

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

ARTICLES OF ASSOCIATION

OF THE

THE CRANLEIGH ARTS CENTRE LIMITED (01607633)

(As adopted by Special Resolution passed by the Company on 30 June 10)

1	Defined terms	2
2	Company name	3
3	Registered Office.....	3
4	Company objects and restrictions	3
5	Liability of members.....	4
6	Directors' general authority	4
7	Members' reserve power	4
8	Directors may delegate	4
9	Committees.....	5
10	Directors to take decisions collectively.....	5
11	Unanimous decisions	5
12	Calling a directors' meeting.....	5
13	Participation in directors' meetings.....	6
14	Chairing of directors' meetings.....	6
15	Casting vote	7
16	Conflicts of interest.....	7
17	Records of decisions to be kept	8
18	Directors' discretion to make further rules.....	8
19	Methods of appointing directors	8
20	Number of directors.....	8
21	Termination of director's appointment	8
22	Rotation of members of the Board	9
23	Directors' remuneration.....	10
24	Directors' expenses	10
25	General	10
26	Applications for membership	11
27	Subscription and Joining Fee.....	11
28	Rules relating to the payment of Subscription and Joining Fees.....	12
29	Termination of membership	11
30	Calling general meetings	12
31	Notice of general meetings	12
32	Attendance and speaking at general meetings	13
33	Quorum for general meetings.....	13
34	Chairing general meetings	13
35	Attendance and speaking by directors and non-members	14
36	Adjournment.....	14
37	Voting: general.....	15
38	Errors and disputes	15
39	Poll votes.....	15
40	Content of proxy notices	16
41	Amendments to resolutions.....	16
42	Means of communication to be used	17
43	Company seals.....	17
44	No right to inspect accounts and other records.....	18

45	Records	18
46	Indemnity	18
47	Insurance	19
48	The Board of Directors	19
49	Powers of the Board	20

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1 **Defined terms**

1.1 In the articles, unless the context requires otherwise:

- 1.1.1 “**articles**” means the company’s articles of association;
- 1.1.2 “**Arts Centre**” or “**Company**” means The Cranleigh Arts Centre Limited (company number 01607633);
- 1.1.3 “**bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- 1.1.4 “**chairman**” has the meaning given in article 14.2;
- 1.1.5 “**chairman of the meeting**” has the meaning given in article 34.3;
- 1.1.6 “**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;
- 1.1.7 “**Board**” means the Board of Directors which comprises of the directors for the time being of the Arts Centre;
- 1.1.8 “**director**” means a director of the Company;
- 1.1.9 “**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;
- 1.1.10 “**electronic form**” has the meaning given in section 1168 of the Companies Act 2006;
- 1.1.11 “**Financial Year**” means the period from 1st April to 31st March;
- 1.1.12 “**Joining Fee**” means a one-off fee that a new applicant must pay to the Arts Centre at the time of his first application;
- 1.1.13 “**member**” has the meaning given in section 112 of the Companies Act 2006;
- 1.1.14 “**Observer**” means any person who is invited from time to time by the Board to attend and speak, but not vote at board meetings.
- 1.1.15 “**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006;

- 1.1.16 **"participate"** in relation to a directors' meeting, has the meaning given in article 10;
 - 1.1.17 **"proxy notice"** has the meaning given in article 31;
 - 1.1.18 **"special resolution"** has the meaning given in section 283 of the Companies Act 2006;
 - 1.1.19 **"Subscription Fee"** means the fee that an applicant or former member will have to pay in order to become a member for the current calendar year;
 - 1.1.20 **"subsidiary"** has the meaning given in section 1159 of the Companies Act 2006; and
 - 1.1.21 **"writing"** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
- 1.2 And words importing the singular number only shall include the plural number, and vice versa.
 - 1.3 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

2 **Company name**

The company's name is The Cranleigh Arts Centre Limited.

3 **Registered Office**

The registered office for the Arts Centre will be situated in England.

