

**The Companies Act 1985**

**Memorandum & Articles of Association**

**of**

**SKIMSTONE  
PERFORMANCE COMPANY  
LIMITED**

**A Company Limited by Guarantee**

**Company N<sup>o</sup> 6261728**

**Incorporated 29th May 2007**

**CHARLIE  
CATTELL**

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**SOCIAL ECONOMY CONSULTANT**

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**Memorandum of Association of**  
**SKIMSTONE PERFORMANCE**  
**COMPANY LIMITED**

*A Company Limited by Guarantee  
and not having a share capital*

**Name**

1. The name of the Company is “Skimstone Performance Company Limited”, referred to in this document as “the Company”.

**Registered office**

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

**Objects**

3. The objects of the Company are:
  - (a) To devise, develop, promote, maintain, produce and distribute performance based work including sound, video, live performance, film, voice, dance, theatre and music with artists and performers, professional and non professional of all abilities, age and gender and ethnicity;
  - (b) To provide opportunities, mentoring and training in technical, artistic and performance development for artists and performers, professional and non-professional of all abilities, age gender and ethnicity;
  - (c) To provide artistic, performance, technical and vocational opportunities for disadvantaged groups in North East of England and beyond, including those with learning disabilities and autism, and particularly young people of 16- 25.

**Powers**

4. The Company has the power to do anything which is incidental or conducive to the furtherance of its objects.

**Not-for-profit status**

5. The income and property of the Company shall be applied solely towards the promotion of its objects set out in this Memorandum of Association, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to the Members of the Company, provided that nothing shall prevent any payment in good faith by the Company:
  - (a) of interest on money lent by any Member of the Company at a rate per annum not exceeding 2 per cent above the base lending rate of the Company’s bankers for the time being;
  - (b) of reasonable and proper rent for premises demised or let by any Member of the Company;

- (c) of reasonable and proper remuneration to any Member of the Company in return for any service actually rendered to the Company, provided that employees of the Company may not be Members;
  - (d) as repayment of reasonable out-of-pocket expenses incurred by any Member whilst acting on behalf of the Company.
6. In the event of the winding up or dissolution of the Company, after satisfaction of all its debts and liabilities, the assets remaining shall be transferred in the furtherance of the above objects to any non-profit-distributing organisation or organisations having objects similar to or compatible with any of the objects of the Company as may be decided by a General Meeting or, if for any reason the assets are not so transferred, they shall be given for charitable purposes in the Company's area of benefit.

**Members' limited liability**

7. The liability of the Members is limited.
8. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while she or he is a Member (or within one year after she or he ceases to be a Member) for payment of the debts and liabilities of the Company contracted before she or he ceased to be a Member, and of the costs, charges or expenses of winding up and for the adjustments of the rights of the contributors amongst themselves, such amount as may be required not exceeding £1.00 (one pound sterling).
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**Articles of Association of**  
**SKIMSTONE PERFORMANCE**  
**COMPANY LIMITED**

*A Company Limited by Guarantee  
and not having a share capital*

**1. General**

- (a) Words and expressions used in these articles shall have the meanings ascribed to them in article 21.
- (b) The Company is established for the purposes set out in the memorandum of association.

**2. Membership**

- (a) The first Members of the Company shall be the subscribers to the memorandum of association. Subsequent Members shall be admitted at the discretion of the Directors.
- (b) No person shall be admitted to Membership who:
  - i) is an employee of the Company; or
  - ii) is an undischarged bankrupt or is otherwise prohibited by law from serving as a company director.
- (c) Upon admission to Membership of the Company, a person shall also be appointed as a member of its Board of Directors.

**3. Cessation of Membership**

- (a) The rights and privileges of a Member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the Member relinquishing their Membership.
- (b) A Member shall cease to be a Member immediately that she or he:
  - i) resigns in writing to the Company;
  - ii) is removed from Membership by a majority vote at a General Meeting of the Company, provided that any Member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made; or
  - iii) ceases to be legally eligible to serve as a company director.
- (c) Upon ceasing to be a Member of the Company, a person shall also cease to be a member of its Board of Directors.

**4. Register of Members**

- (a) The Company shall keep a Register of Members containing the name and address of every Member, the date on which she or he became a Member and the date on which she or he ceased to be a Member. Every Member shall sign a written consent to become a Member.

