

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

ARTS MARKETING ASSOCIATION

1. The name of the Company (hereinafter called "the Company") is Arts Marketing Association.

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

3. Objects

The objects for which the Company is established are:

- 3.1. To advance the education, knowledge exchange and training of persons working to engage the public with the arts and cultural industries and those working to develop organisations within the arts and cultural industries (all together "the profession") in the United Kingdom and elsewhere and to promote high standards within the profession, in particular through the provision of training, advice, information and professional support to said persons;
- 3.2. To conduct or commission and to make public the results of research into matters of concern to the profession.

4. Powers

The Company shall have the following powers exercisable in furtherance of its said objects but not further or otherwise namely:

- 4.1. to present, promote, organise, provide, manage and produce training and professional development opportunities, including conferences, day events, presentations, workshops, online learning, residential training, networking events, mentoring and in-house training and development whether on any premises of the Company or elsewhere.
- 4.2. to procure to be written, printed, published and issued gratuitously or otherwise such papers, books, pamphlets, reports, leaflets, journals, audio, video, films, websites and other digital content or other instructional matter as shall further the above objects.
- 4.3. to receive grants, donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Company's objects or any of them.
- 4.4. to open and maintain a bank account or bank accounts in the name of the Company.
- 4.5. to employ staff, consultants, advisers and/or agents, and to make provisions for the proper remuneration of any such person including power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows, widowers and other dependents.
- 4.6. to enter into any contracts or grant agreements with statutory, voluntary or other bodies as are considered necessary or convenient for the achievement of the Company's objects.
- 4.7. subject to such consents as may be required by law to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary for the work of the Company.

- 4.8. subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought necessary for the promotion of its objects.
- 4.9. to undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary for its objects.
- 4.10. subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- 4.11. to invest the monies of the Company 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 and subject also as hereinafter provided.
- 4.12. to establish and support or aid in the establishment and support of any charitable Companies or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.
- 4.13. to do all such other lawful things as shall further any or all of the above objects.

PROVIDED THAT 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 a manner as allowed by law, having regard to such trusts.

5. The income and property of the Company, however derived shall be applied solely towards the promotion of the objects of the Company as set forth in the Articles, 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 the Member

PROVIDED THAT nothing herein shall prevent the payment, in good faith by the Company:

- 5.1. of reasonable and proper remuneration to any Member or an officer or servant of the Company for any services rendered to the Company.
 - 5.2. of interest on money lent by any Member or Director at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the Board; or 3% whichever is the greater;
 - 5.3. of reasonable and proper rent for premises demised or let by any Member or Director;
 - 5.4. of fees, remuneration or other benefit in money or money's worth to a company of which a Director may be a member holding not more than one hundredth part of the capital of such company.
6. No additions, alterations, or amendments shall be made to or in the provisions of the Articles for the time being in force, unless the same shall have been previously submitted to a General Meeting and passed by Special Resolution.
 7. The liability of the Members is limited.
 8. Every Member undertakes to contribute to the assets of the Company, in the event of the same being wound up while he or she is a Member, or within one year after he or she ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he or she 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.
 9. If upon 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, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and 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 Company under or by virtue of Clause 5 hereof such institution or institutions to be determined by the Members at or before the time of dissolution.

DIRECTORS

10. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

11. Chair and Vice Chair

The Directors shall appoint one of their number to be the Chair of the Directors and may appoint one of their number to be the Vice Chair of the Board. The Chair shall cease to be Chair if he/she ceases to be a Director. The Vice Chair shall cease to be Vice Chair if he/she ceases to be a Director. The Board shall determine the periods the Chair and Vice Chair shall hold office provided that neither the Chair nor Vice Chair may hold office for more than 3 years without approval by a majority of Members voting at an Annual General Meeting and in any event neither may hold office for any single period more than 6 years.