4 **Company objects and restrictions**

The objects for which the Arts Centre is established are to enrich, entertain and inspire through performance, exhibition, education and participation in the arts and other leisure time activities (apart from sport) for all ages of the inhabitants of Cranleigh, surrounding villages and district and it shall be permitted to do all such other things as are incidental to the attainment and furtherance of these objects, provided that:

- 4.1 the income and property of the Arts Centre shall be applied solely toward these objects 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 Arts Centre.
- 4.2 if upon the winding up or dissolution of the Arts Centre there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Arts Centre, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Arts Centre, 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 on the Arts Centre under or by virtue of clause 4.1.1 of these Articles of Association, such institution or institutions to be

determined by the member of the Arts Centre at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

5 Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company 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:

- 5.1 payment of the company's debts and liabilities contracted before he ceases to be a member;
- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS' POWERS AND RESPONSIBILITIES

6 Directors' general authority

Subject to the articles, the directors are responsible for the management of the Arts Centre, for which purpose they may exercise all the powers of the company.

7 Members' reserve power

- 7.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 7.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

8 Directors may delegate

- 8.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
 - 8.1.1 to such person or committee;
 - 8.1.2 by such means (including by power of attorney);
 - 8.1.3 to such an extent;
 - 8.1.4 in relation to such matters or territories; and
 - 8.1.5 on such terms and conditions;as they think fit.
- 8.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 8.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

9 Committees

- 9.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 9.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

10 Directors to take decisions collectively

- 10.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 11.1.
- 10.2 If:
 - 10.2.1 the company only has one director, and
 - 10.2.2 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.
- 10.3 The quorum for meetings of the Board will be five.

11 Unanimous decisions

- 11.1 A decision of the directors is taken in accordance with this article when those directors who are entitled to vote on the resolution in question, indicate to each other by any means that they share a common view on a matter.
- 11.2 Such a 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.
- 11.3 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.
- 11.4 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.

12 Calling a directors' meeting

- 12.1 The Board, or any five members of the Board, may at any time summon a meeting of the Board by notice served upon the several members of the Board.
- 12.2 Notice of any directors' meeting must indicate:
 - 12.2.1 its proposed date and time;
 - 12.2.2 where it is to take place; and

12.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

12.3 Notice of a directors' meeting must be given to each director, but need not be in writing.

12.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

13 Participation in directors' meetings

13.1 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Arts Centre for the time being vested in the Board generally.

13.2 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

13.2.1 the meeting has been called and takes place in accordance with the articles; and

13.2.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

13.3 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

13.4 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

13.5 All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any individual Board member, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

13.6 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote.

14 Chairing of directors' meetings

14.1 The directors may appoint a director to chair their meetings.

14.2 The person so appointed for the time being is known as the chairman.

14.3 The directors may terminate the chairman's appointment at any time.

14.4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

15 Casting vote

15.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

15.2 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16 Conflicts of interest

16.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16.2 But if paragraph 16.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

16.3 This paragraph applies when:

16.3.1 the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

16.3.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

16.3.3 the director's conflict of interest arises from a permitted cause.

16.4 For the purposes of this article, the following are permitted causes:

16.4.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

16.4.2 subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

16.4.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

16.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

16.6 Subject to paragraph 16.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the

chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

- 16.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 17 **Records of decisions to be kept**
- 17.1 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.
- 17.2 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Arts Centre and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 18 **Directors' discretion to make further rules**
- Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT AND TERMINATION OF DIRECTORS

- 19 **Methods of appointing directors**
- 19.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:
- 19.1.1 by ordinary resolution, or
- 19.1.2 by a decision of the directors.
- 19.2 In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.
- 19.3 For the purposes of paragraph 19.2, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.
- 20 **Number of directors**
- 20.1 There shall be no maximum number of directors.
- 20.2 The minimum number of directors at any one time will be five.
- 21 **Termination of director's appointment**
- 21.1 The office of a member of the Board shall be vacated as soon as:

- 21.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006, the Company Directors Disqualification Act 1986 or is prohibited from being a director by law; or
- 21.1.2 a bankruptcy order is made against that person; or
- 21.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts; or
- 21.1.4 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
- 21.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- 21.1.6 if he ceases to be for whatever reason a member of the Arts Centre; or
- 21.1.7 notification is received by the Arts Centre in writing from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms; or
- 21.1.8 the members collectively vote that the integrity and reputation of the Arts Centre has, is or will be jeopardized as a result of the director's past or present behaviour; or
- 21.1.9 if he is removed from office under the provision of the Companies Act 2006 or the Articles.

