WEDNESDAY

A10SKJZD
A42 18/01/2012 #398
COMPANIES HOUSE

Company No 07737797

The Companies Acts 1985 and 2006
PRIVATE COMPANY LIMITED BY GUARNTEE
WRITTEN RESOLUTION

BIRMINGHAM MUSEUMS LIMITED
("the Company")

I, the undersigned, have been duly authorised to and do irrevocably agree to the following special resolution for and on behalf of the Birmingham City Council ('the Council'), the Council being the only person entitled to vote on the resolution on the circulation date

Special Resolution -

IT IS RESOLVED: that the document appended to this resolution as Appendix 1 be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles

Please read the notes below before giving your agreement to this resolution

Signed - Sharon Lea

Date 13 January 2012

For and on behalf of
Birmingham City Council

Notes:

1 This written resolution has been proposed by the directors of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006
2 The circulation date of this resolution is 12th January 2012 and the resolution will lapse if not passed by the 9th February 2012
3 Please signify your agreement to this resolution by signing against your name where indicated, enter the date on which you signed the document and return the document to the Company
4 Once you have indicated your agreement to the resolution you may not revoke your agreement

COMPANY LIMITED BY GUARANTEE

Articles of Association of Birmingham Museums Limited

1 **The company's name is** Birmingham Museums Limited (and in this document it is called the Charity)

Interpretation

2 In the articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

'the articles' means the charity's articles of association;

'the charity' means the company intended to be regulated by the articles;

'clear days' in relation to the period of a notice means a period excluding:

- The day when the notice is given or deemed to be given; and
- The day for which it is given or on which it is to take effect;

'the commission' means the Charity Commission for England and Wales;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

'the directors' means the directors of the charity. The directors are charity trustees as defined by section 97 of the Charities Act 1993;

'document' includes, unless otherwise specified, any document sent or supplied in electronic form,

'the memorandum' means the charity's memorandum of association,

'officers' includes the directors and secretary (if any);

COMPANIES HOUSE

'the seal' means the common seal of the charity if it has one;

'secretary' means any person appointed to perform the duties of the secretary of the charity;

'the United Kingdom' means Great Britain and Northern Ireland; and
Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Liability of members

3 The Liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he or its is a member or within one year after he or it ceases to be a member, for:

(1) payment of the charity's debts and liabilities incurred before he or it ceases to be a member;

(2) payment of the costs, charges and expenses of winding up; and

(3) adjustment of the rights of the contributories among themselves.

Objects

The Charity's objects ('Objects') are specifically restricted to the following -
To advance education by the operation, maintenance, development and promotion of museums, galleries, libraries, associated facilities and related programmes of outreach and

research, fostering knowledge, understanding, appreciation and enjoyment of the arts, history, science and technology by residents and visitors for the well-being and benefit of the residents of Birmingham

Powers

4 The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the charity has power:

(1) to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

(2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(3) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

(4) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;

(5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,

(6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

(8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(9) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;

(10) to:

(a) deposit or invest funds;

(b) employ a professional fund-manager; and

(c) arrange for the investments or other property of the Charity to be held in the name of a nominee; in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993,

(12) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;

Application of income and property;

5 (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

(2) (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

(b) A director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.

(c) A director may receive an indemnity from the charity in the circumstances specified in article 57.

(d) A director may not receive any other benefit or payment unless it is authorised by article 7.

(3) Subject to article 7, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not a director receiving·

(a) a benefit from the charity in the capacity of a beneficiary of the charity,

(b) reasonable and proper remuneration for any goods or services supplied to the charity.

Benefit and Payments to charity directors and connected persons

6 (1) **General Provisions**

No director or connected person may:

(a) buy any goods or services from the charity on terms preferential to those applicable to members of the public,

(b) sell goods, services or any interest in land to the charity;

(c) be employed by, or receive any remuneration from, the charity;

(d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) or (5) of this article, or authorised by the court or the Charity Commission.

Scope of powers permitting directors' or connected persons' benefits

(2) (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.

(b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with and subject to the conditions in section 73A to 73C of the Charities Act 1993.

