

THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

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PRELIMINARY

In these Articles, unless there be something in the subject or context inconsistent therewith:-

'The Articles' means these Articles of Association or such as are in force from time to time.

'Member' means a member for the time being of the Company in terms of the Articles.

'The Office' means the Registered Office for the time being of the Company.

'The Act' means the Companies Acts 1985 and 1989, and any amendment, extension or re-enactment thereof for the time being in force.

'The United Kingdom' means Great Britain and Northern Ireland.

'Person' means any individual.

'A Museum' means an institution which collects, documents, preserves, exhibits and interprets material evidence and associated information for the public benefit; and which is recognised or capable of being recognised by the Museums & Galleries Commission as being properly constituted and as performing the required functions in an acceptable manner.

'The Collection' means that body of material evidence having collective or individual historical, artistic or scientific importance, the possession of which enables the Company to be constituted as a Museum.

'A Specimen' means any individual item comprised in the Collection.

Expressions referring to 'writing' shall, unless otherwise stated, be construed as including references to printing, lithography, photography and other means of representing or reproducing words in a visible form.

Words importing the singular number only include the plural, and vice versa.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act as in force at the date at which these Articles of Association became binding on the Company.

MEMBERSHIP

- 1 The maximum number of Members with which the Company proposes to be registered is 50 but the Directors may from time to time approve an increase in such maximum.
- 2 The rights and privileges of membership shall not be transferable or transmissible.
- 3 The power of admitting Members of the Company shall be exercisable by the Directors.
- 4 The following persons shall be Members of the Company:-
 - a) the subscribers to the Memorandum of Association;
 - b) a person nominated to be a Director in accordance with Article 28; declaring that such persons will thereby be admitted as Members of the Company for the period of their nomination;
 - c) any other person, upon the invitation of the Directors.

No person shall become a Member unless he subscribes to the Memorandum of Association. Every Member upon admittance to membership shall be bound by the Articles.

TERMINATION OF MEMBERSHIP

- 5 A Member may resign on giving one calendar month's notice in writing to the Secretary of the Company.
- 6 The Company shall be entitled at any time, should it in its absolute discretion deem it desirable, to remove from membership any Member, for any one of the following causes:-
 - a) if the Member neglects or refuses forthwith to comply with any Article and shall continue to do so for a period of seven days after written notice is sent to him by registered post by the Secretary, on the instructions of the Directors, requiring him to remedy such neglect or refusal;
 - b) if the Company, at a meeting at which the Member concerned shall have been given a reasonable opportunity to be present and speak on his own behalf, should resolve that it is desirable in the interests of the Company that the Member should cease to be a Member;
 - c) if the Member becomes of unsound mind or for any reason becomes incapable of managing his affairs;
 - d) if the Member becomes apparently insolvent or is sequestrated or makes any arrangement or composition with his creditors; or
 - e) if the Member, being a person nominated to be a Director in accordance with the provisions of Article 28, ceases for any cause to be qualified for membership in accordance with Article 4(b).

- 7 Upon the resignation or removal of any Member, his interest in the rights and privileges of membership of the Company shall cease (without prejudice to the continuation in force of his guarantee).

GENERAL MEETINGS

- 8 The Company shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that calendar year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.
- 9 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 10 The Chairman or Treasurer may, whenever he thinks fit, convene an Extraordinary General Meeting; Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
- 11 If at any time there are not within the United Kingdom sufficient Directors to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

- 12 An Annual General Meeting and any meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at least and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. Either notice shall be exclusive of the day on which it is given and of the day for which it is given, and shall specify the place, day and hour of the meeting, and in case of special business the general nature of the business, and shall be given to the Members and to the Auditor, in manner hereinafter mentioned or in such other manner as may be prescribed by the Company in General Meeting: Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed--
- a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the Members.
- 13 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 14 All business shall be deemed special business that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting, with exception of the consideration and adoption of the accounts and balance sheets of the Company, consideration of the reports of the Chairman and Auditor, the election or re-election of Directors in place of those retiring, and the appointment and remuneration of the Auditor.
- 15 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, seven Members present in person shall be a quorum.
- 16 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
- 17 The Chairman of the Company or, failing him, the Vice Chairman shall preside at every General Meeting of the Company. If at any meeting neither of these be present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of the Directors present to be Chairman of the meeting.
- 18 The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as in the case of the original meeting. Save as aforesaid, Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 19 At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman of the meeting or by at least three Members present in person.

