

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION  
OF  
BRIDPORT ARTS CENTRE

1. The name of the Company is Bridport Arts Centre.
2. The registered office of the Company will be situate in England.
3. (a) The objects for which the Company is registered are:
  - (i) To promote, maintain, improve and advance education particularly by the encouragement of the Arts including the arts of drama, ballet, music, singing, literature, sculpture, painting, photography and cinematography in the County of Dorset.
  - (i) To provide facilities to other bodies in the area of operation of the Company for the holding of exhibitions, meetings, lectures, classes, seminars and training courses which further public education in and appreciation of the performing and visual arts.
- (b) In furtherance of these objects but not further of or otherwise the Company shall have the following powers:-
  - (i) To present, promote, organise, provide, manage and produce such plays, ballets, operas, operettas, concerts, films, lecture and other literary, musical, dramatic and artistic entertainments, performances and exhibitions and such classes, seminars, workshops, courses and conferences, whether on any premises of the Company or elsewhere as are conducive to the promotion, maintenance and advancement of education or to the encouragement of the Arts, and to formulate, prepare and establish schemes therefore.
  - (ii) To purchase, acquire and obtain interests in the copyright of or the right of perform publish or show any material which can be used or adapted for the objects of the Company.
  - (iii) To enter into agreements and engagement with authors, actors, dancers, musicians producers, lecturers, teachers, artists, craftsmen and composers and other persons and retain advisers and to reimburse such persons and advisers by salaries or fees.

- (iv) To employ and pay any person or persons (not being a member of the Board of Management or Governing Body) to supervise, organise, carry on the work of and advise the Company.
- (v) To purchase, lease, hire or otherwise acquire and to sell, let, mortgage, dispose of, turn to account and subject to such consents as may be required by law from time to time otherwise deal with real and personal property, and any rights or privileges which may be thought expedient to promote the objects of the Company, and to maintain, construct, alter, pull down and convert buildings or installations for the purposes of the Company.
- (vi) To purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other effects of every description necessary or usually or normally used in connection with or for the purpose of the objects of the Company.
- (vii) To co-operate with other charitable organisations having similar objects, and to establish, promote or assist or aid in the establishment or promotion of any such charitable organisations.
- (viii) To purchase, acquire or undertake all or any of the property, liabilities and engagements of such charitable organisations and institutions with which the Company may co-operate or federate.
- (ix) To co-operate with manufacturers, dealers, traders, the press and other sources of publicity for the purpose of promoting the objects of the Company.
- (x) To procure to be written and print, publish, issue, circulate or otherwise disseminate, gratuitously or otherwise, reports and books, pamphlets, leaflets, newspapers and other literature of films or recording tapes.
- (xi) To foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research.
- (xii) To co-operate and enter into arrangements with any authorities, national, local or otherwise.
- (xiii) To accept subscriptions, donations, devises, bequests and gifts of property, whether subject to any trust or not for any purpose within the objects of the Company.
- (xiv) 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 Company.

- (xv) To undertake and execute any charitable trusts having primary objects wholly or partly similar to the objects of the Company and which may be lawfully undertaken by the Company.
- (xvi) Subject to such consents as may be required by law from time to time and subject as hereinafter provided, to borrow or raise money and to execute and issue security as the Company shall think fit, including mortgages, charges or securities over the whole or any part of its assets, present or future.
- (xvii) To lend money and give credit to, to take security for such loans or credit, and to guarantee, become or give security for the performance of contracts by any person or company as may be necessary for the furtherance or the objects of the Company.
- (xviii) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts.
- (xix) To invest and deal with the moneys of the Company not immediately required in such manner as the Company may from time to time determine subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (xx) To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit.
- (xxi) As employers of staff, to make all reasonable and necessary provision for the payment of superannuation and pensions to or on behalf of employees and their wives, widows and other dependants.
- (xxii) To make any charitable donation either in cash or assets in furtherance of the objects of the Company and to sponsor or subsidise any cultural or sporting event, performance or exhibition.
- (xxiii) To pay out of the funds of the Company the costs of forming and registering the Company.
- (xxiv) To amalgamate with any charitable companies, institutions, societies or associations having objects wholly or in part similar to those of the Company.
- (xxv) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Company is authorised to amalgamate.

- (xxvi) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any body with which the Company is authorised to amalgamate.
- (xxvii) To do all such other lawful things as are incidental to or conducive to the pursuit or to the attainment of any of the principal objects.

Provided that:-

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 Board of Management of the company 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 Board of Management would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Board of Management but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income of the Company from wherever derived shall be applied solely in promoting the above objects and no distribution shall be made to its Members in cash or otherwise.

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

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its Board of Management for any services rendered to the Company.
  - (b) of interest on money lent by any member of the Company or of its Board of Management at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Board of Management or 3 per cent whichever is the greater:
  - (c) of reasonable and proper rent for premises demised or let by any member of the Company or if its Board of Management;
  - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Management may be a member holding not more than 1/100<sup>th</sup> part of the capital of that company; and
  - (d) to any member of its Board of Management for out-of-pocket expenses.
5. The liability of the Members is limited.
6. Every Member of the Company undertakes to contribute to the assets of the Company, 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 Company 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 one pound.
7. If upon the winding-up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.