22 Rotation of members of the Board

- 22.1 At each annual general meeting one-quarter of the elected members of the Board for the time being, or if their number is not a multiple of four then the number nearest to one-quarter, shall retire from office.
- 22.2 The maximum period of time that a director can serve as a member of the Board is two terms, each term lasting from the date of election of that director to the fourth annual general meeting of the Company thereafter.
- 22.3 The members of the Board to retire first shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. A retiring member of the Board shall be eligible for re-election, provided he has not just completed two consecutive terms of office, in which case, he shall not be eligible for re-election until the second annual general meeting following the end of his second consecutive term of office.
- 22.4 Those members of the Board who at the date of adoption of these articles have served at least seven consecutive annual general meetings shall, if required to retire from office pursuant to Article 22.1, not be eligible for re-election until the second annual general meeting thereafter.

22.5 In addition and without prejudice to the provisions of section 168 of the Act, the Arts Centre may by extraordinary resolution remove any member of the Board before the expiration of his period of office, and may by an ordinary resolution appoint another member in his stead but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

23 Directors' remuneration

23.1 Directors may undertake any services for the company that the directors decide.

23.2 Directors are entitled to such remuneration as the directors determine:

23.2.1 for their services to the company as directors, and

23.2.2 for any other service which they undertake for the company.

23.3 Subject to the articles, a director's remuneration may:

23.3.1 take any form, and

23.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

23.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

23.5 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

24 Directors' expenses

24.1 The company may pay any reasonable out of pocket expenses which the directors properly incur in connection with their attendance at:

24.1.1 meetings of directors or committees of directors,

24.1.2 general meetings, or

24.1.3 separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

BECOMING AND CEASING TO BE A MEMBER

25 General

25.1 Every member of the Arts Centre shall either sign a written consent to become a member or sign the register of members on becoming a member.

- 25.2 Membership shall be open to individuals and companies both within and outside of Cranleigh and the Board has the power to require members to pay a Joining Fee and/or Subscription Fee.
- 25.3 If a company becomes a member, it must appoint a person to be its sole representative and only that person shall represent his company for a period of 12 months, at which point the company may re-appoint the same person or another sole representative for a further 12 month term.
- 26 Applications for membership**
- 26.1 No person shall become a member of the company unless that person has:
- 26.1.1 completed an application for membership in a form approved by the directors, and
 - 26.1.2 paid both the Joining Fee and/or Subscription Fee (if any) as determined by Article 25.2.
- 27 Subscription and Joining Fee**
- 27.1 The Board has the power to make bye-laws consistent with the provisions of the Articles including in relation to Joining Fees and Subscription Fees.
- 27.2 Each first-time applicant must pay a Joining Fee (if any) to the Arts Centre at a rate that the Board prescribes but those persons or corporate bodies who are already existing members of the Arts Centre at the time that these Articles are adopted will be exempt from paying a Joining Fee.
- 27.3 In addition to any Joining Fee, a first-time applicant must also pay an annual Subscription Fee (if any) to the Arts Centre at a rate that the Board prescribes.
- 27.4 Once the Joining and Subscription Fees (if any) have both been paid, the applicant will become a member of the Arts Centre.
- 27.5 Before the commencement of a new Financial Year, a former member must renew his subscription at the rate that the Board prescribes and such payment of the Subscription Fee will endure for the duration of that new Financial Year.
- 28 Rules relating to the payment of Subscription and Joining Fees**
- 28.1 If a first-time applicant wants to join at any month in the year he will pay the Joining Fee (if any) in full and the annual Subscription Fee (if any) in full.
- 28.2 Should a member's membership expire and that member decide to rejoin within 12 months of expiry, the member would be exempt from paying the Joining Fee again but would have to pay the annual Subscription Fee in full.
- 28.3 Should a member's membership expire and that member decide to rejoin at a date beyond 12 months of the date of expiry, the member would be required to pay both the Joining Fee and the annual Subscription Fee in full.