(c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with the services provided to the charity by the director or connected person

(d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors

(e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease are must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only – controls

(3) The charity and its directors may rely upon the authority provided by sub-clause (2) (c) of this article if each of the following conditions is satisfied,

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or it with regard to the supply of goods to the charity.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.

(f) The reason for their decision is recorded by the directors in the minute book.

(g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.

(4) In sub-clauses (20 and (3) of this article:

(a) 'charity' includes any company in which the charity

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares

(iii) has the right to appoint one or more directors to the board of the company.

(b) 'connected person' includes any person within the definition in article 61 'Interpretation'.

Remuneration of Directors

(5) The directors may agree to pay one only of the directors a commercial rate of remuneration provided that each of the following conditions is satisfied;

(a) The amount of the payment for the remuneration is set out in an agreement in writing between the charity and the director.

(b) The amount of the remuneration does not exceed what is reasonable and necessary in the circumstances.

(c) The other directors are satisfied that it is in the best interests of the charity to pay the remuneration

(d) The director is absent from the part of any meeting at which there is discussion of the proposal to agreement to pay remuneration.

Declaration of directors' interests

7 A charity director must declare the nature and extent of any interest direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself from any discussions of the charity directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Conflicts of interest and conflicts of loyalties

8 (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

(c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.

(2) Where the directors authorise a conflicts of interest they may (whether at the time of giving the authorisation or subsequently):

(a) subject to paragraph (b) below require that the conflicted director is excluded from the receipt of information, the participation in discussions and/or the making of decisions (whether at meetings of the directors or otherwise) related to the conflict of interests; and

(b) they shall exercise their powers of exclusion in paragraph (a) above where a conflict of interests arises because of a duty of loyalty owed to another organisation or person which involves a direct or indirect benefit of any nature to a director or to a connected person

(c) the conflicted director will be obliged to conduct himself in accordance with any terms imposed by the directors pursuant to the authorisation,

Members

9 (1) The subscribers to the memorandum are the first members of the charity.

(2) Membership is open to other individuals or organisations who are approved by the members by ordinary resolution.

(3) Where the members refuse an application for membership

(a) The members must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(b) consider any written representations the applicant may make about the decision.

The members' decision following any written representations must be notified to the applicant in writing but shall be final.

(3) Membership is not transferable to anyone else

(4) The directors must keep a register of names and addresses of the members.

Classes of membership

10 (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members

(2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

(3) The rights attached to a class of membership may only be varied if:

(a) three-quarters of the members of that class consent in writing to the variation; or

(b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

(4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership

11 Membership is terminated if:

(1) the member dies or, if it is an organisation, ceases to exist;

(2) the member resigns by written notice to the charity;

(3) any sum due from the member to the charity is not paid in full within six months of it falling due.

General meetings

12 (1) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

13 The directors may call an extraordinary general meeting at any time.

Notice of general meetings

14 (1) The minimum periods of notice required to hold a general meeting of the charity are:

(a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;

(b) fourteen clear days for all other general meetings.

(2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights

(3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statements setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22;

(4) The notice must be given to all the members and to the directors and auditors.

15 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission of the charity.

Proceedings at general meetings

16 (1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is:

(a) all members entitled to vote upon the business to be conducted at the meeting; or

(b) one tenth of the total membership at the time whichever is the greater;

(3) The authorised representative of a member organisation shall be counted in the quorum.

17 (1) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the directors shall determine.

(2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

(3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

18 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.

(2) If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.

(3) If there is only one director present and willing to act, he or she shall chair the meeting.

(4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

19 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.

(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

20 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

(a) by the person chairing the meeting; or

(b) by at least two members present in person or by proxy and having the right to vote at the meeting; or

(c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

(2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

(b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.

(3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

(b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

(4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

(5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

(c) The poll must be taken within thirty days after it has been demanded.

(d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

21 (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which –

(a) states the name and address of the member appointing the proxy;
(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine;
(d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

(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.