12. Directors may delegate

- 12.1. Subject to the Articles, the Directors may delegate any of their powers or functions to any person or committee or otherwise set up any advisory body or other group as the Directors may see fit from time to time and may make such regulations governing such sub-committee, advisory body or other group as they may determine.
- 12.2. Subject to the Articles, the Directors may appoint a chief executive, officers, other employees and sub-committees and may delegate such duties and functions as the Directors shall from time to time think fit.
- 12.3. Any delegation by the Directors may be: by such means; to such an extent; in relation to such matters or territories; and on such terms and conditions; as the Directors think fit.
- 12.4. The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person to whom they are delegated.
- 12.5. The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 12.6. The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
- 12.7. In the case of delegation to sub-committees:
 - 12.7.1. the Directors may appoint sub-committees for such purposes as the Directors may think fit and may delegate to any such sub-committees any of the powers of the Directors. Any such delegation may be made subject to any conditions the Directors may impose and may be revoked or altered. The business of any such sub-committee shall be conducted in such manner as the Board shall determine;
 - 12.7.2. unless the Directors resolve in any particular case to the contrary, no Director shall be entitled to attend or speak at a meeting of the sub-committee unless he or she is a member of that sub-committee or invited to attend or speak by that sub-committee; and
 - 12.7.3. members of committees, advisory bodies or other groups shall be required to act in the best interests of the Company and comply with the Company's rules, regulations and codes of conduct as adopted by the Directors from time to time.

13. Directors to take decisions collectively

Subject to the Articles any decision of the Directors must be either a majority decision at a meeting called in accordance with Article 14 or a decision taken in accordance with Article 19.

14. Calling a Directors' meeting

14.1. The Directors shall call at least 4 Directors' meetings in each financial year of the Company and may call such additional meetings as the Directors determine in accordance with this Article.

14.2. Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.

14.3. A Directors' meeting must be called by at least seven Clear Days' notice unless either all the Directors agree or urgent circumstances require shorter notice.

14.4. Notice of Directors' meetings must be given to each Director.

14.5. Every notice calling a Directors' meeting must specify:

14.5.1. the place, day and time of the meeting;

14.5.2. the general nature of the business to be considered at such meeting; and

14.5.3. if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

14.6. Notice of Directors' meetings need not be in Writing. Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

14.7. All documents referred to in a Notice of Meeting shall accompany such Notice or shall otherwise be made available to Directors in advance of the meeting. Directors shall have the right to request documentation relating to past Directors' meetings and General Meetings.

15. Participation in Directors' meetings

15.1. Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

15.1.1. the meeting has been called and takes place in accordance with the Articles; and

15.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

15.2. In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

15.3. If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

16. Quorum for Directors' meetings

16.1. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

16.2. The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than five, and unless otherwise fixed it is five or one third of the current number of Directors whichever is the greater.

16.3. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to appoint further Directors.

17. Chairing of Directors' meeting

The Chair, if any, or in his or her absence the Vice Chair, or in his or her absence another Director nominated by the Directors present, shall preside as chair of each Directors' meeting.

18. Casting vote

18.1. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

18.2. But this does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

19. Decisions without a meeting

19.1. The Directors may take a unanimous decision without a Directors' meeting in accordance with this Article by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement.

19.2. A decision which is made in accordance with Article 19 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

19.2.1. approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;

19.2.2. following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors (by any means) whether the resolution has been formally approved by the Directors in accordance with this Article 19;

19.2.3. the date of the decision shall be the date of the communication from the Recipient confirming formal approval;

19.2.4. the Recipient must prepare a minute of the decision in accordance with Article 34.

20. Conflicts of interest

Whenever a Director or sub-committee member finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must:

20.1. declare an interest before the meeting or at the meeting before discussion begins on the matter;

20.2. be absent from the meeting for that item unless expressly invited to remain in order to provide information;

20.3. not be counted in the quorum for that part of the meeting; and

20.4. be absent during the vote and have no vote on the matter.

21. Register of interests

The Directors shall cause a register of interests and gifts to be kept. Directors and sub-committee members must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

22. Validity of Director actions

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

23. Indemnification of Directors

The Company shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006. In this Article a 'relevant director' means any director or former director of the Company.

24. Number of Directors

There shall be at least five and not more than twelve Directors or such increase as approved by the Members.

