

Appendix 1

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

Pallant House Gallery

Company No: 5045130



Bates Wells Braithwaite

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The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

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Articles of Association of Pallant House Gallery

Company No: 5045130

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

- 2.1 The objects of the Charity are, for the public benefit, to advance the education of the public in and to promote the visual arts and history of art principally in the Chichester administrative district and in particular, to maintain, preserve, restore and furnish Pallant House in the City of Chichester as a period house within which to exhibit works of art of historic or public interest for viewing by the public.

3. Powers

- 3.1 To further its objects the Charity may:

- 3.1.1 exhibit works of art within Pallant House or elsewhere;
- 3.1.2 hold exhibitions, meetings, concerts and lectures;
- 3.1.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.1.4 obtain by purchase, gift or loan works of art;
- 3.1.5 provide and assist in the provision of money, materials or other help;
- 3.1.6 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.1.7 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.1.8 provide or procure the provision of advice;
- 3.1.9 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the

reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;

- 3.1.10 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.11 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.1.12 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Charity must comply as appropriate with the Charities Act 2011);
- 3.1.13 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Charity must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.1.14 set aside funds for special purposes or as reserves against future expenditure;
- 3.1.15 invest the Charity's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.1.16 arrange for investments or other property of the Charity to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.1.17 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.1.18 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.19 accept (or disclaim) gifts of money and any other property;
- 3.1.20 raise funds by way of subscription, donation or otherwise;
- 3.1.21 trade in the course of carrying out the objects of the Charity and carry on any other trade which is not expected to give rise to taxable profits;
- 3.1.22 incorporate and acquire subsidiary companies to carry on any trade;
- 3.1.23 subject to Article 4 (Limitation on private benefits):
 - (a) engage and pay employees, consultants and professional or other advisers; and
 - (b) make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.1.24 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;

- 3.1.25 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Charity's objects);
- 3.1.26 undertake and execute charitable trusts;
- 3.1.27 impose restrictions, which may be revocable or irrevocable,
- 3.1.28 on the use of any property of the Charity, including (without limitation) by creating permanent endowment;
- 3.1.29 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.1.30 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.1.31 pay out of the funds of the Charity the costs of forming and registering the Charity;
- 3.1.32 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Charity;
- 3.1.33 provide indemnity insurance for the Trustees or any other officer of the Charity in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to "charity trustees" in the said Section 189 shall be treated as references to officers of the Charity); and
- 3.1.34 do all such other lawful things as may further the Charity's objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of the Charity shall be applied solely towards the promotion of its objects.

Permitted benefits to members, Trustees and Connected persons

- 4.2 No part of the income and property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity unless the payment is permitted by Articles 4.3, 4.4 or 4.5.
- 4.3 No Trustee may:
 - 4.3.1 sell goods, services or any interest in land to the Charity;
 - 4.3.2 be employed by, or receive any remuneration from, the Charity; or
 - 4.3.3 receive any other financial benefit from the Charity;

unless the payment is permitted by Articles 4.4 or 4.5 or authorised by the court or the Charity Commission. In this Article 4 a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

- 4.4 A Trustee may receive the following benefits from the Charity:
- 4.4.1 a Trustee or a person who is Connected with a Trustee may receive a benefit from the Charity in his, her or its capacity as a beneficiary of the Charity;
 - 4.4.2 a Trustee or a person who is Connected with a Trustee may be reimbursed by the Charity for, or may pay out of the Charity’s property, reasonable expenses properly incurred by him, her or it when acting on behalf of the Charity;
 - 4.4.3 a Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration by the Charity for any goods or services supplied to the Charity on the instructions of the Trustees (excluding, in the case of a Trustee, the service of acting as Trustee and services performed under a contract of employment with the Charity) provided that this provision and Article 4.5.4 may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is Connected with that Trustee);
 - 4.4.4 a Trustee or a person who is Connected with a Trustee may receive interest at a reasonable and proper rate on money lent to the Charity;
 - 4.4.5 a Trustee or a person who is Connected with a Trustee may receive reasonable and proper rent for premises let to the Charity;
 - 4.4.6 the Charity may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.1.33; and
 - 4.4.7 a Trustee or other officer of the Charity may receive payment under an indemnity from the Charity in accordance with the indemnity provisions set out at Article 6;

provided that where benefits are conferred under Article 4.4, Article 21 (Conflicts of Interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

