

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE VOLUNTARY ARTS NETWORK

DUNDAS
WILTON
CS
SOLICITORS
Founded in 1759

25 Charlotte Square. Edinburgh
EH2 4EZ
Telephone 031-2251234

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THE VOLUNTARY ARTS NETWORK

1. The name of the Company is "The Voluntary Arts Network" otherwise known as 'VAN'.
2. The Registered Office of the Company will be situated in Scotland.
3. The objects for which the Company is established are:-
 - (A) (i) To promote amateur arts and crafts generally and in particular
 - (ii) To develop and improve the knowledge, understanding and practice of amateur arts and crafts through the recognition and development of amateur arts and crafts both in the United Kingdom and elsewhere:
 - (a) By providing encouragement, advocacy and support for amateur agencies, their members and other individuals showing particular talent, expertise or interest in the field of amateur arts and crafts;
 - (b) By acting as consultants and advisors to amateur organisations or other groups and by making available to them the results of research and studies and information of any kind which may be relevant to their activities;

- (c) By developing and improving the educational and training facilities available to the amateur participator through the operation of new training courses and by encouraging other organisations to extend existing training courses and facilities to the needs of the amateur;
- (d) By establishing standards of excellence for amateur organisations through association with existing art and crafts councils, institutions, societies or other bodies;
- (e) By stimulating appreciation of the amateur in the arts and crafts through education and advocacy; and
- (f) By advising and co-operating with Government Departments, Local Authorities and other bodies on any matters concerned whether directly or indirectly with the above objects.

(B) Without prejudice to the generality of the foregoing charitable objects, the Company shall have the following powers:-

- (i) To undertake and execute such charitable trusts or other charitable activities as may be lawfully undertaken by the Company within its objects and which directly or indirectly promote any of the objects of the Company.
- (ii) To apply the capital and income of the Company or either of them to or for the objects of the Company.
- (iii) To promote, arrange, organise and conduct conferences, meetings, discussions, seminars, exhibitions or productions.
- (iv) To employ and pay all such officers, consultants and employees as may be required to supervise, organise or carry on the work of, or to advise, the Company.

- (v) To gather material of all types and from all sources and to carry out research and publish the result of such research and to print, publish, display and distribute books, magazines, periodicals and all other kinds of publication in furtherance of the objects of the Company.
- (vi) To purchase, acquire and obtain interests in the copyright of or the right to perform, publish or show any material which may be used or adapted for the objects of the Company.
- (vii) To enter into agreements with amateur authors, actors, dancers, musicians, producers, lecturers, artists, composers and others.
- (viii) To appoint any Trustee or Agent to hold, administer, and manage on behalf of the Company all or any part of the assets of the Company on such terms as to remuneration or otherwise as may be determined from time to time.
- (ix) To establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage, lend to or otherwise deal with associations, societies and bodies established for similar charitable purposes only and for the purpose of promoting the objects of the Company to co-operate with manufacturers, dealers, traders, the press and other sources of publicity.
- (x) To purchase, lease, hire or otherwise acquire heritable, moveable, real and personal property and any rights and privileges which shall be necessary or convenient for the promotion of the objects of the Company and when necessary,

to sell, let, dispose of and otherwise deal with such property as may be necessary or convenient for the work of the Company.

- (x) To receive subscriptions and contributions and to accept gifts (whether of heritable, moveable, real or personal property and legacies) and bequeath and to solicit and invite the provision of funds which may or are intended to further the objects of the Company and without prejudice to the foregoing, to receive funds from governmental or other sources.
- (xi) To take such steps by personal or written appeals, public meetings, publications or otherwise as may be considered expedient for the purpose of procuring contributions to the funds of the Company or funds applicable for any particular charitable purpose by means of donations, covenants, subscriptions or otherwise.
- (xii) To make donations or assist financially any individual, group or organisation in furtherance of the objects of the Company.
- (xiii) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount and payable in such place and manner, and to such person, as may be thought expedient to promote the objects of the Company, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or

collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

- (xv) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments, for the purpose of or in connection with the objects of the Company.
- (xvi) 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) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (xvii) To establish, promote or assist companies with charitable objects similar to those of the Company for the acquisition of the property or liabilities of the Company or for any other charitable purpose directly or indirectly calculated to benefit the Company in the furtherance of its objects.
- (xviii) To establish and support pension schemes for and to grant pensions to any employees or former employees of the Company and to the widows children and other dependents of any such employees or former employees calculated to benefit such employees and further the interests of the Company.