29 Termination of membership

- 29.1 All memberships will expire at the end of the calendar year in which the applicant became a member, unless they are renewed. However, membership will terminate at any time in the event of either:
- 29.1.1 the death of a member;
 - 29.1.2 the expulsion of a member;
 - 29.1.3 the insolvency of a corporate member;
 - 29.1.4 a material breach of these articles; or
 - 29.1.5 a criminal conviction.
- 29.2 Before the Board orders any suspension or expulsion, it must inform the member of such an eventuality, 7 days before a final decision is made.
- 29.3 The Board may by unanimous vote suspend or expel from membership any member but the member shall have the right to be heard by the Board of Directors before such suspension or expulsion is made.
- 29.4 A member may withdraw from membership of the Arts Centre by giving 7 days' notice to the company in writing. In the event of a withdrawal, the member will forfeit both the Joining Fee and Subscription Fee.
- 29.5 Membership is not transferable.
- 29.6 The Board may expel a member if the members feel that the integrity and reputation of the Arts Centre has been or is jeopardized as a result of a member's past or present behaviour.

ORGANISATION OF GENERAL MEETINGS

30 Calling general meetings

- 30.1 The Arts Centre will hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every annual general meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting.
- 30.2 All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
- 30.3 In accordance with s303 of the Companies Act 2006, where more than 12 months have elapsed since the end of the last general meeting called at the request of the members, the members can request another general meeting provided they represent not less than 5% of the total voting rights of all members who have a right to vote at general meetings.

31 Notice of general meetings

- 31.1 The required notice period for general meetings will be 14 clear days as per s307(1) of the Companies Act 2006. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.

31.2 Any notice convening a general meeting must indicate the place, date and time of it, set out and describe as such all proposed special and extraordinary resolutions, say if it is to be an annual general meeting and describe generally the nature of all intended business, except routine business at an annual general meeting comprising consideration of the accounts, balance sheet, and the reports of the Board and auditors, the election of members of the Board in place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

32 Attendance and speaking at general meetings

32.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

32.2 Observers are permitted to attend and speak at general meetings but cannot vote.

32.3 A person is able to exercise the right to vote at a general meeting when:

32.3.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

32.3.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

32.4 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

32.5 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

32.6 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

33 Quorum for general meetings

33.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

33.2 The quorum for general meetings shall be ten members personally present.

34 Chairing general meetings

34.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

34.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

34.2.1 the directors present, or

34.2.2 (if no directors are present), the meeting must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

34.3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

35 Attendance and speaking by directors and non-members

35.1 Directors may attend and speak at general meetings and directors of the Company must be members.

35.2 The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

36 Adjournment

36.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

36.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

36.2.1 the meeting consents to an adjournment, or

36.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

36.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

36.4 When adjourning a general meeting, the chairman of the meeting must:

36.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

36.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

36.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

36.5.1 to the same persons to whom notice of the company's general meetings is required to be given, and

36.5.2 containing the same information which such notice is required to contain.

36.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

37 **Voting: general**

- 37.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
- 37.2 Every member present in person shall have one vote.
- 37.3 No member other than a member duly registered, who shall have paid every subscription and other sum (including the Joining Fee) (if any) which shall be due and payable to the Arts Centre in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any general meeting.

38 **Errors and disputes**

- 38.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 38.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

39 **Poll votes**

- 39.1 On a poll votes may be given personally or by proxy and any instrument of proxy shall be in such form as the Board may require or in any other common or usual form.
- 39.2 A poll on a resolution may be demanded:
 - 39.2.1 in advance of the general meeting where it is to be put to the vote, or
 - 39.2.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 39.3 A poll may be demanded by:
 - 39.3.1 the chairman of the meeting;
 - 39.3.2 the directors;
 - 39.3.3 two or more persons having the right to vote on the resolution; or
 - 39.3.4 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 39.4 A demand for a poll may be withdrawn if:
 - 39.4.1 the poll has not yet been taken, and
 - 39.4.2 the chairman of the meeting consents to the withdrawal.

