



Company Number. ~~2944~~ 161

The Companies Act 1985

Company Limited by Guarantee

**MEMORANDUM AND ARTICLES OF
ASSOCIATION**

of

Lancaster Community Music Trust

**Company Limited by Guarantee and Not
Having a Share Capital**

MEMORANDUM OF ASSOCIATION

OF

LANCASTER COMMUNITY MUSIC TRUST

1 The name of the company (hereinafter called 'the Charity') is the Lancaster Community Music Trust.

2 The registered office of the Charity will be situated in England and Wales

3 The objects for which the Charity is established are the promotion, improvement, development and maintenance of public education in, and appreciation of, music in the district of the City of Lancaster.

And the Charity shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

3.1 to support, provide, sponsor and promote music education and music activities to recognised educational institutions, groups and individual musicians both within the district of the City of Lancaster and elsewhere;

3.2 to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections;

3.3 to sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Charity;

3.4 to purchase or otherwise acquire plant and machinery including musical instruments, sheet music and music scores, computer hardware and software, furniture, fixtures, fittings and all other effects of every description;

3.5 to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law.

3.6 to take and accept any gift of money, property or other assets whether subject to any special trust or not;

3.7 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Charity in the shape of donations, subscriptions or otherwise;

3.8 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity.

3.9 to invest moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

3.10 to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions formed for all or any of the Objects;

3.11 to co-operate with other charities voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

3.12 to amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Charity and prohibit payment of any dividend or profit to and the distribution of any of their assets among their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by this Memorandum of Association;

3.13 to undertake and execute charitable trusts;

3.14 to engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Charity and, subject to the provisions of clause 4 hereof, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants;

3.15 to pay out of funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;

3.16 to insure and arrange insurance cover for, and to indemnify its trustees, officers, servants and voluntary workers and those of its members from and against all such risks in the course of the performance of their duties as may be thought fit, provided that such cover shall not cause the Insurers to be liable for loss arising from any act or omission which the Trustee knew to be a breach of trust or breach of duty or which was committed by the trustee in reckless disregard of whether it was a breach of trust or breach of duty or not.

3.17 to do all such other lawful and charitable things as shall further the attainment of the objects of the Charity or any of them.

Provided that:

3.1.1 In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;

3.1.2 The Charity's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;

3.1.3 In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such

property the trustees of the Charity shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects, and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such trustees have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

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

Provided that nothing herein shall prevent any payment in good faith by the Charity:

4.1 of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a trustee) for any services rendered to the Charity and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Charity;

4.2 of interest on money lent by a member or trustee of the Charity at a rate per annum not exceeding two percentage points less than the base lending rate for the time being of the Charity's clearing bankers or 3% whichever is the greater;

4.3 to any trustee of reasonable out-of-pocket expenses;

4.4 of fees, remuneration or other benefit in money or

money's worth to a Charity of which a member of the Charity or a trustee may be a member holding not more than one hundredth part of the capital of such Charity: -

4.5 of reasonable and proper rent for premises demised or let by any member of the Company or any trustee.

4.6 of any premium in respect of any indemnity insurance to cover the liability of the trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which was committed in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the trustees in their capacity as trustees of the Charity.

5 The liability of the members is limited.

6 Every member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Charity contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

7 If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other charitable body or bodies having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Charity under or by virtue of clause 4 hereof, such body or bodies to be determined by the members of the Charity at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some other charitable body.

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

Signatures, names and addresses of subscribers

HICKENZIE VANDERIE JEAN HICKENZIE
107, NEW VILLAGE,
INCHETON.
Via CARNFORTH,
LANCS, LA 6 3DJ.

Elaine Maxwell ELAINE MARY MAXWELL
BORWICKS
CATON
LANCASTER LA2 9NB

Dated 21st June 1994

Witness to the above signatures

Paul Damian Proffast

Name PAUL DAMIAN PROFFAST

Address 27, COOLIDGE AVENUE, ABRAHAM HEIGHTS, LANCASTER

Occupation MUSIC TEACHER.

LA1 5EL

ARTICLES OF ASSOCIATION
OF
LANCASTER COMMUNITY MUSIC TRUST

Interpretation

1 In these Articles:

'THE CHARITY' means the company intended to be regulated by these articles

'THE ACT' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

'THE ARTICLES' means the Articles of the Charity

'CLEAR DAYS' in relation to the period of a notice means that 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

'EXECUTED' includes any mode of execution

'OFFICE' means the registered office of the Charity

'SECRETARY' means the Secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity, including a joint, assistant or deputy secretary

'THE UNITED KINGDOM' means Great Britain and Northern Ireland

Unless the context otherwise requires, words or expressions contained in these Articles bear the same

meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.

Members

2 The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with rules made under the Articles shall be members of the Charity. No person shall be admitted a member of the Charity unless he is approved by the trustees. Every person who wishes to become a member shall deliver to the Charity an application for membership in such form as the trustees require executed by him.

3 A member may at any time withdraw from the Charity by giving at least 7 clear days' notice to the Charity. Membership shall not be transferable and shall cease on death.

4 The trustees may also at their discretion terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his own defence by the trustees or a committee of the trustees.

5 The Charity is established for the purposes expressed in the Memorandum of Association.

6 It shall be lawful for the trustees to provide for the admission of such persons as they may think fit to be associates of the Charity and for the rights duties and liabilities (if any) of such associates but so that such persons shall not by virtue of being associates as aforesaid be members of the Charity and their rights (if any) shall not include a right to speak or vote at general meetings of the Charity. The Secretary shall keep an accurate register of such associates of the Charity.