25. Appointment of Directors and retirement of Directors by rotation

- 25.1. At each Annual General Meeting, one third of the Board for the time being (but excluding Directors appointed under Article 25.7), or if their number is not a multiple of three then the number nearest to one third, shall retire from office.
- 25.2. The Directors to retire shall be those who have been longest in office since their last election or appointment. As between Directors of equal seniority, the Directors to retire shall in the absence of agreement be selected among them by lot. The length of time a Director has been in office shall be computed from his or her last election or appointment. A retiring Director shall be eligible for re-election.
- 25.3. The Company may, at the meeting at which a Director retires in the manner aforesaid fill up the vacated office by electing a person thereto.
- 25.4. No person not being a Director retiring at the meeting shall be eligible for election to the Board at any General Meeting, unless within the time set by the Board there shall have been given to the Secretary (or in the absence of a Secretary such other nominated person) notice in writing, by one or more Members proposing such person and of his or her willingness to be elected.
- 25.5. The Company may from time to time in General Meeting increase the number of Directors, and determine in what rotation such increased number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 25.6. The Board may from time to time appoint any Member as a Director either to fill a casual vacancy or by way of addition to the Board provided that the Maximum number of Directors be not thereby exceeded, such person shall serve as a Director until the next Annual General Meeting and such person may then stand for election in accordance with Article 25.4. This provision shall not apply to Directors appointed pursuant to Article 25.7.
- 25.7. If the Directors determine that the Board is lacking any particular skill, knowledge or other attribute then the Directors may in addition to Directors appointed under Article 25.1 – 25.4 appoint up to three Directors at any time, the term of such appointment shall be determined by the Directors but in any event shall not exceed 3 years unless being elected by Members in an Annual General Meeting in accordance with Article 25.4 (after which time for the purposes of the Articles such Director will cease to be treated as a Director appointed under Article 25.7).
- 25.8. No person who is not a Member shall be eligible to be a Director.
- 25.9. In addition and without prejudice to the provisions of section 168 of the Companies Act 2006, the Company may by Ordinary Resolution remove any Director before the expiration of his or her period of office and may by an Ordinary Resolution appoint another Member in his or her stead;

but any person so appointed shall retain his or her office so long only as the Director in whose place he or she is appointed would have held the same if he or she had not been removed.

25.10. No person may be appointed as a Director unless he or she has reached the age of 18 years.

25.11. The Directors may from time to time determine regulations governing the election of Directors provided such regulations are consistent with the Articles and in particular Article 25, such regulations may, for example, provide for the election process to be managed online prior to the Annual General Meeting notwithstanding that the Directors retiring shall retire at that meeting and the elections of Directors shall be effective as that meeting.

26. Termination of Director's appointment

A person ceases to be a Director as soon as:

26.1. that person ceases to be a director by virtue of any provision of the Companies Acts, or is prohibited from being a director by law;

26.2. a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

26.3. a composition is made with that person's creditors generally in satisfaction of that person's debts;

26.4. notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least the minimum number of Directors under the Articles will remain in office when such resignation has taken effect);

26.5. the Director does not comply with the attendance requirements in the governance policy agreed by the Board from time to time and the Directors resolve that the Director be removed for this reason;

26.6. at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Director has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either, at the option of the Director being removed, being heard by or of making written representations to the Directors; or

26.7. he or she ceases to be a Member.

MEMBERS

27. Membership is open to individuals or organisations who apply to the Company in the form required by the Directors.

27.1. The Directors may refuse an application for membership or rescind membership if, acting reasonably and properly, they consider it to be in the best interests of the Company.

27.2. The Directors must inform the applicant in writing of the reasons for the refusal or membership within twenty-one days of the decision and, in the case of rescinding membership must inform the member in writing of the reasons for rescission within twenty-one days of the decision.

27.3. The Directors must consider any written representations the applicant or member may make about the decision. The Directors' decision following any written representations must be notified in writing but shall be final.

27.4. The names of the Members must be entered in the register of Members.

27.5. Membership is not transferable and shall cease on death.

- 27.6. Membership shall cease if any subscription or other sum payable to the Company remains unpaid after it is due and 28 days after notice or non-payment is served on the Member by the Company informing him or her that he or she will be removed from the membership for non-payment. The Company may re-admit to membership any person so removed if the due sums are paid as the Directors may determine.
- 27.7. The Company shall admit to membership such persons, in accordance with regulations as the Board shall make from time to time, as Members of the Company provided such persons must be over the age of 18.

28. Associate Members

The Directors may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Directors shall make, provided that no such associate members shall be Members for the purposes of the Articles or the Companies Acts.

29. General Meetings

- 29.1. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Company and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 29.2. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 29.3. The Board may whenever they think fit convene a General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 303 of the Companies Act 2006.
- 29.4. Subject to the requirements from time to time of the Companies Acts, fourteen Clear Days' notice in writing at the least of every Annual General Meeting and General Meeting shall be given (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting.
- 29.5. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings at any meeting.

