

COMPANY LIMITED BY GUARANTEE

Memorandum

AND

Articles of Association

OF

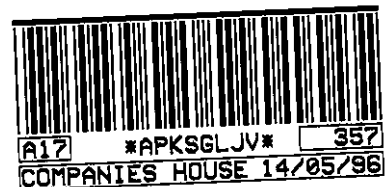
CLEVELAND ARTS

LIMITED

INCORPORATED

5TH AUGUST 1982

No. 1656560



THE COMPANIES ACT 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

CLEVELAND ARTS

1. The name of the Company is "CLEVELAND ARTS".
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:-

To promote, maintain and encourage for the education of the public the development of the whole range of arts activity in the area hitherto known as Cleveland County and its environs including drama, dance, music, opera, ballet, visual arts, photography, exhibitions, crafts, films, literature and community arts.

And in furtherance of these objects but not otherwise, to do all or any of the following things:-

- (a) To present, promote, organise, provide, manage, produce and maintain or assist others to present, promote, organise, manage, produce and maintain such plays, ballets, operas, operettas, concerts, films, radio broadcasts, television performances, lectures, exhibitions, workshops and other literary, musical, dramatic and artistic entertainments, performances, exhibitions and workshops as are conducive to the promotion, maintenance and advancement of education or to the encouragement of the arts and to formulate, prepare and establish schemes therefore.
- (b) To liaise with other organisations, individuals and statutory bodies to encourage the development of the arts, including the organisation of meetings and seminars and the publication of a newsletter, pamphlet or other publication.
- (c) To seek opportunities for the development of the arts through research, investigation, discussion and liaison, through setting up other bodies and encouraging artists to live and work in the region; and through liaison with national bodies to give greater attention, finance and assistance to the arts in the area.
- (d) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which may be necessary for the promotion of the Company's objects or any of them.
- (e) To sell, exchange, let, mortgage, dispose of, turn to account or otherwise deal with all or any of the property or assets of the Company as may be necessary with a view to promotion of its objects.

- (f) To raise funds by subscription, donations, grants, loans or otherwise for the purpose of the Company; to invite and accept gifts of all sorts and whether inter vivos or by will and whether or not subject to conditions; to carry out any condition imposed on any gift which may be accepted.
- (g) To enter into and carry out contracts including booking artists, renting or hiring venues, selling tickets and advertising.
- (h) To employ and remunerate staff; to employ and remunerate agents; and to pay or provide pensions and similar benefits to the staff of the company and their dependents.
- (i) To borrow money for the purposes of the Company on such terms and on such security (if any) as may be thought fit.
- (j) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time to time be imposed or required by law and subject also as may be hereinafter mentioned.
- (k) To establish and support or aid in the establish and support of any individual or group of persons or associations, institutions or other similar organisation and to subscribe or guarantee money for purposes in any way connected with the purposes of the Company or calculated to further its objects.
- (l) To purchase, acquire and obtain interests in the copyright of or the right to perform, publish or show any material which can be used or adapted for the objects of the Company.
- (m) To do all such things as are necessary for the attainment of the Company's objects or any of them.

4. The income and property of the Agency shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Agency (and no member of its Board of Management shall be appointed to any office of the Agency paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Agency).

Provided that nothing herein shall prevent any payment in good faith by Agency.

- (a) of reasonable and proper remuneration to any member, officer or servant of the Agency (not being a member of its Board of Management) for any services rendered to the Agency;
- (b) of interest on money lent by any member of the Agency (or of its Board of Management) at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent whichever is greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Agency (or of its Board of Management);
- (d) to any member of its Board of out-of-pocket expenses.