Unless a poll be so demanded, a declaration by the Chairman of that meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

- 20 Except as provided in Article 22, if a poll is duly demanded it shall be taken in such manner as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 21 In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 22 A poll demanded on the election of a Chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business

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

RESOLUTION IN WRITING

- 23 Subject to the provisions of the Act, a resolution in writing executed by or on behalf of all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each executed by or on behalf of one or more Members.

VOTES OF MEMBERS

- 24 At General Meetings of the Company, each Member shall be entitled to one vote.
- 25 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
- 26 On a poll votes must be given personally.

THE DIRECTORS

- 27 The entire business of the Company shall be arranged and managed by the Directors, which may exercise all such powers of the Company (including power to borrow money) as are not by the Act or the Articles declared to be exercisable only by the Company in General Meeting, subject nevertheless to the provisions of the Act and the Articles and to such regulations, being not inconsistent with the aforesaid regulations, as may be prescribed by the Company in General Meeting; and no such regulation made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

- 28 The Directors shall consist of not less than [five] and not more than fifteen members (excluding the President and any Vice-Presidents), of whom:-

- a) [Such number as to constitute a voting majority] shall be nominated by [the museum's supporter's group];
- b) One shall be nominated by [the local authority for the area] or its statutory successors;
- c) [One each] shall be nominated by [other appropriate bodies]

Declaring that the nominations by the above bodies shall be for the period of three years except in the case of [the local authority] where nominations shall be for the period of one year.

- 29 The persons appointed under Article 28 shall have power, subject only to the provisions of the Articles, to co-opt up to [the remaining number permissible] additional Directors, provided that the total number of Directors members may not

exceed the limit specified in Article 28, and that not more than a voting minority of such persons are Directors at any one time.

- 30 A Director appointed under Article 29 shall hold office for the period of his appointment or, if no period is specified, for a period of three years.
- 31 The appointment of a Director under Article 28 may be terminated at any time by the body which has appointed him, by means of written notification to the Secretary of the Company to the effect that another person has been appointed to take his place.
- 32 The Directors shall, as soon as possible after the incorporation of the Company, do all such acts, and pay such preliminary and incidental expenses, as are necessary in connection with the incorporation of the Company.
- 33 The Directors shall have power, subject to the provisions of the Memorandum of Association, to appoint and remove such paid officers and staff of the Company as they shall think fit, and also to appoint and remove Solicitors and such other Agents and consult such experts, legal and others, as they may think fit. They shall have full power from time to time to determine the respective duties and powers of the persons so appointed and to fix their respective salaries, fees or remuneration and pension or superannuation arrangements (if any).

HONORARY OFFICERS

- 34 The Annual General Meeting may elect a President and any number of Vice-Presidents as it may from time to time determine; such officers may be invited at the discretion of the Directors to officiate at General Meetings of the Company. The President shall be elected annually, and Vice- Presidents may be elected for life, or such other period as may be specified at the time of election; declaring that appointment to the posts of President or Vice-Presidents shall not be governed by Article 39(f).
- 35 The President and all Vice-Presidents of the Company shall be ex-officio members of the Board of Directors and all Committees and Sub-committees, but shall not be entitled to vote.

OFFICERS OF THE COMPANY

- 36 The Directors shall, as soon as practicable after the incorporation of the Company and thereafter as soon as practicable after each Annual General Meeting of the Company, hold a meeting and elect from amongst its members, by show of hands or by nomination and ballot as it shall consider necessary, a Chairman and a Vice-Chairman of the Company, who shall hold office until the end of the Annual General Meeting next following; the holders of these offices for a previous year shall be eligible for re-election.

If any casual vacancy should occur in the office of Chairman, the Vice Chairman shall act as Chairman until a new Chairman be elected by the Directors.

- 37 The Secretary and the Treasurer of the Company shall be appointed from time to time by the Directors from amongst their number or otherwise. At the discretion of the Directors, these offices may be combined in the one person.
- 38 The Directors shall appoint, and from time to time replace, a named person to be responsible for the care and development of the Collection, subject only to the requirement that if such person is not an appropriately qualified and/or experienced professional museum curator and if for the time being the Directors do not have amongst their number a person with appropriate qualifications and/or experience, the Directors shall seek to appoint such a person to be their Adviser.

DISQUALIFICATION OF DIRECTORS

- 39 The office of a Director shall be vacated if:-
- a) the Directors pass a resolution by a three-fourths majority that it is desirable that the Director should cease to be a Director;
 - b) the Director ceases to be a Member of the Company;
 - c) the Director resigns his office by notice in writing to the Secretary;
 - d) the Director is removed from office by resolution duly passed pursuant to section 303 of the Act;
 - e) the Director becomes prohibited from being a Director by reason of any order made under the Insolvency Act 1986, or any amendment, extension or re-enactment thereof;
 - f) the Director attains his [seventy-fifth] birthday;
 - g) the Director fails to attend three consecutive meetings of the Directors and the Directors are not satisfied with any explanations that may be offered therefor; or
 - h) the Director accepts remuneration in contravention of Clause 6 of the Memorandum of Association.