Subsidiary Companies

- 4.5 A Trustee may receive the following benefits from any Subsidiary Company:
- 4.5.1 a Trustee or a person who is Connected with a Trustee may receive a benefit from any Subsidiary Company in his, her or its capacity as a beneficiary of the Charity or of any Subsidiary Company;
 - 4.5.2 a Trustee or a person who is Connected with a Trustee may be reimbursed by any Subsidiary Company for, or may pay out of any Subsidiary Company’s property, reasonable expenses properly incurred by him, her or it when acting on behalf of any Subsidiary Company;
 - 4.5.3 a Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration by any Subsidiary Company for any goods or services supplied to any

Subsidiary Company, with the approval of the Trustees, (excluding, in the case of a Trustee, services performed under a contract of employment with any Subsidiary Company) provided that this provision and Article 4.4.3 may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is Connected with that Trustee);

- 4.5.4 a Trustee or a person who is Connected with a Trustee may, with the approval of the Trustees, receive interest at a reasonable and proper rate on money lent to any Subsidiary Company;
- 4.5.5 a Trustee or a person who is Connected with a Trustee may, with the approval of the Trustees, receive reasonable and proper rent for premises let to any Subsidiary Company;
- 4.5.6 any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers; and
- 4.5.7 a Trustee or a person who is Connected with a Trustee may receive payment under an indemnity from any Subsidiary Company in accordance with the constitution of the relevant Subsidiary Company;

provided that the affected Trustee may not take part in any decision of the Trustees to approve a specific benefit to that Trustee or a person Connected to them under Articles 4.5.4, 4.5.5 or 4.5.6.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

- 5.1 The liability of each member is limited to £10, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for:
 - 5.1.1 payment of the Charity's debts and liabilities contracted before he or she ceases to be a member;
 - 5.1.2 payment of the costs, charges and expenses of winding up; and
 - 5.1.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

- 6.1 Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.
- 6.2 The Charity may indemnify an auditor against any liability incurred by him or her or it:
 - 6.2.1 in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or

- 6.2.2 in connection with an application under section 1157 of the Companies Acts (power of Court to grant relief in case of honest and reasonable conduct in which relief is granted to him or her or it by the Court).

TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

7. Trustees' general authority

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

8. Chair

The Trustees may appoint one of their number to be the Chair of the Trustees for such term of office as they determine and may at any time remove him or her from that office.

9. Trustees may delegate

- 9.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.

- 9.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Charity to any person or committee.

- 9.3 Any delegation by the Trustees may be:

- 9.3.1 by such means;

- 9.3.2 to such an extent;

- 9.3.3 in relation to such matters or territories; and

- 9.3.4 on such terms and conditions;

as they think fit.

- 9.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

- 9.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

- 9.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

10. Committees

10.1 In the case of delegation to committees:

10.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);

10.1.2 the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;

10.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;

10.1.4 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and

10.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

10.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any regulations made by the Trustees.

11. Delegation of day to day management powers

In the case of delegation of the day to day management of the Charity to a chief executive, gallery director or other manager or managers:

11.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Trustees and (if applicable) to advise the Trustees in relation to such policy, strategy and budget;

11.2 the Trustees shall provide any manager with a description of his or her role and the extent of his or her authority; and

11.3 any manager must report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts which are sufficient to explain the financial position of the Charity.

12. Delegation of investment management

12.1 The Trustees may delegate the management of investments to a Financial Expert or Financial Experts provided that:

12.1.1 the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Trustees;

12.1.2 timely reports of all transactions are provided to the Trustees;

- 12.1.3 the performance of the investments is reviewed regularly with the Trustees;
- 12.1.4 the Trustees are entitled to cancel the delegation arrangement at any time;
- 12.1.5 the investment policy and the delegation arrangements are reviewed regularly;
- 12.1.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- 12.1.7 the Financial Expert or Financial Experts must not do anything outside the powers of the Trustees.

13. Power to change name of Charity

The Trustees may change the name of the Charity at any time by majority decision of the Trustees at a meeting.

DECISION-MAKING BY TRUSTEES

14. Trustees to take decisions collectively

- 14.1 Any decision of the Trustees must be either:
 - 14.1.1 by decision of a majority of the Trustees present and voting at a quorate Trustees' meeting (subject to Article 19); or
 - 14.1.2 a decision taken in accordance with Article 20.