- (b) A Member shall notify the Secretary in writing within seven days of a change to their name and address.

## **5. General meetings**

- (a) In each calendar year the Company shall hold an Annual General Meeting. Each Annual General Meeting shall be held not more than fifteen months after the last. The business of the Annual General Meeting shall comprise:
  - i) the annual report of the Directors including accounts;
  - ii) the election of officers;
  - iii) the appointment or re-appointment of the Company's auditors, if applicable;
  - iv) such other business as may have been contained in the notices calling the meeting.
- (b) The Directors may at any time call an Extraordinary General Meeting of the Company.

## **6. Notices of General Meetings**

- (a) All General Meetings shall be called by at least twenty-one clear days' notice. However, a General Meeting may be called with shorter notice if it is agreed as follows:
  - i) in the case of an Annual General Meeting, by all those entitled to attend and vote;
  - ii) in the case of any other General Meeting, by at least 95 per cent of those entitled to attend and vote.
- (b) Notice of every General Meeting shall be given in writing to every Member of the Company and to the auditors and to such other persons who are entitled to receive notice and shall be delivered personally or sent by post or by electronic transmission to each Member at the address recorded in the Register of Members and to other persons at their Registered Office.
- (c) Notice of all meetings shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove a Member, such resolution shall be specified in the notices calling that meeting. In the case of all other General Meetings, the notices shall indicate the general nature of the business to be raised.
- (d) Notice shall be deemed to have been served:
  - i) immediately on being handed to the member personally;
  - ii) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
  - iii) two clear days after being sent by post to that address; or
  - iv) immediately the member acknowledges receipt if this is sooner than is required by the above.
- (e) The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

## **7. Proceedings at General Meetings**

- (a) At every General Meeting the Chair of the Company shall preside but, in the event of her or his absence ten minutes after the time set for the commencement of the meeting, the

Vice-Chair shall preside, and in the event of her or his absence the Members present shall choose one of their number to be Chair of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

- (b) No General Meeting may proceed unless a quorum is present. Two Members or 40% of the Membership, whichever is the greater, shall constitute a quorum.
- (c) If half an hour after the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a time and place to be specified by the Directors, all Members of the Company being given such notice as is practicable of the date, time and place of the adjourned meeting.
- (d) The Chair 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 an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (e) The Company may invite such persons as it sees fit to attend General Meetings of the Company, without voting rights and with speaking rights only at the discretion of the Chair.

## **8. Votes of Members**

- (a) Decisions at General Meetings shall be made by passing resolutions as follows:
  - i) Decisions involving an alteration to the memorandum or articles of the Company or the winding up of the Company, and other decisions so required from time to time by statute, shall be made by Special Resolution. A Special Resolution is one passed by a majority of not less than 75% of the votes that are cast.
  - ii) All other decisions shall be made by Ordinary Resolution, requiring a simple majority of the votes that are cast.
- (b) Each Member shall have one vote on any question to be decided at a General Meeting.
- (c) A Member who cannot attend a General Meeting may appoint any other Member to act as proxy for him or her, and shall provide written authorisation for the appointed person so to act, stating whether the proxy is:
  - i) to vote this way or that on any particular resolution or
  - ii) permitted to vote in accordance with her or his own judgement.
- (d) In the event of a tied vote the Chair shall not have a second or casting vote and the resolution shall be deemed to be lost.
- (e) A resolution in writing, signed by all Members of the Company entitled to receive notice of a General Meeting, shall be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Members. A copy of any written resolution so passed shall promptly be sent to the Company's auditors (if any).

## **9. The Board of Directors**

- (a) All Members of the Company shall also be members of the Board of Directors, and only Members of the Company may serve as Directors.

- (b) A Director shall cease to hold office if she or he ceases to be a Member of the Company in accordance with the provisions of article 3.
- (c) Any remuneration of Directors shall only be in respect of services actually rendered to the Company. Directors may also be paid all reasonable expenses incurred by them in attending and returning from Directors' or General Meetings of the Company or in connection with the business of the Company.

#### **10. Powers of the Directors**

The business of the Company shall be managed by the Directors who may exercise all the powers of the Company except those which are required to be exercised in General Meeting.