5. The liability of the members is limited.
6. Every member of the Agency undertakes to contribute to the assets of the Agency in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Agency contracted before he ceases to be a member, and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves such amount as may be required not exceeding one pound.
7. If upon winding up or dissolution of the Agent there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Agency, but shall be given or transferred to some other charitable institution or charitable institutions having objects similar to the objects of the Agency, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed upon the Agency under or by virtue of Clause 4 of this Memorandum of Association, such charitable institution or charitable institutions to be determined by the members of the Agency at or before the time of dissolution.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS:

JOHN O'DONNELL
New Companies House
17, Widegate Street
London. E1 7HP

MICHAEL MALLEY
New Companies House
17, Widegate Street
London. E1 7HP

DATE THIS DAY October , 1981

WITNESS TO THE ABOVE SIGNATURES:-

DANUTA O'DONNELL,
New Companies House
17, Widegate Street
London. E1 7HP

THE COMPANIES ACT 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

CLEVELAND ARTS

GENERAL

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings (if not inconsistent with the subject or context) set opposite to them respectively in the second column thereof:-

Words	Meanings
The Act	The Companies Act 1948 (as amended by the Companies Acts 1967 to 1981).
These Articles	These Articles of Association and the regulations of the Agency for time to time in force.
The Agency	Cleveland Arts.
The Board of Management	Those members of the Agency who are nominated or elected (as appropriate) to serve as Directors and who, by virtue of their office as Directors, serve on the Board of Management.
Director	A member of the Board of Management.
Office	The registered office of the Agency.
Seal	The Common Seal of the Agency.
Secretary	The Secretary of the Agency or any person appointed for the time being to perform his duties.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Year	Year from 1st January to 31st December inclusive.
In writing	Written, printed, lithographed, or photographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
The area	The area hitherto known as Cleveland County and its environs.

And words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

2. When any provision of the Act is referred to, the reference is to such provision as modified by any statute for the time being in force.
3. The provisions of Section 110 of the Act shall be observed by the Agency and every member of the Agency shall either sign a written consent to become a member or sign the Register of Members of becoming a member.

MEMBERS

4. Membership of the Agency shall be by invitation of the Board of Management and may be extended to individuals or representatives or organisations concerned with the arts in the area.
5. For the purpose of registration the number of members of the Agency is declared not to exceed 250, but the Board of Management may from time to time register an increase of members.
6. (a) The organisation listed in Schedule A shall be entitled to nominate four members of the Company who will additionally serve as Directors as indicated under Clause 29.
(b) The Agency in General Meeting may at any time resolve that any other organisation may be entitled to nominate a member of the Agency.
7. The rights and privileges of a member of the Agency shall be personal to the member and shall cease on death.
8. Every member shall be subject to the provisions of these Articles in relation to his membership and shall be deemed to have had knowledge thereof and to have consented thereto upon or prior to his becoming a member.
9. A member may at any time by notice in writing to the Agency resign his membership and the name of a member so resigning shall forthwith be removed from the register of members and he shall thereupon cease to be a member of the Agency. The Agency shall also remove from the register of members the name of any member who shall die and whose death shall be proved to the satisfaction of the Agency. Any organisation entitled to nominate a member may deposit at the office a written notice terminating the membership of a member so nominated.

GENERAL MEETINGS

10. The Agency shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months should elapse between the date of one Annual General Meeting of the Agency and that of the next. Provided that so long as the Agency holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board of Management or its Chairman shall appoint.

11. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

12. The Board of Management may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

NOTICE OF GENERAL MEETINGS

13. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Agency other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Agency in General Meeting, to such persons as are under the Articles of the Association entitled to receive such notices from the Agency. Provided that a meeting of the Agency shall, notwithstanding that it is called by shorter notice than that specified in the Article, be deemed to have been duly called if it so agreed:-

A) in the case of a meeting called as the Annual General Meeting, by all members entitled to attend and vote thereat; and

B) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at the meeting of all the members.

14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice of it shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETING

15. All business that is transacted at an Extraordinary General Meeting shall be deemed special, and also all business that is transacted at an Annual General Meeting, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Board of Management and of the Auditors and the fixing of the remuneration of the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, five members present in person shall be a quorum.

17. If within fifteen minutes from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Chairman of the meeting shall appoint, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting the members present shall be a quorum.

18. The Chairman (if any) of the Board of Management shall preside as Chairman at every General Meeting of the Agency but if there be no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Vice-Chairman (if any) of the Board of Management shall preside as Chairman of the meeting, but if there be no such Vice-Chairman, or if he shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Governors present shall choose one of their number to be Chairman of the meeting.

19. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Notice of the adjourned meeting shall be given as in the case of an original meeting except that the length of notice to be given shall be seven days at the least exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given.