- (xix) To purchase, acquire or undertake all or any of the property, liabilities and engagements of charitable associations, societies or bodies with which the Company may co-operate or amalgamate.
- (xx) To transfer all or part of the property, assets, liabilities and engagements of the Company to any one or more of the charitable associations, societies or bodies with which the Company may co-operate or amalgamate, or to any charitable company which it is authorised to establish or assist.
- (xxi) To cause the Company to be registered or recognised in any part of the world and to pay out of the funds of the Company the costs of forming and registering the Company.
- (xxii) To do all or any of the above things in any part of the world, whether as principal, agent, trustee, contractor or otherwise and either along or in conjunction with others and by or through agents, trustees, sub-contractors or otherwise.
- (xxiii) To do all such other lawful things as shall further the attainment of the objects of the Company or any of them.

PROVIDED THAT:-

- (i) In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of

workers and organisations of employers.

4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of this Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly as dividend, bonus or otherwise howsoever by way of profit to the Members of the Company and no member of the Council shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company. Provided that nothing herein shall prevent the payment in good faith by the Company to any member of the Council or any officer or servant of the Company
 - (a) of reasonable and proper remuneration for services actually rendered.
 - (b) of interest on money lent by any member of the Council at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by The Royal Bank of Scotland, or 3% whichever is the greater.
 - (c) of reasonable and proper rent for premises let by any member of the Council.
 - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council may be a member holding not more than 1/100 part of the capital of that company.
 - (e) to any member of the Council of reasonable out-of-pocket expenses.
 - (f) to any Charity in furtherance of the objects herein before set

out notwithstanding that such Charity or any trustee, governor, officer or member thereof may be a member of the Council.

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 its being wound up during the time that he is a Member or within one year afterwards 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 the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding in the case of any Member the sum of £1.
7. If upon the winding up or dissolution of the Company there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to some other charitable society, trust company, institution or organisation having objects similar to those of the Company and which shall be established for charitable purposes only 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 imposed on the Company hereunder such charitable society, trust company, institution or organisation to be determined by the Members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some other comparable charitable object.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

The Right Honourable Sir Richard Napier
Luce DL MP, 2 Abbey Gardens, Great College
Street, Westminster, London SW1
Member of Parliament

Alfred Peter Cox, Higher Manor,
Cudlipptown, Peter Tavy, Tavistock,
Devon PL19 9LZ
Retired

x... *R. Napier* *RNL*

x... *Peter Cox* *ARC*

Dated the 18th day of March
Nineteen hundred and Ninety two

Dated the 18th day of March
Nineteen hundred and Ninety two

Witness... *Elizabeth T. East*

Witness... *Elizabeth T. East*

Full name... *ELIZABETH MARY EAST*

Full name... *ELIZABETH MARY EAST*

Address... *5 Stanhope Place*

Address... *5 Stanhope Place*

..... *Edinburgh EH12 5HH*

..... *Edinburgh EH12 5HH*

Occupation... *Admin. Assistant*

Occupation... *Admin. Assistant*

Denys Fraser Hodson, Manor Farm House
Fairford, Gloucestershire GL7 4AR
Retired; Vice-Chairman, Arts Council of
Great Britain

John Emyr Jenkins, Royal National
Eisteddfod of Wales, 40 Parc Ty-Glas,
Llanishen, Cardiff CF4 5WU
Director, Royal National Eisteddfod of
Wales

x... *Denys Hodson* *DF4*

x... *JEJ*

Dated the 18th day of March
Nineteen hundred and Ninety two

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Nineteen hundred and Ninety two

Witness... *Elizabeth T. East*

Witness.....

Full name... *ELIZABETH MARY EAST*

Full name.....

Address... *5 Stanhope Place*

Address.....

..... *Edinburgh EH12 5HH*

.....

Occupation... *Admin. Assistant*

Occupation.....

Sir David James Lumsden, Royal Academy of
Music, Marylebone Road, London NW1 5HT
Principal, Royal Academy of Music

Geoffrey Lord OBE MA, Carnegie UK Trust,
Comely Park House, Dunfermline, Fife KY12
5EJ
Secretary/Treasury, Carnegie UK Trust

v... *DJL*

x... *G. Lord* *GL*

Dated the day of
Nineteen hundred and Ninety two

Dated the 18th day of March
Nineteen hundred and Ninety two

Witness.....

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Full name... *ELIZABETH MARY EAST*

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