bankrupt or is in breach of any county court administration order; or
 - (d) is removed from office by resolution of the Company in General Meeting in accordance with the Act; or
 - (e) does not attend three consecutive meetings of the Management Committee held over a period of six months without good reason, and the Management Committee decide that their membership should be terminated;
 - (f) she/he is, or may be, suffering from a mental disorder and either:-
 - (i) she/he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for her/his detention or for the appointment of a receiver, guardian or other person to exercise powers with respect to her/his property or affairs;
 - (g) is disqualified by law from serving as a director of a company or as a charity

trustee;

- (h) is expelled by three quarters of the total number of members of the Management Committee for conduct prejudicial to the Company provided that any Management Committee member whose expulsion is proposed shall have the right to make representation to the meeting, accompanied by a third-party at which the decision is to be made.

Powers and Duties of the Management Committee

- 41. The business of the Company shall be managed by the Management Committee who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these articles required to be exercised or done by the Company in General Meeting.
- 42. No regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid had that regulation not been made.
- 43. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Management Committee shall from time to time direct. All cheques drawn on the account in excess of an amount agreed by the Management Committee from time to time must be signed by at least two members of the Management Committee.
- 44. Without prejudice to its general powers, the Management Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, subject to such consents as may be required by law.

Proceedings of the Management Committee

- 45. The Management Committee may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit. Meetings of the Management Committee may also be held by electronic means: provided that all members of the Management Committee wishing to participate by such means are able to do so and are able to communicate with each other at all times. At least one meeting where members of the Management Committee are present in person must be held every year.
- 46. The Secretary on the requisition of two or more members of the Management Committee shall summon a meeting of the Management Committee by giving reasonable notice to all members of the Management Committee. It shall not be necessary to give notice of a meeting of the Management Committee to any member of the Management Committee for the time being absent from the United Kingdom.
- 47. The quorum necessary for the transaction of the business of Management Committee meetings shall be three members of the Management Committee, provided that at no time shall more than fifty per cent of those persons present and eligible to vote be Local Authority associated persons.

48. Questions arising at any meetings shall be decided by a majority of votes, each member of the Management Committee having one vote on each question to be decided. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
49. A member of the Management Committee shall declare an interest in, and shall not speak or vote in respect of any matter in which s/he has a personal material or financial interest or any matter arising from it and shall withdraw from any meeting where such a matter is discussed.
50. At every meeting of the Management Committee the Chair of the Company shall preside, but if s/he is not present or unable to preside then the remaining members of the Management Committee present shall choose one of their number to be Chair of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
51. The Management Committee shall cause accurate records to be made of:
 - (a) the name, details and date of appointment of all persons appointed to office;
 - (b) the names of the members of the Management Committee, Officers, members, representatives and other persons present at all General, Management Committee and Sub-Committee meetings of the Company;
 - (c) minutes of all proceedings and resolutions at all General, Management Committee and Sub-Committee meetings of the Company;
 - (d) all applications of the Seal to any document.
52. All such records and minutes shall be open to inspection at any reasonable time by any member of the Management Committee and by any person authorised by the Company in General Meeting. Minutes of General Meetings shall be available for inspection by any member of the Company at any reasonable time.
53. The Management Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Company as they think fit. Any Sub-Committees so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the members of the Management Committee, which regulations shall always include provision for regular and prompt reports to the Management Committee.
54. All acts done by the Management Committee or by any person acting as a member of the Management Committee shall, even if it be afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
55. A resolution in writing, signed by the requisite majority of the Management Committee for the time being entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Management Committee, and may consist of several documents in the same form, each signed by one or more members of the Management Committee.

Secretary

56. The Management Committee shall appoint a Secretary of the Company upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
57. No remuneration may be paid to a Secretary who is also a member of the Management Committee.
58. A provision of the Act or these articles requiring or authorising a thing to be done by or to a member of the Management Committee and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

59. If the Company has a Seal, it shall only be used by the authority of the Management Committee and every instrument to which the Seal shall be applied shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee. Every such application of the Seal shall be minuted.

Accounts

60. The Management Committee shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
 - (a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company;
 - (c) the assets and liabilities of the Company.
61. Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
62. The accounts shall be kept at the Registered Office of the Company or, subject to the Act, at such other place or places as the Management Committee thinks fit.
63. The Management Committee shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in the Act.
64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Management Committee's report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent by post to every member of and every holder of debentures of the Company, or by electronic means; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting.
65. The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the transmission of the statements of account of the Company to the Commissioners.

Audit

66. In accordance with the law for the time being in force the Company may—if it is eligible to do so—apply the small company audit exemptions. Otherwise once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
67. Auditors shall be appointed and their duties regulated in accordance with the Act.

Annual report

68. The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Indemnity

69. Subject to the provisions of the Act every member of the Management Committee or other Officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by her/him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which s/he is acquitted or in connection with any application in which relief is granted to her/him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Rules

70. The Company in General Meeting or the Management Committee may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Management Committee and Sub-Committees of the Company: Provided that such regulations are not inconsistent with the memorandum and articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the memorandum or articles. All members of the Company and the members of the Management Committee shall be bound by such regulations whether or not they have received a copy of them.

Dissolution

71. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these articles.

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