#### **11. Meetings and proceedings of the Directors**

- (a) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The Secretary shall – at the request of two or more Directors – summon a meeting of the Board of Directors at any reasonable time by giving adequate notice in writing or by electronic transmission to all Directors.
- (b) The Chair of the Company shall preside at all meetings of the Directors but, in the event of her or his absence ten minutes after the time set for the commencement of the meeting, the Vice-Chair shall preside, and in the event of her or his absence the Directors present shall choose one of their number to chair the meeting before any other business is transacted.
- (c) No meeting of the Directors shall proceed unless a quorum is present. A quorum shall be 40% of the Directors or two Directors, whichever is the greater.
- (d) All questions shall be decided by a majority of votes of the Directors present and voting. In the case of an equality of votes the Chair of the meeting shall not have a second or casting vote and the resolution shall be deemed to be lost.
- (e) A Director shall declare an interest in any contract or other matter in which she or he has a personal financial or material interest, and shall not speak or vote in respect of any such matter except where that interest is shared with a majority of the others present at the meeting.
- (f) The Directors shall keep minutes of the proceedings at all General Meetings of the Company and meetings of the Directors and of any sub-committees.
- (g) A resolution in writing, signed by all Directors entitled to receive notice of a Directors' meeting, shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Directors.
- (h) All acts done by any meeting of the Directors or any person acting as a Director shall, even if it is afterwards discovered that there was some defect in the appointment of any person acting as such, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director.

#### **12. Sub-committees**

The Directors may appoint and delegate powers to sub-committees consisting of Directors and others for the purpose of making any inquiry or supervising or performing any function or duty which, in the opinion of the Directors, would be more conveniently undertaken or

carried out by a sub-committee, provided that all acts and proceedings of any sub-committees shall be fully and promptly reported to the Directors.

### **13. Officers**

- (a) Officers, including a Chair, Vice-Chair and Treasurer, shall be elected by and from the Membership at the Annual General Meeting.
- (b) At every Annual General Meeting, one-third of the elected Officers shall retire from office. In the event that the number is not divisible by three, then the proportion to retire shall be that nearest to one-third. The Officer(s) to retire shall be those longest in office since their last election. Where there are Officers who have been in office for the same length of time then, in the absence of agreement, those to retire shall be selected by lot. Retiring Officers shall be eligible for re-election
- (c) The Directors may appoint one of their number to fill any Officer post falling vacant during the year, to serve until the next Annual General Meeting.

### **14. Secretary**

The Directors shall appoint a Secretary to the Company, on such terms and at such remuneration as it sees fit.

### **15. Accounts**

The Directors shall comply with the requirements of the 1985 Act and any other applicable law as to keeping financial records and the preparation and transmission to the Registrar of Companies of annual reports and accounts.

### **16. Audit**

- (a) If the Company is eligible to take advantage of small company audit exemption regulations, then it may do so. Otherwise once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
- (b) Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

### **17. Seal**

If the Company has a Seal, it shall only be used by the authority of the Directors and every instrument to which the Seal shall be applied shall be signed by a Director and shall be countersigned by the Secretary or by a second Director. Every such application of the Seal shall be minuted.

### **18. Indemnity**

Every Member or auditor or officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by her or him in or about the execution and discharge of the duties of her or his office, except to the extent that such losses or liabilities shall be attributed to:-

- i) fraud or other matters in respect of which such person concerned shall be convicted of a criminal offence; or
- ii) negligence; or

- iii) actions knowingly beyond the scope of a specific authority or limit thereon on the part of such person.

## **19. Regulations**

The Directors may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Directors and sub-committees, provided that such regulations are not inconsistent with the memorandum and articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the memorandum and articles.

## **20. Dissolution**

Clause 6 of the memorandum relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these articles.

## **21. Interpretations**

In these articles:

"The Company" means the company intended to be regulated by these articles.

"The Act" means the Companies Act 1985 including any statutory modification or re-enactment for the time being in force.

"The memorandum" means the memorandum of association of the Company.

"The articles" means these articles of association of the Company.

"The Directors" means the board of directors of the Company.

"The Seal" means the common seal of the Company.

"Secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company; including a joint, assistant or deputy secretary.

Otherwise words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.