(4) Unless a proxy notice indicates otherwise, it must be treated as –

(a) 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

(b) 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.

Delivery of proxy notices

22A (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 charity by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the charity a notice give by or on behalf of the person by whom or on whose behalf the proxy notice was given

(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.

(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.

Written Resolutions

23 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

(a) a copy of the proposed resolution has been sent to every eligible member;

(b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its

agreement to the resolution; and

(c) It is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

(2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

(3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

24 Subject to article 11, every member, whether an individual or an organisation shall have one vote.

25 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

26(1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.

(2) The organisation must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.

(3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

Directors

27(1) A director must be a natural person aged 18 years or older.

(2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 39.

28 The minimum number of directors (unless otherwise determined by ordinary resolution) shall be not less than six but (unless otherwise determined by ordinary resolution) shall be subject to a maximum of fourteen.

29 The first directors shall be those persons notified to Companies House as the first directors of the charity.

30 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Powers of Directors

31(1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

(3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

Retirement of Directors

32 At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one director he or she must retire.

33 (1) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to

retire shall (unless they otherwise agree among themselves) be determined by lot.

(2) If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

The Appointment of Directors

34 The charity may by ordinary resolution:

(1) appoint a person who is willing to act to be a director; and

(2) determine the rotation in which any additional directors are to retire.

35 No person other than a director retiring by rotation may be appointed a director at any general meeting unless.

(1) he or she is recommended for re-election by the Directors; or

(2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
   (a) is signed by a member entitled to vote at the meeting;
   (b) states the member's intention to propose the appointment of a person as a director
   (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
   (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

36 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.

37 (1) The directors may appoint a person who is willing to act to be a director.

(2) A director appointed by a resolution of the other directors must retire at the next general meeting and must not be taken into account in determining the directors who are to retire by rotation.

38 (1) The power to appoint directors whether by the charity in general meeting or by the other directors shall be exercised so that:

(a) two directors shall be appointed who are members or officers of Birmingham City Council in accordance with the nomination of Birmingham City Council;

(b) in the case of the appointment of directors by the charity other than pursuant to the preceding paragraphs of this article only after a recommendation made by the directors after the directors have considered:

(i) the desirability of making such a recommendation after the advertisement of the vacancy and the response to such an advertisement;

(ii) the desirability of a board of directors with a range of skills experience and abilities relevant to the objects and activities of the charity;

(iii) the desirability of a board of directors representative of the diverse community within the city of Birmingham

and a person who is a member or officer of Birmingham City Council may not be appointed as a director pursuant to this paragraph (b).

(2) The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any fixed as the maximum number of directors.

Disqualification and removal of Directors

39 A director shall cease to hold office if he or she·

(1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

(2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(3) ceases to be a member of the charity;

(4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(5) resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or

(6) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

Remuneration of directors

40 The Directors must not be paid any remuneration unless it is authorised by article 6.

Proceedings of directors

41 (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

(2) Any director may call a meeting of the directors

(3) The secretary (if any) must call a meeting of the directors if requested to do so by a director

(4) Questions arising at a meeting shall be decided by a majority of votes.

(5) In the case of an equality of votes, the person who is chairing the meeting shall not have a second or casting vote.

42 (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.

(2) The quorum shall be two or the number nearest to one third of total number of directors, whichever is the greater or such larger number as may be decided from time to time by the directors.

(3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

43 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

44(1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.

(2)If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.

(3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the directors.

45(1) A resolution in writing or in electronic form agreed by all the directors entitled to receive notice of a meeting of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

(2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

Delegation

46 (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.

(2) The directors may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;

(b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.

(3) The directors may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

Validity of directors' decisions

47(1) Subject to article 47(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

(d) the vote of that director; and

(e) that director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

(2) Article 47(1) does not permit a director or connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 47(1), the resolution would have been void, or if the Director has not complied with article 8.

Seal

48 If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

Minutes

49 The directors must keep minutes of all:

(1) appointments of officers made by the directors;

(2) proceedings at meetings of the charity;

(3) meetings of the directors and committees of directors including:

(a) the names of the Directors present at the meeting;
(b) the decisions made at the meetings; and
(c) where appropriate the reasons for the decisions.

