

**The Companies Act 1985
Company Limited by Guarantee and not having a Share Capital**

**¹Articles of Association of
Ledbury Poetry Festival Limited**

Interpretation

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
"the Company"	the company intended to be regulated by these articles
"the Act"	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
"the Articles"	these Articles of Association of the Company
"clear days"	in relation to the period of a notice means the 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
"the Memorandum"	the Memorandum of Association of the Company
"the office"	the registered office of the Company
"the seal"	the common seal of the Company
"the secretary"	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
"the board"	the board of directors of the Company for the time being and from time to time of the Company who shall be, so long as the Company is a charity, the trustees of the charity (and "the board of management" has a corresponding meaning)
"board member"	a member for the time being and from time to time of the board of directors of the Company or a director referred to in the Act (and "board members" has a corresponding meaning)
"the United Kingdom"	Great Britain and Northern Ireland
"month"	a calendar month
"in writing"	written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form

In these Articles also:

words importing the masculine gender only shall include the feminine gender;
and

words importing persons shall include corporations.

¹ As amended at the AGM of 11th Feb. 2009 (clauses 27 & 39a)
And at the EGM on 9th November 2011 (clauses 6, 8, 58 & 65)

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Subject to the consent of the Charity Commissioners (if required) the Company may by special resolution alter these Articles.

The objects

2. The Company is established for the objects expressed in the Memorandum of Association.

Members

- 3.1. The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 66 shall be members of the Company. No person shall be admitted a member of the Company unless his application for membership is approved by the board.
- 3.2. Unless the board members or the Company in general meeting shall make other provision under Article 66, the board members may in their absolute discretion permit any member of the Company to retire, provided that after such retirement the number of members is not less than two.

General meetings

4. The Company shall hold an Annual General Meeting each year 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 fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such times and places as the board shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
5. The board 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 eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient board members to call a general meeting, any board member or any member of the Company may call a general meeting.

Notice of general meetings

6. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution appointing a person as a board member shall be called by at least twenty-one clear days' notice in writing. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice in writing but a general meeting may be called by shorter notice if it is so agreed:

6.1. in the case of an Annual General Meeting, by all the members entitled to vote; and

6.2. in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95% 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 board members and Independent Examiner.

7. 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

8. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets and the reports of the board and of the Independent Examiner, the election of board members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Independent Examiner.
9. No business shall be transacted at any general meeting unless a quorum is present. Four members present and entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
10. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting 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 and place as the board may determine.
11. The chairman, if any, of the board or in his absence some other board member nominated by the board members shall preside as chairman of the meeting, but if neither the chairman nor such other board member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the board members present shall elect one of their number to be chairman and if there is only one board member present and willing to act he shall be chairman.
12. If no board member is willing to act as chairman, or if no board member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall elect one of their number to be chairman.
13. A board member shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

14. The chairman 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 business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven 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.
15. 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:
 - 15.1. by the chairman; or
 - 15.2. by at least two members having the right to vote at the meeting; or
 - 15.3. 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.
16. 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.
17. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
18. 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 results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
19. 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.
20. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on the election of a chairman or on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is 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.

21. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

22. Subject to Article 19, every member shall have one vote.
23. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
24. 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.
25. 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 Company at its registered 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.
26. Any organisation which is a member of the Company may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, 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 if it were an individual member of the Company.

Board of management

27. The number of board members shall not be less than four but (unless otherwise determined by ordinary resolution) shall not exceed thirteen.
28. The first board members 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 board members shall be appointed as provided subsequently in the Articles.

Powers and duties of the board

29. Subject to the provisions of the act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the board who may exercise all the powers of the Company as are not required to be exercised by the Company in general meeting. But no alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to

the board members by the Articles and a board meeting at which a quorum is present may exercise all the powers exercisable by the board members.

30. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the board members shall have the following powers, namely:
 - 30.1. to expend the funds of the Company in such a manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company;
 - 30.2. to enter into contracts on behalf of the Company.

Appointment and retirement of board members

31. At every Annual General Meeting one third of the board members 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 board member who is subject to retirement by rotation, he shall retire.
32. Subject to the provisions of the Act, the board members to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed board members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
33. If the Company at the meeting at which a board member retires by rotation does not fill the vacancy, the retiring board member shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the board member is put to the meeting and lost.
34. No person other than a board member retiring by rotation shall be appointed or reappointed a board member at any general meeting unless:
 - 34.1. he is recommended by the board members; or
 - 34.2. not less than fourteen nor more than thirty-five 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 Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of board members together with a notice executed by that person of his willingness to be appointed or reappointed.
35. No person may be appointed as a board member:
 - 35.1. unless he has attained the age of eighteen years; or

- 35.2. in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 40.
36. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a board member retiring by rotation at the meeting) who is recommended by the board members for appointment or reappointment as a board member at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a board member. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of board members.
37. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a board member either to fill a vacancy or as an additional board member and may also determine the rotation in which any additional board members are to retire.
38. The board may appoint a person who is willing to act to be a board member either to fill a vacancy or as an additional board member provided that the appointment does not cause the number of board members to exceed any number fixed by or in accordance with the Articles as the maximum number of board members. A board member so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the board members who are to retire by rotation at the meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.
39. Subject as aforesaid, a board member who retires at an Annual General Meeting may, if willing to act, be reappointed.
- 39a. The elected Chairman of the Board shall hold office for a maximum period of 5 years subject to confirmation of appointment to that office at each AGM by a simple show of hands. He/She may retire from office at any time within this period.