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members of the Agency present in person and entitled to vote unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- a) by the Chairman; or
- b) by at least three members present in person; or
- c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Agency shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

21. No poll shall be demanded on the election of a Chairman or on any question of adjournment.

22. If a poll is duly demanded it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

24. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

25. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being of the Agency entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Agency duly convened and held. The resolution may consist of more than one document in the like form, each signed by or more than one person.

VOTE OF MEMBERS

26. Subject as hereinafter provided, every member of the Agency shall have one vote, and no member shall vote by proxy.

27. Any corporation which is a member of the Agency, may by resolution of its directors or other governing body, authorise each person as it thinks fit to act as its representative at any meeting of the Agency, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member.

28. No member shall be entitled to be present or to vote at any General Meeting unless all moneys have been paid, but any accidental admission of a vote which is not authorised under this Article shall not invalidate the resolution upon which it was given.

BOARD OF MANAGEMENT

29. Until otherwise determined by a General Meeting, the Board of Management will consist of not less than 14 and up to 18 Directors constituted as follows:-

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|-------|---|
| Four | Directors nominated by Northern Arts.
(Term of Office: One year, renewable). |
| Ten | Directors chosen by the Board of Management to reflect the arts interests in the community including education, the media, industry and commerce, the major arts organisations and local authorities in the area.
(Term of Office: One year, renewable). |
| Three | Directors elected by all Members of the Agency who are present at the Annual General Meeting.
(Term of Office: One year, renewable). |
| One | Director co-opted by the Board of Management.
(Term of Office: One year, renewable). |

POWERS OF THE BOARD OF MANAGEMENT

30. The business of the Agency shall be managed by the Board of Management who must pay all expenses incurred in promoting and registering the Agency, and may exercise all such powers of the Agency and do on behalf of the Agency all such acts as may be exercised or done by the Agency and as are not by statute or by these Articles required to be exercised or done by the Agency in General Meeting, subject, nevertheless, to the provisions of any statute or of these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Agency in General Meeting; but no regulations made by the Agency in General Meeting shall invalidate any prior act of the Board of Management which would have been valid if that regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board of Management or by any other Article.

31. The Board of Management may exercise all the powers of the Agency to borrow money and to mortgage or charge its undertaking, property and assets or any part thereof and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Agency or of any third party.

32. Subject to the provisions of the Agency's Memorandum of Association and these Articles, the Board of Management may make rules with respect to the carrying into effect of all or any of the purposes of the Agency or all or any of the provisions of these Articles.

DISQUALIFICATION OF DIRECTORS

33. The office of a Director shall be vacated:-

- a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- b) If he becomes of unsound mind.
- c) If by notice in writing to the Agency he resigns his office.
- d) If he becomes prohibited from holding office by reason of any order made under the Companies Acts 1948 to 1981.
- e) If he absents himself from the meetings of the Directors during a continuous period of twelve months without special leave of absence from the Directors and they pass a resolution that he has by reason of such absence vacated office.
- f) If he is removed from office by a resolution passed by a majority of not less than two-thirds of the Directors at a meeting of the Directors whereat not less than one-half of the Directors for the time being are present. Provided that on ceasing to be a Director for any reason, he shall automatically cease to be a member of the Agency.

34. Unless and until otherwise determined by the Agency by Ordinary Resolution, either generally or in any particular case, section 185 of the Act shall not apply and therefore no Director, shall vacate or be required to vacate his office as such on or by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provisions of the Articles, and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed or appointed as such.

PROCEEDINGS OF THE BOARD OF MANAGEMENT

35. The Board of Management or any committee of the Board of Management may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of equality of any votes the Chairman shall have a second or casting vote.

36. The Chairman of the Board of Management may, and on the request of three Directors the Secretary shall, at any time summon a meeting of the Board of Management. It shall not be necessary to give notice of a meeting of the Board of Management to any Director who is for the time being absent from the United Kingdom.