39.5 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

40 Content of proxy notices

40.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- 40.1.1 states the name and address of the member appointing the proxy;
- 40.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 40.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- 40.1.4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

40.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

40.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

40.4 Unless a proxy notice indicates otherwise, it must be treated as:

- 40.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- 40.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

40.5 Delivery of proxy notices

- 40.5.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- 40.5.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 40.5.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 40.5.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

41 Amendments to resolutions

- 41.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 41.1.1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - 41.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 41.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 41.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 41.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 41.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

42 Means of communication to be used

- 42.1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- 42.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 42.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

43 Company seals

- 43.1 Any common seal may only be used by the authority of the directors.
- 43.2 The directors may decide by what means and in what form any common seal is to be used.
- 43.3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by

at least one authorised person in the presence of a witness who attests the signature.

43.4 For the purposes of this article, an authorised person is:

43.4.1 any director of the company;

43.4.2 the company secretary (if any); or

43.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

44 No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

45 Records

The Board may cause all or any books, minutes, registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Arts Centre to be recorded as the Board may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification and any reference in the Articles to books or registers or other documentary records shall be deemed to include such other means as aforesaid.

DIRECTORS' INDEMNITY AND INSURANCE

46 Indemnity

46.1 Subject to paragraph (46.2), a relevant director of the company or an associated company may be indemnified via the company's insurance (if any) against:

46.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

46.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a director of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

46.1.3 any other liability incurred by that director as an officer of the company or an associated company.

46.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

46.3 In this article:

46.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

- 46.3.2 a "relevant director" means any director or former director of the company or an associated company.

47 Insurance

47.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

47.2 In this article:

47.2.1 a "relevant director" means any director or former director of the company or an associated company,

47.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

47.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

PART 5

THE BOARD

48 Board of Directors

48.1 The Board may from time to time and at any time appoint any member of the Arts Centre as a member of the Board to fill a casual vacancy. Any member so appointed shall retain his office only until the next annual general meeting, but he shall then be eligible for re-election.

48.2 No person who is not a member of the Arts Centre shall in any circumstances be eligible to hold office as a member of the Board.

48.3 Unless otherwise determined by a general meeting, the Board will be at liberty to invite whichever Observer(s) it decides to the Art Centre's meetings. Such Observers will be at liberty to attend the meeting and speak, but will have no power to vote or influence any decision of the Board or members.

48.3.1 For example the Board may continue to invite:

48.3.1.1 person(s) nominated by Cranleigh Parish Council.

48.3.1.2 person(s) nominated by Waverley Borough Council.

48.3.1.3 one person being the holder for the time being of the office of Arts and Museum Officer of Waverley Borough Council.

48.3.1.4 representatives of other bodies whose attendance is relevant to the achievement of the objects of the Arts Centre.

49 Powers of the Board

- 49.1 The business of the Arts Centre shall be managed by the Board who may exercise all such powers of the Arts Centre, and do on behalf of the Arts Centre all such acts as may be exercised and done by the Arts Centre, and as are not by statute or by the Articles required to be exercised or done by the Arts Centre in general meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or Board and by the Secretary or by a second member of the Board which would have been valid if such regulation had not been made.
- 49.2 The members for the time being of the Board may act notwithstanding any vacancy in their body.

Company number 01607633

SPECIAL RESOLUTIONS
OF
THE CRANLEIGH ARTS CENTRE LIMITED (Company)

Passed on 30th June 2010

At an extraordinary general meeting of the Company duly convened and held at The Cranleigh Arts Centre 1 High Street, Cranleigh, Surrey GU6 8AS on 30th June 2010 at 18:00, the following resolutions were duly passed as special resolutions.

SPECIAL RESOLUTIONS

1. THAT the provisions contained in the Memorandum of Association of the Company which are treated as provisions of the Company's Articles of Association pursuant to section 28 of the Companies Act 2006, be deleted.

2. THAT the Articles produced to the Meeting and initialled by the Chairman for the purposes of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

Signed R French
Chairman of the meeting