General meetings

7 The Charity shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months

shall elapse between the date of one annual general meeting of the Charity and that of the next. Provided that so long as the Charity holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting in each year shall be held at such time and place as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

8 The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

Notice of general meetings

9 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a trustee shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an 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 being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the trustees and auditors.

10 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

11 No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, shall be a quorum.

12 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time as the trustees may determine.

13 The chairman, if any, of the board of trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.

14 If no trustee is willing to act as chairman, or if no trustee is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

15 A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

16 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from

place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

17 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the chairman; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

18 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

19 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

20 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. 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 shall be entitled to a casting vote in addition to any other vote he may have.

22 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

23 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

24 On a show of hands every member present in person shall have one vote. On a poll every member present in person shall have one vote.

25 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

26 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 tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

27 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority

of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise it if were an individual member of the Charity.

Number of Trustees

28 The number of trustees shall not be less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

29 The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

Powers of Trustees

30 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the trustees by the Articles and a meeting of trustees at which a quorum is present may exercise all powers exercisable by the trustees.

31 The trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

Delegation of Trustees' Powers

32 The trustees may delegate any of their powers to any committee consisting of one or more trustees or other persons. They may also delegate to any managing trustee or any trustee holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the trustees may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of trustees so far as they are capable of applying.

Appointment and retirement of trustees

33 At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, but, if there is only one trustee who is subject to retirement by rotation, he shall retire.

34 Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

35 If the Charity, at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to

fill the vacancy or unless a resolution for the re-appointment of the trustee is put to the meeting and lost.

36 No person other than a trustee retiring by rotation shall be appointed or re-appointed a trustee at any general meeting unless: ~

- (a) he is recommended by the trustees: or ~
- (b) not less than 14 nor more than 35 Clear Days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Charity's register of trustees together with notice executed by that person of his willingness to be appointed or re-appointed.

37 No person may be appointed as a trustee:

- (a) unless he has attained the age of 18 years: or
- (b) in circumstances such that, he had already been a trustee, he would have been disqualified from acting under the provisions of Article 38.

38 Not less than 7 nor more than 28 Clear Days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or re-appointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or re-appointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Charity's register of trustees.

39 Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional

trustee and may also determine the rotation in which any additional trustees are to retire.

40 The trustees may appoint a person who is willing to act to be a trustee, either to fill a vacancy or as an additional trustee, provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate his office at the conclusion thereof.

41 Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

Disqualification and Removal of Trustees

42 A trustee shall cease to hold office if he: ~

- (a) ceases to be a trustee by virtue of any provision of the Act or is disqualified from acting as a trustee by section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (d) he resigns his office by notice to the Charity; (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or ~
- (e) shall for more than 6 consecutive months have been absent without permission of the trustees from meetings of trustees held during that period and the trustees resolve that his office be vacated.

Trustees' expenses

43 The trustees may be paid all travelling, hotel, and

other expenses properly incurred by them in connection with their attendance at meetings of trustees or committee of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' appointments and interests

44 Subject to the provisions of the Act and of the Memorandum of Association, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other executive office under the Charity. Any such appointment, agreement or arrangement may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding other executive office shall not be subject to retirement by rotation.

45 Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of trustees

46 Subject to the provisions of the Articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the Secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

47 The quorum for the transaction of the business of the trustees may be fixed by the trustees and unless so fixed at any other number shall be two.

48 The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than

the number fixed as the quorum. the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

49 The trustees may appoint one of their number to be the chairman of the board of trustees and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.

50 The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any duty or function which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the trustees.

51 All acts done by a meeting of trustees, or of a committee of trustees, or by a person acting as a trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

52 A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees shall be as valid and effectual as if it had been passed at a meeting of trustees as (as the case may be) a committee of trustees duly convened and held and may consist of several documents in the like form each signed by one or more trustees.

53 The Charity may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a trustee from voting at a meeting of trustees or of a committee of trustees.

54 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

Secretary

55 Subject to the provisions of the Act, the Secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

Minutes

56 The trustees shall cause minutes to be made in books kept for the purpose: ~

(a) of all appointments of officers made by the trustees; and ~

(b) of all proceedings at meetings of the Charity, and of the trustees, and of committees of trustees, including the names of the trustees present at each such meeting.

Accounts

57 Accounts shall be prepared in accordance with Part VII of the Act.

Annual Report

58 The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

59 The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

60 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

61 The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

62 A member present, at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

63 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Winding up

64 On the winding-up and dissolution of the Charity the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

Indemnity

65 Subject to the provisions of the Act but without prejudice to any indemnity to which a trustee may otherwise

be entitled, every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

66 (a) The trustees may from time to time make such rules or byelaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or byelaws regulate:

(i) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

(ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;

(iii) 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;

(iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the Articles;


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

(b) The Charity in general meeting shall have power to alter, add

to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signatures, names, and addresses of subscribers

J McKenzie VAMERIE JEAN MCKENZIE.
107, NEW VILLAGE,
INGLETON,
Via CAENFORTH,
LANCS., LA6 3DJ.

 ELAINE MARY MAXWELL
BORWICKS
CATON
LANCASTER LA2 9NB

Dated 2nd June 1994

Witness to the above signatures



Name PAUL DAMIAN FLOGAST

Address 2, COOLIDGE AVENUE,
ABRAHAM HEATH,
LANCASTER, LA15E

Occupation MUSIC TEACHER,