15. Calling a Trustees' meeting

- 15.1 Two Trustees may (and the Secretary, if any, must at the request of two Trustees) call a Trustees' meeting.
- 15.2 A Trustees' meeting must be called by at least seven Clear Days' notice unless either:
 - 15.2.1 all the Trustees agree; or
 - 15.2.2 urgent circumstances require shorter notice.
- 15.3 In deciding on the date and time of any Trustees' meeting, the Trustees calling or requesting the Secretary to call the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Trustees as practicable are likely to be available to participate.
- 15.4 Notice of Trustees' meetings must be given to each Trustee.
- 15.5 Every notice calling a Trustees' meeting must specify:
 - 15.5.1 the place, day and time of the meeting;
 - 15.5.2 the general nature of the business to be considered at such meeting; and

15.5.3 if it is anticipated that Trustees 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.

15.6 Notice of Trustees' meetings need not be in Writing.

15.7 Article 48 shall apply, and notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

16. Participation in Trustees' meetings

16.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:

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

16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).

16.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

16.3 If all the Trustees 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.

17. Quorum for Trustees' meetings

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

17.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than two, and unless otherwise fixed it is two or one-third of the total number of Trustees, whichever is the greater.

17.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to appoint further Trustees or to call a general meeting.

18. Chairing of Trustees' meetings

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

19. Casting vote

19.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.

19.2 Article 19.1 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.

20. **Decisions without a meeting**

20.1 The Trustees may, in the circumstances outlined in this Article, make a majority decision without holding a Trustees' meeting.

20.2 If:

20.2.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;

20.2.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;

20.2.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and

20.2.4 a majority of the Trustees vote in favour of a particular decision on that matter;

a decision of the Trustees may be taken by majority and shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held.

20.3 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Article:

20.3.1 may be in different places, and may participate at different times; and

20.3.2 may communicate with each other by any means.

20.4 The Chair, or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Article. The process shall include:

20.4.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;

20.4.2 the nomination of a person to whom all Trustees votes must be communicated;

20.4.3 if a majority of the Trustees vote in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the decision shall be the date on which a majority of Trustees have voted in favour of the decision; and

20.4.4 the nominated person must prepare a minute of the decision in accordance with Article 51.

20.5 In the case of an equality of votes in any decision-making process in accordance with this Article, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have. This does not apply if, in accordance with the Articles, the Chair or specified Trustee is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

21. **Conflicts of interest**

Declaration of interests

- 21.1 Unless Article 21.2 applies, a Trustee must declare the nature and extent of:
- 21.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Charity; and
- 21.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Charity or his or her duties to the Charity.
- 21.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

- 21.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.
- 21.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
- 21.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:
- (a) any benefit received in his, her or its capacity as a beneficiary of the Charity (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the Charity;
 - (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.1.33;
 - (c) payment under the indemnity set out at Article 6; and
 - (d) reimbursement of expenses in accordance with Article 4.4.2; or
- 21.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary;
- in which case he or she must comply with Article 21.5.
- 21.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 21.5, he or she must:

- 21.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;
- 21.5.2 not be counted in the quorum for that part of the process; and
- 21.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Charity

- 21.6 Where a Trustee has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:
 - 21.6.1 the Trustee shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and
 - 21.6.2 the Trustee shall not be accountable to the Charity for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

22. Register of Trustees' interests

The Trustees must ensure a register of Trustees' interests is kept.

23. Validity of Trustee actions

All acts done by a person acting as a Trustee 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 Trustee.

24. Trustee's discretion to make further rules

Subject to the Articles, the Trustees may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Trustees.

APPOINTMENT AND RETIREMENT OF TRUSTEES

25. Number of Trustees

There shall be at least three and not more than fifteen Trustees.

26. Appointment of Trustees and retirement of Trustees

Appointment of Trustees

- 26.1 Any person who is willing to act as a Trustee, and who would not be disqualified from acting under the provisions of Article 27, may be appointed to be a Trustee in accordance with the following provisions:
 - 26.1.1 One Trustee may be appointed (and removed) by the Friends;
 - 26.1.2 One Trustee may be appointed (and removed) by the Council;

- 26.1.3 Up to 13 Trustees may be appointed by a decision of the Trustees.
- 26.2 Each appointment of a Trustee shall be for a maximum term of four years.
- 26.3 Upon the occurrence of a casual vacancy, the proper appointing body may proceed to appoint a person to fill the vacancy by notice in Writing to the Charity and the Trustees shall cause a note thereof to be recorded in their minute book at their next meeting. Any person appointed to fill a casual vacancy shall hold office for the remainder of the term of the Trustee in respect of whom the vacancy has arisen.
- 26.4 Each appointment made by the Friends or by the Council shall be made by notice in Writing to the Charity including the name of any such person appointed as a Trustee and of the term of the appointment of such person and the Trustees shall cause a note thereof to be recorded in their minute book at their next meeting.