Disqualification and removal of board members

40. A board member shall cease to hold office if he:
- 40.1. ceases to be a board member by virtue of any provision in the Act or he becomes prohibited by law from being a director or is disqualified from acting as a board member by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision); or
- 40.2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
- 40.3. resigns his office by notice to the Company (but only if at least two board members will remain in office when the notice of resignation is to take effect); or

- 40.4. is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by section 317 of the Act; or
- 40.5. is absent without the permission of the board members from all their meetings held within a period of six months and the board members resolve that his office be vacated.
41. A board member shall not vote in respect of any contract in which he is interested or any other matter arising out of it, and, if he does so vote, his vote shall not be counted.

Board members' expenses

42. The board members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at board meetings or board sub-committee or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration except to the extent permitted by Clause 5 of the Memorandum.

Board members' appointments

43. Subject to the provisions of the Act and to Clause 5 of the Memorandum, the board members may appoint one or more of their number to any unremunerated executive office under the Company. Any such appointment may be made upon such terms as the board determines. Any appointment of a board member to an executive office shall terminate if he ceases to be a board member. A board member holding any executive office shall not be subject to retirement by rotation.
44. Except to the extent permitted by Clause 5 of the Memorandum, no board member shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a board member in any other contract to which the Company is a party.

Proceedings of the board

45. Subject to the provisions of the Articles, the board may regulate its meetings as it thinks fit. A board member may and the secretary at the request of a board member shall call a board meeting. It shall not be necessary to give notice of a meeting to a board member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes and in the case of an equality of votes, the chairman shall have a second or casting vote.
46. The quorum necessary for the transaction of the business of the board may be fixed by the board but shall be not less than one third of their number or two board members whichever is the greater.
47. The board may act notwithstanding any vacancies in their number, but if its number is less than the number fixed as the quorum, the continuing board members or member may act only for the purpose of filling vacancies or of calling a general meeting.

48. The board may appoint one of their number to chair their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the board member so appointed shall preside at every board meeting at which he is present. But if there is no board member holding that office, or if the board member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the board members present may appoint one of their number to be chairman of the meeting.
49. The board may appoint one or more sub-committees consisting of such board members as it thinks fit for the purpose of making an enquiry or supervising or performing any function or duty which in the opinion of the board would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the board.
50. All acts done by a meeting of the board, or of a sub-committee of the board shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any board member 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 board member and had been entitled to vote.
51. A resolution in writing, signed by all the board members entitled to receive notice of a board meeting or of a sub-committee meeting, shall be as valid and effective as if it had been passed at a board meeting or a sub-committee meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the board members.
52. Any bank account in which any part of the assets of the Company is deposited shall be operated by the board members and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the board shall from time to time determine.

Secretary

53. Subject to the provisions of the Act, the secretary shall be appointed by the board for such term at such remuneration (if not a board member) and on such conditions as the board may think fit; and any secretary so appointed may be removed by it.
54. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a board member and the secretary shall not be satisfied by its being done by or to the same person acting both as board member and as, or in place of, the secretary.

Minutes

55. The board shall keep minutes in books kept for the purpose:
 - 55.1. of all appointments of officers made by the board; and

- 55.2. of all proceedings at meetings of the Company and of the board and of sub-committees of the board including the names of the board members present at each such meeting.

The seal

56. The seal shall only be used by the authority of the board or of a sub-committee of the board authorised by the board. The board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a board member and shall be countersigned by the secretary or by a second board member.

Accounts

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

Audit

58. Independent Examiners shall be appointed and their duties regulated in accordance with The Companies Act 2006.

Annual report

59. The board 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

60. The board 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

61. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a board meeting need not be in writing.
62. The Company 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 Company 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 Company.
63. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
64. 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 forty-eight hours after the envelope containing it was posted.

Indemnity

65. Subject to the provisions of the Act every board member or other officer or Independent Examiner of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity 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 Company.

Rules or bye laws

66. The board may from time to time make and amend such rules or bye laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye laws regulate:
- 66.1. the admission and classification of members of the Company (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;
 - 66.2. the conduct of members of the Company in relation to one another, and to the Company's employees;
 - 66.3. the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - 66.4. the procedure at general meetings and meetings of the board and sub-committees of the board in so far as such procedure is not regulated by these Articles; and
 - 66.5. generally in all such matters as are commonly the subject matter of Company rules.