Accounts

50 (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

(2) The directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

51(1) The directors must comply with the requirements of the Charities Act 1993 with regard to the:

(a) transmission of a copy of the statements of account to the Commission;

(b) the preparation of an Annual Report and the transmission of a copy to the Commission;

(c) the preparation of an Annual Return and its transmission to the Commission.

(2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

Means of Communication to be used

52 (1) Subject to the articles, anything sent or supplied by or to the charity 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 charity.

(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.

53 Any notice to be given to or by any person pursuant to the articles:
(1) must be in writing; or
(2) must be given in electronic form.

54(1) The Charity may give any notice to a member either:
(a) personally; or
(b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or

(c) by leaving it at the address of the member; or
(d) by giving it in electronic form to the member's address; or
(e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

(2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

55 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

56 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that an electronic form of notice was given shall be conclusive where the charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given·

(a) 8 hours after the envelope containing it was posted; or
(b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

57 (1) The charity shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

(2) In this article a 'relevant director' means any director or former director of the charity.

Rules

58 (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.

(2) The bye laws may regulate the following matters subject to the express provisions of these articles but are otherwise not restricted to them:

(a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,

(b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;

(c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;

(d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

e) generally, all such matters as are commonly the subject matter of company rules.

(3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

(4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.

(5) The rules or bye laws shall be binding on all members of the charity No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Disputes

59 If a dispute arises between members of the company about the validity or propriety of anything don by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Dissolution

60 (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after its debts and liabilities have been paid or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

(a) directly for the Objects: or
(b) by transfer to any charity or charities for purposes similar to the Objects; or
(c) To any charity or charities for use for particular purposes that fall within the Objects.

(2) Subject to any resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred;

(a) directly for the Objects. or
(b) by transfer to any charity or charities for purposes similar to the Objects; or
(c) To any charity or charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 60 (1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the court or the Commission.

Interpretation

61 In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 47 'connected person' means:

(1) a child, parent, grandchild, grandparent, brother or sister of the director;

(2) the spouse or civil partner of the director or of any person falling within paragraph (1) above

(3) a person carrying on business in partnership with the director or with any person falling within paragraph (1) or (2) above;

(4) An institution which is

(a) by the director or any connected person falling within paragraph (1), (2) or (3) above;

(b) by two or more persons falling within sub-paragraph 4(a) when taken together

(5) a body corporate in which –

(a) the director or any connected person falling within paragraphs (1) to (3) has a substantial interest; or

(b) two or more persons falling within sub-paragraph 5(a) who, when taken together, have a substantial interest.

(c) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.

COMPANY LIMITED BY GUARANTEE

Articles of Association of Birmingham Museums Limited

1 **The company's name is** Birmingham Museums Limited (and in this document it is called the Charity).

Interpretation

2 In the articles·

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

'the articles' means the charity's articles of association;

'the charity' means the company intended to be regulated by the articles;

'clear days' in relation to the period of a notice means a period excluding

- The day when the notice is given or deemed to be given; and
- The day for which it is given or on which it is to take effect;

'the commission' means the Charity Commission for England and Wales;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

'the directors' means the directors of the charity The directors are charity trustees as defined by section 97 of the Charities Act 1993;

'document' includes, unless otherwise specified, any document sent or supplied in electronic form;

'the memorandum' means the charity's memorandum of association;

'officers' includes the directors and secretary (if any);

COMPANIES HOUSE

'the seal' means the common seal of the charity if it has one;

'secretary' means any person appointed to perform the duties of the secretary of the charity;

'the United Kingdom' means Great Britain and Northern Ireland; and Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Liability of members

3 The Liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he or its is a member or within one year after he or it ceases to be a member, for:

(1) payment of the charity's debts and liabilities incurred before he or it ceases to be a member;

(2) payment of the costs, charges and expenses of winding up, and

(3) adjustment of the rights of the contributories among themselves.