Maximum term

- 26.5 Retiring Trustees may be reappointed for further terms of up to four years. .
- 26.6 If the retirement of a Trustee under Article 26.2 causes the number of Trustees to fall below that set out in Article 25 then the retiring Trustee shall remain in office until a new appointment is made.

Minimum age

- 26.7 No person may be appointed as a Trustee unless he or she has reached the age of 16 years.

General

- 26.8 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.

27. Disqualification and removal of Trustees

- 27.1 A Trustee shall cease to hold office if:
 - 27.1.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
 - 27.1.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
 - 27.1.3 the Trustees reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
 - 27.1.4 notification is received by the Charity from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Trustees will remain in office when such resignation has taken effect);
 - 27.1.5 he or she is absent without the permission of the Trustees from all their meetings held within a period of six successive months and the Trustees resolve that he or she be removed for this reason;

- 27.1.6 in relation to the Trustee appointed by the Council or Friends, he or she is removed by that body by notice to the Chair of the Trustees;
- 27.1.7 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she 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 his or her option) being heard by or of making written representations to the Trustees; or
- 27.1.8 he or she ceases to be a member of the Charity.

PATRONS

28. Patrons

The Trustees may appoint and remove any individual(s) as patron(s) of the Charity on such terms as they shall think fit. A patron (if not a member) shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Charity and shall also have the right to receive accounts of the Charity when available to members.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

29. Trustees as members

- 29.1 The Trustees from time to time shall be the only members of the Charity.
- 29.2 A Trustee shall become a member on becoming a Trustee. All new Trustees are treated as having agreed to become members of the Charity.
- 29.3 The names of the members of the Charity must be entered in the register of members.

30. Termination of membership

- 30.1 A member shall automatically cease to be a member if he or she ceases to be a Trustee.
- 30.2 Membership is not transferable and shall cease on death.

31. Associate members

- 31.1 The Trustees may establish such classes of associate membership including, in accordance with Article 31.2, friends of the Charity, 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 Trustees shall make, provided that no such associate members shall be members of the Charity for the purposes of the Articles or the Companies Acts. Associate membership shall not be transferable and shall cease on death.
- 31.2 The Trustees may admit persons to the status of associate membership who shall promote the objects of the Charity and contribute to the work of the Charity and who shall be known

collectively as the “Friends of Pallant House Gallery” for the purpose of these Articles (who, for the avoidance of doubt, are distinct from the “Friends” as defined in these Articles as currently constituted as a separate registered charity and its members) and in relation thereto:

- 31.2.1 associate membership for the Friends of Pallant House Gallery shall be open to the general public, subject to:
- (a) application being made to the Charity in a form required by the Trustees;
 - (b) payment of the appropriate subscription (if any); and
 - (c) any rules or regulations made by the Trustees as to the administration and removal of the Friends of Pallant House Gallery.
- 31.2.2 The Trustees may appoint a “Friends Committee” to provide advice and undertake functions relating to associate members, which shall be subject to terms of reference prescribed by the Trustees from time to time, and to Article 10.

ORGANISATION OF GENERAL MEETINGS

32. General meetings

Any two Trustees may (and the Secretary (if any) must at the request of two Trustees) call a general meeting at any time.

33. Length of notice

33.1 All general meetings must be called by either:

33.1.1 at least 14 Clear Days’ notice; or

33.1.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

34. Contents of notice

34.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

34.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

34.3 In every notice calling a meeting of the Charity there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a meeting of the Charity.

35. Service of notice

Notice of general meetings must be given to every member, to the Trustees and to the auditors of the Charity.

36. Attendance and speaking at general meetings

- 36.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 36.2 A person is able to exercise the right to vote at a general meeting when:
- 36.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 36.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 36.3 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 36.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 36.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

37. Quorum for general meetings

- 37.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.
- 37.2 The quorum shall be seven people present in person or by proxy and entitled to vote on the business to be transacted, or one-third of the total membership from the time being; whichever is the greater.
- 37.3 If a quorum is not present within half an hour from the time appointed for the meeting:
- 37.3.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and
- 37.3.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting those present and entitled to vote shall be a quorum.

38. Chairing general meetings

- 38.1 The Chair (if any) or in his or her absence some other Trustee nominated by the Trustees present shall preside as chair of every general meeting.
- 38.2 For the avoidance of doubt, a proxy holder who is not a Trustee shall not be entitled to be appointed chair of the meeting.