PROCEEDINGS OF THE DIRECTORS

- 40 Meetings of the Directors shall be held at such times and such places as the Directors may from time to time direct. The Chairman or any three Directors may, and the Secretary upon request of the Chairman or such members shall at any time, convene a meeting of the Directors.
- 41 The quorum at any meeting of the Directors shall be five members who must include at least one office bearer (excluding the President and any Vice-Presidents).
- 42 Meetings of the Directors shall be chaired by the Chairman of the Company or, in his absence, the Vice Chairman or, in the absence of both, by one of the Directors to be chosen by those present.
- 43 A Director who is not at the material time in the United Kingdom shall not be entitled to receive notice of a meeting of the Directors.
- 44 The Directors shall have full power to appoint Committees and may delegate to such Committees all such duties, powers and privileges as they may think fit, save as is provided in Clause 5.6(b) of the Memorandum of Association and otherwise in the Articles. The Committees shall have power to appoint Sub-committees to whom they may delegate such of their business as they think fit.

The members of Committees or Sub-committees need not necessarily be Directors or of the Committees appointing such Sub-committees; Provided always that no resolution of a meeting of a Committee or Sub-committee shall be binding on the Company until confirmed by the Directors at a subsequent meeting. The number of members of any Committee or Sub-committee which shall constitute a quorum shall be decided by such Committee or Sub-committee. The Chairman of such Committees or Sub-committees may be appointed by the Directors or, failing such appointment, elected by the relative Committee or Sub-committee.

- 45 All acts bona fide done by the Directors, or by a Committee or Sub-committee, or by any person or persons acting as a member or members thereof respectively (notwithstanding that it may afterwards be discovered that there was any defect in the appointment of the Directors, or Committee or Sub-committee, or of any person or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to be Directors), shall be as valid as if every such person had been duly appointed, and was at the time qualified to be a Director or a member of the Committee or Sub-committee.
- 46 The Directors for the time being may act notwithstanding any vacancy in their body. In the event of such vacancy or vacancies reducing the membership to less than the quorum the remaining members may meet for the sole purposes of inviting any body having the right of nomination of persons to the Directors and not all of whose nominated places are then filled to nominate a person or persons to fill the relevant vacancy or vacancies or of co-opting sufficient additional members to allow a quorum to meet thereafter.
- 47 A resolution in writing, signed by all the Directors for the time being in the United Kingdom, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

THE SEAL

- 48 The Directors shall provide a Common Seal and shall have full power to use the said Seal in the execution of all or any of the powers hereby vested in them, or otherwise in relation to the business or affairs of the Company as they in their discretion think fit, and any document bearing the seal of the Company and purporting to be signed by two Directors or by one Director and the Secretary shall, in the absence of proof to the contrary, be deemed to be executed by the Company: Provided that nothing in this Article shall prevent the Company from executing any document in any other manner for the time being recognised by law.

ACCOUNTS AND AUDIT

- 49 Unless the Company shall otherwise determine in a General Meeting, the financial year of the Company shall begin on 1st April and end on 31st March following.

- 50 The Directors shall cause proper books of account to be kept with respect to:-

- a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- b) all sales and purchases of goods by the Company;
- c) the property, assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

- 51 The books of account of the Company shall be kept at the office or, subject to Section 222 of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of all Members.

- 52 Committees of the Directors shall have the right to fund their own activities under powers and terms of reference that shall be determined from time to time by the Directors. Proper records of all sums of money received and expended under the terms of reference of the Directors must be kept and shall always be open to the inspection of the Treasurer of the Company. Such accounts must be kept in a manner that allows transactions to be recorded and incorporated into the financial statements of the Company as a whole.

- 53 The Directors shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in the relevant sections of the Act.

- 54 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to the Auditor and to every Member.

- 55 An Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Act.

- 56 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn,

accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time determine.

STANDING ORDERS

- 57 The Directors shall have power to adopt and issue Standing Orders and/or rules for the use of the premises controlled by the Company. Such Standing Orders and rules shall come into operation immediately, provided always that they shall be subject to review and shall not be inconsistent with the provisions of the Memorandum and Articles of Association.

MINUTES

- 58 Correct Minutes of the proceedings of the Company and of the Directors and of Committees or Sub-committees of the Directors shall be taken and shall be kept at the Office by the Secretary or by such other person as the Directors may from time to time appoint and shall be in such form as the Directors may direct.