Objects

The Charity's objects ('Objects') are specifically restricted to the following -
To advance education by the operation, maintenance, development and promotion of museums, galleries, libraries, associated facilities and related programmes of outreach and

research, fostering knowledge, understanding, appreciation and enjoyment of the arts, history, science and technology by residents and visitors for the well-being and benefit of the residents of Birmingham

Powers

4 The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the charity has power.

(1) to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

(2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(3) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

(4) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;

(5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

(8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(9) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;

(10) to:

(a) deposit or invest funds,

(b) employ a professional fund-manager; and

(c) arrange for the investments or other property of the Charity to be held in the name of a nominee; in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;

(12) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;

Application of income and property;

5 (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

(2) (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

(b) A director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.

(c) A director may receive an indemnity from the charity in the circumstances specified in article 57.

(d) A director may not receive any other benefit or payment unless it is authorised by article 7.

(3) Subject to article 7, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not a director receiving:

(a) a benefit from the charity in the capacity of a beneficiary of the charity;

(b) reasonable and proper remuneration for any goods or services supplied to the charity.

Benefit and Payments to charity directors and connected persons

6 (1) **General Provisions**

No director or connected person may:

(a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;

(b) sell goods, services or any interest in land to the charity,

(c) be employed by, or receive any remuneration from, the charity;

(d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) or (5) of this article, or authorised by the court or the Charity Commission.

Scope of powers permitting directors' or connected persons' benefits

(2) (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.

(b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with and subject to the conditions in section 73A to 73C of the Charities Act 1993.

(c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with the services provided to the charity by the director or connected person

(d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors.

(e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease are must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only – controls

(3) The charity and its directors may rely upon the authority provided by sub-clause (2) (c) of this article if each of the following conditions is satisfied;

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or it with regard to the supply of goods to the charity.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.

(f) The reason for their decision is recorded by the directors in the minute book.

(g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.

(4) In sub-clauses (20 and (3) of this article:

(a) 'charity' includes any company in which the charity

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares

(iii) has the right to appoint one or more directors to the board of the company.

(b) 'connected person' includes any person within the definition in article 61 'Interpretation'.

Remuneration of Directors

(5) The directors may agree to pay one only of the directors a commercial rate of remuneration provided that each of the following conditions is satisfied;

(a) The amount of the payment for the remuneration is set out in an agreement in writing between the charity and the director.

(b) The amount of the remuneration does not exceed what is reasonable and necessary in the circumstances.

(c) The other directors are satisfied that it is in the best interests of the charity to pay the remuneration.

(d) The director is absent from the part of any meeting at which there is discussion of the proposal to agreement to pay remuneration.

Declaration of directors' interests

7 A charity director must declare the nature and extent of any interest direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself from any discussions of the charity directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Conflicts of interest and conflicts of loyalties

8 (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and

(c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.

(2) Where the directors authorise a conflicts of interest they may (whether at the time of giving the authorisation or subsequently):

(a) subject to paragraph (b) below require that the conflicted director is excluded from the receipt of information, the participation in discussions and/or the making of decisions (whether at meetings of the directors or otherwise) related to the conflict of interests; and

(b) they shall exercise their powers of exclusion in paragraph (a) above where a conflict of interests arises because of a duty of loyalty owed to another organisation or person which involves a direct or indirect benefit of any nature to a director or to a connected person

(c) the conflicted director will be obliged to conduct himself in accordance with any terms imposed by the directors pursuant to the authorisation;

Members

9 (1) The subscribers to the memorandum are the first members of the charity.

(2) Membership is open to other individuals or organisations who are approved by the members by ordinary resolution.

(3) Where the members refuse an application for membership

(a) The members must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(b) consider any written representations the applicant may make about the decision.

The members' decision following any written representations must be notified to the applicant in writing but shall be final.

(3) Membership is not transferable to anyone else.

(4) The directors must keep a register of names and addresses of the members.

Classes of membership

10 (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

(2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

(3) The rights attached to a class of membership may only be varied if:

(a) three-quarters of the members of that class consent in writing to the variation; or

(b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

(4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership

11 Membership is terminated if:

(1) the member dies or, if it is an organisation, ceases to exist;

(2) the member resigns by written notice to the charity;

(3) any sum due from the member to the charity is not paid in full within six months of it falling due.