30. Proceedings at general meetings

- 30.1. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 60 current Members, or such other number as approved by the Members, shall be a quorum whether in person or by proxy.
- 30.2. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
- 30.3. The Chair shall preside as chair at every General Meeting, but if there be no such chair, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Vice Chair shall preside as chair but if there be no such vice chair, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside the Members present

shall choose some Director, or if no such Director be present, or if all the Directors present decline to take the chair, they shall choose some Member who shall be present to preside.

- 30.4. 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 30.5. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chair or by at least three Members having the right to vote at the meeting or 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, and unless a poll be so demanded a declaration by the chair of the meeting that a resolution has been carried, or carried unanimously or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 30.6. Notwithstanding the provisions of Article 30.5 above it shall be lawful to hold a postal ballot on any matter in accordance with such regulations as the Board shall from time to time authorise.
- 30.7. Subject to the provisions of this Article 30, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 30.8. No poll shall be demanded on the election of a chair of a meeting, or on any question of adjournment.
- 30.9. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.
- 30.10. 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 a poll has been demanded.
- 30.11. Subject as hereinafter provided, every Member shall have one vote.
- 30.12. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his or her membership, shall be entitled to vote on any question at any General Meeting.
- 30.13. The Directors may make provision for Members to attend meetings electronically and to vote on resolutions on a real time basis electronically subject to being satisfied as to security and other practical considerations.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

31. Communications

- 31.1. Subject to the provisions of the Companies Acts and these Articles, a Document or information (including any notice) to be given, sent or supplied to any person may be given, sent or supplied in Hard Copy Form, in Electronic Form or (in the case of communications by the Company) by making it available on a website.
- 31.2. Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.

31.3. A Member present in person or by proxy at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

31.4. Where any Document or information is sent or supplied under the Articles:

- 31.4.1. Where the Document or information is sent or supplied by post, service or delivery shall be deemed to be effected 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.
- 31.4.2. Where the Document or information is sent or supplied by Electronic Means to an Address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service, it shall be sufficient to prove that it was properly addressed.
- 31.4.3. Where the Document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:
 - 31.4.3.1. the material is first made available on the website; or
 - 31.4.3.2. (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.

32. Secretary

A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

- 32.1. anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company; and
- 32.2. anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

33. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless a provision of the Companies Acts specifies that such informality, irregularity, want of qualification or lack of specification shall invalidate it.

34. Minutes

34.1. The Directors must cause minutes to be recorded and kept:

- 34.1.1. of all appointments of officers and including appointments of Directors;
- 34.1.2. of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and
- 34.1.3. of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;
- 34.1.4. and any such minute, if purported to be signed or authenticated by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Director, be sufficient evidence of the proceedings.

34.2. Minutes made pursuant to Articles 34.1.2 and 34.1.3 must be kept for at least ten years from the date of the meeting, resolution or decision. Minutes made pursuant to Article 34.1.1 must be kept indefinitely.

35. Records and accounts

The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of annual reports, annual returns and annual statements of account.

36. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

SCHEDULE - INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
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| 1.1 | “Articles” | the Company’s articles of association; |
| 1.2 | “Board” | the board of directors of the Company; |
| 1.3 | “Chair” | has the meaning given in Article 11; |
| 1.4 | “Company” | Arts Marketing Association; |
| 1.5 | “Circulation Date” | in relation to a written resolution, has the meaning given to it in the Companies Acts; |
| 1.6 | “Clear Days” | in relation to the period of a notice, 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; |
| 1.7 | “Companies Acts” | the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company and as modified or substituted by subsequent legislation; |
| 1.8 | “Conflict of Interest” | any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company; |
| 1.9 | “Document” | includes, unless otherwise specified, any document sent or supplied in Electronic Form; |
| 1.10 | “Electronic Form” and “Electronic Means” | have the meanings respectively given to them in Section 1168 of the Companies Act 2006; |
| 1.11 | “Hard Copy” and “Hard Copy Form” | have the meanings respectively given to them in the Companies Act 2006; |
| 1.12 | “Member” | a member of the company as appointed in accordance with the Articles; |
| 1.13 | “Secretary” | the secretary of the Company (if any); |
| 1.14 | “Director” | such person appointed as a Director in accordance with the Articles and includes any person occupying the position of director, by whatever name called; and |
| 1.15 | “Writing” | the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise. |
2. Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
 3. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Company.