37. The Directors for the time being may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed or in accordance with these Articles as the necessary quorum of Directors it shall be lawful for them to act for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

38. The Board of Management shall from time to time elect from amongst their number a Chairman and a Vice-Chairman, and may determine for what period they are respectively to hold office. The Chairman shall be entitled to preside at all meetings of the Board of Management at which he shall be present. If no Chairman is elected, or if at any meeting he is not present within five minutes after the time appointed for holding the meeting, the Vice-Chairman shall act as Chairman of the meeting, and if no Vice-Chairman is elected, or if at any meeting he is not present within five minutes after the time appointed for holding the meeting, the Directors present shall choose one of their number to be Chairman of the meeting. A Chairman elected without any determination of the period for which he is to hold office shall be deemed to have been elected for a term of three years if he shall so long remain a governor. A retiring Chairman may be re-elected. The Board of Management may fill any casual vacancy in the office of Chairman, but any Director appointed to fill such a vacancy shall be entitled to continue in office only so long as he shall remain a Director or so long as the Chairman in whose place he is appointed would (if continuing to be a Director) have been entitled to continue in office, whichever period shall be shorter.

39. The Board of Management shall cause proper minutes to be made in books provided for the purpose of all appointments of officers made by the Board of Management and of the names of the Directors present at each meeting of the Board of Management and of any committee of the Board of Management and of all resolutions and proceedings at all meetings of the Agency and of the Board of Management and of committees of the Board of Management any minutes of any meeting, if purporting to be signed by the Chairman of that meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.

40. A resolution in writing signed by all the members for the time being of the Board of Management or of any committee of the Board of Management entitled to receive notice of a meeting of the Board of Management or of any such committee of the Board of Management (as the case may be) shall be as valid and effectual as if it had been passed at a meeting of the Board of Management or of such committee duly convened and held. The resolution may consist of more than one document in the like form, each signed by one or more than one person.

SECRETARY

41. The Secretary shall be appointed by the Board of Management for such time, at such remuneration and upon such conditions as (consistent with the provisions of Clause 4 of the Memorandum of Association) they may think fit, and the Secretary so appointed may be removed by them. The Board of Management may from time to time by resolution appoint an assistant or deputy Secretary, any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

42. The Board of Management shall provide for the safe custody of the seal, which shall only be used by the authority of the Board of Management or of a committee of the Board of Management authorised by the Board of Management in that behalf, and every instrument to which the seal shall be affixed, shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board of Management for the purpose.

ACCOUNTS

43. The Board of Management shall cause accounting records to be kept in accordance with the law for the time being in force.

44. The Accounting records shall be kept at the office, or subject to the requirements of law at such other place or places as the Board of Management shall think fit and shall always be open to the inspection of the members of the Board of Management.

45. The Board of Management shall from time to time in accordance with law cause to be prepared and to be laid before the Agency in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in the Act.

46. At the Annual General Meeting in every year the Board of Management shall lay before the Agency a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Agency) made up to a date not four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Management and the Auditors and copies of such account, balance sheet and report (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158(1) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors report shall be open to inspection and be read before the meeting.

AUDIT

47. Once at least in every year the accounts of the Agency 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.

48. Auditors shall be appointed and their duties regulated in accordance with law.

NOTICES

49. A notice or other document may be served by the Agency upon any member either personally or by sending it through the post in a prepaid letter addressed to him at his registered address as appearing in the register of members. But if the Agency has reason to believe that the member has left such registered address it may effect service upon such member by sending the notice or other document to the address of the organisation by whom he was nominated.

50. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the notice is posted.

51. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(a) every member of the Agency except those members who (having no registered address within the United Kingdom) have not supplied to the Agency an address within the United Kingdom for the giving of notices to them; and

(b) the Auditor for the time being of the Agency. No other person shall be entitled to receive notices of General Meetings; and

(c) every organisation who is for the time being entitled to nominate a member.

DISSOLUTION

52. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Agency shall have effect as if the provisions thereof were repeated in these Articles.

SCHEDULE A

1. Northern Arts) 4 Members

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS:

JOHN O'DONNELL,
New Companies House
17, Widegate Street
London. E1 7HP

MICHAEL MALLEY
New Companies House,
17, Widegate Street,
London. E1 7HP

DATED THIS DAY OF October , 1981

WITNESS TO THE ABOVE SIGNATURES:-

DANUTA O'DONNELL,
New Companies House,
17 Widegate Street,
London. E1 7HP