General meetings

12 (1) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

13 The directors may call an extraordinary general meeting at any time.

Notice of general meetings

14 (1) The minimum periods of notice required to hold a general meeting of the charity are:

(a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;

(b) fourteen clear days for all other general meetings.

(2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights

(3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statements setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22;

(4) The notice must be given to all the members and to the directors and auditors.

15 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission of the charity.

Proceedings at general meetings

16 (1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is:

(a) all members entitled to vote upon the business to be conducted at the meeting; or

(b) one tenth of the total membership at the time whichever is the greater;

(3) The authorised representative of a member organisation shall be counted in the quorum.

17 (1) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the directors shall determine.

(2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

(3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

18 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.

(2) If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.

(3) If there is only one director present and willing to act, he or she shall chair the meeting.

(4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

19 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.

(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

20 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.

(a) by the person chairing the meeting; or

(b) by at least two members present in person or by proxy and having the right to vote at the meeting; or

(c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

(2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

(b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.

(3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

(b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

(4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

(5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs

(c) The poll must be taken within thirty days after it has been demanded.

(d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

21 (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which –

(a) states the name and address of the member appointing the proxy;
(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine;
(d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(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.

(4) Unless a proxy notice indicates otherwise, it must be treated as –

(a) 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

(b) 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.

Delivery of proxy notices

22A (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 charity by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the charity a notice give by or on behalf of the person by whom or on whose behalf the proxy notice was given

(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.

(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.

Written Resolutions

23 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

(a) a copy of the proposed resolution has been sent to every eligible member;

(b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its

agreement to the resolution; and

(c) It is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

(2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

(3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

24 Subject to article 11, every member, whether an individual or an organisation shall have one vote.

25 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

26(1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.

(2) The organisation must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.

(3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

Directors

27(1) A director must be a natural person aged 18 years or older.

(2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 39.

28 The minimum number of directors (unless otherwise determined by ordinary resolution) shall be not less than six but (unless otherwise determined by ordinary resolution) shall be subject to a maximum of fourteen.

29 The first directors shall be those persons notified to Companies House as the first directors of the charity.

30 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Powers of Directors

31(1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

(3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

Retirement of Directors

32 At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one director he or she must retire.

33 (1) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to

retire shall (unless they otherwise agree among themselves) be determined by lot.

(2) If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

The Appointment of Directors

34 The charity may by ordinary resolution:

(1) appoint a person who is willing to act to be a director; and

(2) determine the rotation in which any additional directors are to retire.

35 No person other than a director retiring by rotation may be appointed a director at any general meeting unless:

(1) he or she is recommended for re-election by the Directors; or

(2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
   (a) is signed by a member entitled to vote at the meeting;
   (b) states the member's intention to propose the appointment of a person as a director
   (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
   (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

36 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation

37 (1) The directors may appoint a person who is willing to act to be a director.

(2) A director appointed by a resolution of the other directors must retire at the next general meeting and must not be taken into account in determining the directors who are to retire by rotation.

38 (1) The power to appoint directors whether by the charity in general meeting or by the other directors shall be exercised so that:

(a) two directors shall be appointed who are members or officers of Birmingham City Council in accordance with the nomination of Birmingham City Council;

(b) in the case of the appointment of directors by the charity other than pursuant to the preceding paragraphs of this article only after a recommendation made by the directors after the directors have considered:

(i) the desirability of making such a recommendation after the advertisement of the vacancy and the response to such an advertisement;

(ii) the desirability of a board of directors with a range of skills experience and abilities relevant to the objects and activities of the charity;

(iii) the desirability of a board of directors representative of the diverse community within the city of Birmingham

and a person who is a member or officer of Birmingham City Council may not be appointed as a director pursuant to this paragraph (b).

(2) The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any fixed as the maximum number of directors.