NOTICES

- 59 All notices to Members may be delivered either personally, or by leaving the same, or by sending them through the post in a prepaid letter, addressed to such Members at their respective registered addresses, and every such notice delivered, left or posted as aforesaid shall be deemed to have been duly served on the day of delivering or leaving the same or, if sent by post, on the day next following the day on which it shall have been posted, and that although the person to whom it shall have been directed never receives the same.
- 60 Notice of every General Meeting shall be given in any manner hereinbefore authorised to: -
- a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them; and
 - b) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

WINDING UP

- 61 If the Company shall be wound up the Collection shall be transferred and the assets of the Company disposed of in accordance with Clause 10 of the Memorandum of Association.

INDEMNITY

- 62 Subject to the provisions of the Act, every officer or employee of the Company shall be entitled to be indemnified by the Company against all costs, losses and expenses which he may incur or become liable for in the execution or discharge of any office held by him in the Company.

Names, Addresses and Descriptions of Subscribers.

In some circumstances, it may be desired to make membership of the Company open to all, and for there to be no separately-constituted supporters group. In such cases, the following Articles should be substituted for Articles 1 - 7 in the model, and the rest of the Articles renumbered to follow on:-

MEMBERSHIP

- 1 The maximum number of Members with which the Company proposes to be registered is 1,000 but the Directors may from time to time approve an increase in such maximum.
- 2 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with the Articles shall be Members.
- 3 The rights and privileges of membership shall not be transferable or transmissible.
- 4 Membership of the Company shall, subject to the provisions of this Article, be open to all persons irrespective of political or religious opinions, sex, nationality, race or colour.
- 5 There shall be the following classes of Members:-
 - a) a person of 18 years of age or over shall, if admitted to membership, be a Member; and
 - b) a person under the age of 18 years shall, if admitted to membership, be a Junior Member, and remain a Junior Member until the end of the financial year of the Company during which he shall have attained the age of 18 years.

The words 'Member' and 'Membership' where they occur these regulations shall, unless otherwise stated, refer to all classes of members.

- 6 No person shall be eligible to become a Member of the Company unless:-

- a) he is a subscriber to the Memorandum of Association; or
 - b) he has subscribed to the general funds of the Company and that by donation in cash or in money's worth to an amount or value no less than the annual subscription for the time being fixed in accordance with Article 14.
- 7 The Directors may for the time being and from time to time authorise the formation within the Company of Sections amongst the Members, for the furtherance of a common activity.

ELECTION OF MEMBERS

- 8 The forms of application for Membership and the manner of the election shall be such as the Directors from time to time decide. Every Member upon admittance to membership shall be bound by the Articles.
- 9 The Directors shall have absolute power and authority to refuse any application for membership, irrespective of qualification and without giving any reason for such refusal.

DECEASED MEMBERS

- 10 The representatives of any deceased Member shall have no interest in the Company, but the Company shall be entitled to claim from the representatives of a deceased Member any sums due to the Company.

TERMINATION OF MEMBERSHIP

- 11 A Member may resign on giving to the Secretary one calendar month's notice in writing.
- 12 The Directors shall be entitled at any time, should they in their absolute discretion deem it desirable, to remove from membership any Member for any one of the following causes:-
- a) if the Member neglects or refuses forthwith to comply with any Article and shall continue to do so for a period of seven days after written notice is sent to him by registered post by the Secretary, on the instructions of the Directors, requiring him to remedy such neglect or refusal;
 - b) if the Directors at a meeting at which the Member concerned shall have been given a reasonable opportunity to be present and speak on his own behalf, should resolve that it is desirable in the interests of the Company that the Member should cease to be a Member;
 - c) if the Member becomes of unsound mind, or for any reason becomes incapable of managing his affairs;
 - d) if the Member becomes apparently insolvent or is sequestrated or makes an arrangement or composition with his creditors; or

- e) if any Member neglects for three months to pay the annual subscription payable by such Member, or persistently neglects or refuses to pay any other moneys payable by him to the Company.
- 13 Upon the resignation or removal of any Member his interest in the rights and privileges of membership of the Company shall cease (without prejudice to the continuation in force of his guarantee).

SUBSCRIPTIONS PAYABLE BY MEMBERS

- 14 The Annual Subscription payable by each class of Member shall be such sum as the Directors may, in its absolute discretion, from time to time determine.
- 15 The Annual Subscription of each Member shall be payable in advance, and shall be due on the first day of January in each year, or on such other day as the Directors may, in its absolute discretion, determine.

[and the existing Article 24 should be expanded by the addition of the following words]:-

No Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.