39. **Attendance and speaking by patrons and non-members**

39.1 Patrons may attend and speak at general meetings, whether or not they are members.

39.2 The chair of the meeting may permit other persons who are not members of the Charity (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

40. **Adjournment**

40.1 The chair of the meeting:

40.1.1 may adjourn a general meeting at which a quorum is present if the meeting consents to an adjournment; and

40.1.2 must adjourn a general meeting if directed to do so by the meeting.

40.2 When adjourning a general meeting, the chair of the meeting must:

40.2.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and

40.2.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

40.3 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity must give at least 7 Clear Days' notice of it:

40.3.1 to the same persons to whom notice of the Charity's general meetings is required to be given; and

40.3.2 containing the same information which such notice is required to contain.

40.4 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

41. **Voting: general**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

42. **Votes**

Votes on a show of hands

42.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

42.1.1 each member present in person; and

- 42.1.2 (subject to Article 46.1) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution;

provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

- 42.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

- 42.2.1 every member present in person; and

- 42.2.2 every member present by proxy (subject to Article 46.1).

- 42.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

43. Errors and disputes

- 43.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

- 43.2 Any such objection must be referred to the chair of the meeting whose decision is final.

44. Poll votes

- 44.1 A poll on a resolution may be demanded:

- 44.1.1 in advance of the general meeting where it is to be put to the vote; or

- 44.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

- 44.2 A poll may be demanded by:

- 44.2.1 the chair of the meeting;

- 44.2.2 the Trustees;

- 44.2.3 two or more persons having the right to vote on the resolution;

- 44.2.4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds two or more votes; or

- 44.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

- 44.3 A demand for a poll may be withdrawn if:
- 44.3.1 the poll has not yet been taken; and
- 44.3.2 the chair of the meeting consents to the withdrawal.
- 44.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

45. **Content of Proxy Notices**

Power to appoint

- 45.1 A member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and speak and vote at a meeting of the Charity. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

- 45.2 Proxies may only validly be appointed by a notice in Writing (a “**Proxy Notice**”) which:
- 45.2.1 states the name and address of the member appointing the proxy;
- 45.2.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
- 45.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
- 45.2.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.
- 45.3 The Charity may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 45.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 45.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 45.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 45.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

46. **Delivery of Proxy Notices**

- 46.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Charity by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

- 46.2 An appointment under a Proxy Notice may be revoked by delivering to the Charity a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- 46.3 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 46.4 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by evidence in Writing of the authority of the person who executed it to execute it on the appointer's behalf.

WRITTEN RESOLUTIONS

47. Written resolutions

General

- 47.1 Subject to this Article 47 a written resolution agreed by:
- 47.1.1 members representing a simple majority; or
- 47.1.2 (in the case of a special resolution) members representing not less than 75%;
- of the total voting rights of eligible members shall be effective.
- On a written resolution each member shall have one vote.
- 47.2 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 47.3 A members' resolution under the Companies Acts removing a Trustee or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

- 47.4 A copy of the proposed written resolution must be sent to every eligible member.
- 47.5 In relation to a resolution proposed as a written resolution of the Charity the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 47.6 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 47.7 Communications in relation to written resolutions must be sent to the Charity's auditors in accordance with the Companies Acts.

Signifying agreement

- 47.8 A member signifies his or her agreement to a proposed written resolution when the Charity receives from him or her (or from someone acting on his or her behalf) an authenticated Document:

- 47.8.1 identifying the resolution to which it relates; and
- 47.8.2 indicating the member's agreement to the resolution.
- 47.9 For the purposes of Article 47.8:
 - 47.9.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
 - 47.9.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:
 - (a) the identity of the sender is confirmed in a manner specified by the Charity; or
 - (b) where no such manner has been specified by the Charity, if the communication contains or is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.
- 47.10 If the Charity gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

48. Communications by the Charity

Methods of communication

- 48.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Charity under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Charity, including without limitation:
 - 48.1.1 in Hard Copy Form;
 - 48.1.2 in Electronic Form; or
 - 48.1.3 by making it available on a website.
- 48.2 Where a Document or information which is required or authorised to be sent or supplied by the Charity under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Trustees may decide what agreement (if any) is required from the recipient.
- 48.3 Subject to the Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