Disqualification and removal of Directors

39 A director shall cease to hold office if he or she:

(1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

(2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(3) ceases to be a member of the charity;

(4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,

(5) resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or

(6) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

Remuneration of directors

40 The Directors must not be paid any remuneration unless it is authorised by article 6.

Proceedings of directors

41 (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

(2) Any director may call a meeting of the directors.

(3) The secretary (if any) must call a meeting of the directors if requested to do so by a director.

(4) Questions arising at a meeting shall be decided by a majority of votes

(5) In the case of an equality of votes, the person who is chairing the meeting shall not have a second or casting vote.

42 (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.

(2) The quorum shall be two or the number nearest to one third of total number of directors, whichever is the greater or such larger number as may be decided from time to time by the directors.

(3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

43 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

44(1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.

(2)If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.

(3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the directors.

45(1) A resolution in writing or in electronic form agreed by all the directors entitled to receive notice of a meeting of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

(2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

Delegation

46 (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.

(2) The directors may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;

(b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.

(3) The directors may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

Validity of directors' decisions

47(1) Subject to article 47(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without.

(d) the vote of that director; and

(e) that director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting

(2) Article 47(1) does not permit a director or connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 47(1), the resolution would have been void, or if the Director has not complied with article 8

Seal

48 If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

Minutes

49 The directors must keep minutes of all:

(1) appointments of officers made by the directors;

(2) proceedings at meetings of the charity,

(3) meetings of the directors and committees of directors including:

(a) the names of the Directors present at the meeting;
(b) the decisions made at the meetings; and
(c) where appropriate the reasons for the decisions.

Accounts

50 (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

(2) The directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

51(1) The directors must comply with the requirements of the Charities Act 1993 with regard to the:

(a) transmission of a copy of the statements of account to the Commission;

(b) the preparation of an Annual Report and the transmission of a copy to the Commission;

(c) the preparation of an Annual Return and its transmission to the Commission

(2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

Means of Communication to be used

52 (1) Subject to the articles, anything sent or supplied by or to the charity 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 charity.

(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.

53 Any notice to be given to or by any person pursuant to the articles:
(1) must be in writing, or
(2) must be given in electronic form.

54(1) The Charity may give any notice to a member either:
(a) personally; or
(b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or

(c) by leaving it at the address of the member; or
(d) by giving it in electronic form to the member's address; or
(e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting

(2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

55 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

56 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that an electronic form of notice was given shall be conclusive where the charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

(a) 8 hours after the envelope containing it was posted; or
(b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

57 (1) The charity shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

(2) In this article a 'relevant director' means any director or former director of the charity.

Rules

58 (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.

(2) The bye laws may regulate the following matters subject to the express provisions of these articles but are otherwise not restricted to them:

(a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;

(c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;

(d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

e) generally, all such matters as are commonly the subject matter of company rules.

(3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

(4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.

(5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Disputes

59 If a dispute arises between members of the company about the validity or propriety of anything don by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Dissolution

60 (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after its debts and liabilities have been paid or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

(a) directly for the Objects: or
(b) by transfer to any charity or charities for purposes similar to the Objects; or
(c) To any charity or charities for use for particular purposes that fall within the Objects.

(2) Subject to any resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred;

(a) directly for the Objects: or
(b) by transfer to any charity or charities for purposes similar to the Objects; or
(c) To any charity or charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 60 (1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the court or the Commission.

Interpretation

61 In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 47 'connected person' means:

(1) a child, parent, grandchild, grandparent, brother or sister of the director;

(2) the spouse or civil partner of the director or of any person falling within paragraph (1) above

(3) a person carrying on business in partnership with the director or with any person falling within paragraph (1) or (2) above;

(4) An institution which is

(a) by the director or any connected person falling within paragraph (1), (2) or (3) above;

(b) by two or more persons falling within sub-paragraph 4(a) when taken together

(5) a body corporate in which –

(a) the director or any connected person falling within paragraphs (1) to (3) has a substantial interest; or

(b) two or more persons falling within sub-paragraph 5(a) who, when taken together, have a substantial interest.

(c) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.