- 48.4 A member present in person or by proxy at a meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 48.5 Where any Document or information is sent or supplied by the Charity to the members:
- 48.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
- 48.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 48.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
- (a) when the material was first made available on the website; or
 - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 48.6 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a member) may agree with the Charity that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 48.7 Where any Document or information has been sent or supplied by the Charity by Electronic Means and the Charity receives notice that the message is undeliverable:
- 48.7.1 if the Document or information has been sent to a member and is notice of a general meeting of the Charity, the Charity is under no obligation to send a Hard Copy of the Document or information to the member's postal address as shown in the Charity's register of members, but may in its discretion choose to do so;
- 48.7.2 in all other cases, the Charity shall send a Hard Copy of the Document or information to the member's postal address as shown in the Charity's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and
- 48.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 48.8 Copies of the Charity's annual accounts and reports need not be sent to a person for whom the Charity does not have a current Address.
- 48.9 Notices of general meetings need not be sent to a member who does not register an Address with the Charity, or who registers only a postal address outside the United Kingdom, or to a member for whom the Charity does not have a current Address.

49. **Communications to the Charity**

The provisions of the Companies Acts shall apply to communications to the Charity.

50. **Seal**

50.1 If the Charity has a seal it must only be used with the authority of the Trustees or of a committee of the Trustees authorised by the Trustees. The Trustees may decide by what means and in what form any seal is to be used and unless otherwise so determined, if the Charity has a seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

50.2 For the purpose of this Article 50, an authorised person is:

50.2.1 any Trustee;

50.2.2 the Secretary (if any); or

50.2.3 any person authorised by the Trustees for the purpose of signing documents to which the seal is applied.

51. **Secretary**

51.1 A Secretary may be appointed by the Trustees 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:

51.1.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and

51.1.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

52. **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.

53. **Minutes**

53.1 The Trustees must ensure minutes are made:

53.1.1 of all appointments of officers made by the Trustees;

53.1.2 of all resolutions of the Charity and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and

- 53.1.3 of all proceedings at meetings of the Charity and of the Trustees, [and of committees of Trustees,]including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings 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 Trustee of the Charity, be sufficient evidence of the proceedings.

54. Records and accounts

- 54.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 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 and the Charity Commission of:

- 54.1.1 annual reports;
- 54.1.2 annual statements of account; and
- 54.1.3 annual returns or confirmation statements.

55. Exclusion of model articles

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

WINDING UP

56. Winding up

- 56.1 At any time before, and in expectation of, the winding up or dissolution of the Charity, the Trustees may resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Charity be applied or transferred in any of the following ways:

- 56.1.1 directly for the objects of the Charity; or
- 56.1.2 to any institution or institutions which is or are regarded as charitable under the law of every part of the United Kingdom:
 - (a) for purposes similar to the objects of the Charity; or
 - (b) for use for particular purposes that fall within the objects of the Charity.

- 56.2 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity under this Article 56.

- 56.3 If no resolution is passed in accordance with Article 56.1 the net assets of the Charity shall be applied for such purposes regarded as charitable under the law of every part of the United Kingdom as are directed by the Charity Commission.

SCHEDULE

INTERPRETATION – DEFINED TERMS

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

	Term	Meaning
1.1	“Address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2	“Articles”	the Charity’s articles of association;
1.3	“Chair”	has the meaning given in Article 8;
1.4	“Charity”	Pallant House Gallery;
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 Charity;
1.8	“Connected”	<p>in relation to a Trustee means any person falling within any of the following categories:</p> <ul style="list-style-type: none">(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of the Trustee; or(b) the spouse or civil partner of any person in (a); or(c) any other person in a relationship with the Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or(d) any company, partnership or firm of which the Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;

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|------|---|--|
| 1.9 | “Council” | Chichester District Council; |
| 1.10 | “Document” | includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form; |
| 1.11 | “Electronic Form” and “Electronic Means” | have the meaning[s] respectively given to them in Section 1168 of the Companies Act 2006; |
| 1.12 | “Financial Expert” | an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000; |
| 1.13 | “Friends” | The Friends of Pallant House Gallery (registered charity number 278943); |
| 1.14 | “Hard Copy” and “Hard Copy Form” | have the meanings respectively given to them in the Companies Act 2006; |
| 1.15 | “Proxy Notice” | has the meaning given in Article 45.2; |
| 1.16 | “Public Holiday” | means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered; |
| 1.17 | “Secretary” | the secretary of the Charity (if any); |
| 1.18 | “Subsidiary Company” | any company in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company; |
| 1.19 | “Trustee” | a director of the Charity, and includes any person occupying the position of director, by whatever name called; and |
| 1.20 | “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 paragraph 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 which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Charity.