

Company No: 2388535

The Companies Act 1985

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

OF

BEWDLEY FESTIVAL LIMITED

Incorporated the 24th day of May 1989

Company Number: 2388535

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF BEWDLEY FESTIVAL LIMITED

1. The name of the Company is "Bewdley Festival Limited"
2. The registered offices of the Company will be situate in England and Wales
3. The objects for which the Company is established are:-
 - (a) To advance the education of the public particularly in the neighbourhood of Bewdley by the production and promotion of educational plays and other forms of art including the art of drama and dancing singing and music
 - (b) To provide facilities in the interest of social welfare for recreation and other leisure-time occupations particularly in the neighbourhood of Bewdley for the benefit of the community

In furtherance of the above objects but not further or otherwise the Company shall have the following powers:-

- (A) To provide for the production representation and performance of stage plays operas operettas revues ballets pantomimes concerts and other musical and dramatic performances and entertainments
- (B) To design and manage and supervise members of the community during their participation in theatre and musical workshop programmes or other programmes of a similar nature and to ensure that they have access to support and advice both during and on completion of participation in such programmes
- (C) To provide for the delivery and holding of lectures exhibitions public meetings classes and conferences for the purposes of attaining the objects of the Company
- (D) To secure the involvement of approved sponsors the local authorities and others in providing support whether financial or otherwise for the activities of the Company
- (E) To monitor and control the quality and standards of the activities for which the Company is responsible
- (F) To enter into agreements with authors or other persons for the dramatic or other rights of plays operas operettas revues ballets pantomimes musical compositions and other dramatic and musical performances and entertainments or for the representation thereof in the United Kingdom and elsewhere and to enter into engagements of all kinds with artists and other persons
- (G) To compile publish distribute and sell bulletins information sheets programmes manuals and similar publications or any other material in the form of film or sound or video recordings or other documents and to secure publicity in all ways for the promotion of the objects of the Company

- (H) To borrow and raise money or secure the payment of money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit subject to such consent (if any) as shall be required in law
- (I) To obtain or raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription donation legacy grant or other similar lawful means in raising funds for the above mentioned charitable objects Provided that the Company shall not undertake any permanent trading activities in raising funds for its charitable objects
- (J) To invest and deal with the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments securities or property and in such manner 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
- (K) To purchase take on lease or in exchange hire or otherwise acquire and hold for any estate or interest any real or personal property of any kind and any rights or privileges and to construct enlarge maintain adapt and alter any buildings or erections which the Company may think necessary or convenient for the promotion of its objects
- (L) To improve sell let mortgage charge develop manage or dispose of or turn to account all or any of the property or assets present or future of the Company with a view to the furtherance of its objects subject to such consents (if any) as shall be required in law
- (M) Subject to Clause 4 hereof to employ and pay such architects surveyors solicitors and other experts professional persons workmen clerks and other staff as are necessary for the furtherance of the objects of the Company
- (N) To make all reasonable and necessary provision for the payment of pensions allowances and superannuation to or on behalf of employees or ex-employees and their widows and dependents
- (O) To subscribe to become a member of amalgamate or co-operate with or transfer its property assets liabilities and engagements to any other charitable organisation institution society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property assets liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation institution society or body
- (P) To establish and support or aid in the establishment and support of any charitable trusts associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company
- (Q) To initiate support and co-operate with others in proposals and activities calculated to assist the promotion of the Company's objects
- (R) To provide by way of gift grant loan or otherwise resources for the development improvement arrangement or carrying out of any projects from time to time entered into individual calculated to assist in the promotion of the Company's objects and to commission any projects for study and research into all or any of the objects of the Company and to disseminate the results of any such study and research

(S) To do all or any of the things hereinbefore authorised in any part of the world and either alone or in conjunction with any other charitable organisation institution society or body with which this Company is authorised to co-operate

(T) To make draw accept endorse execute and issue promissory notes bills of exchange debentures and other negotiable or transferable instruments

(U) To insure and arrange insurance cover for and to indemnify its officers servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit; and to arrange insurance of any property of the Company for such risks as may be thought fit

(V) To pay all or any expenses incurred in connection with the promotion formation and incorporation of the Company or to contract with any person firm or Company to pay the same

(W) To do all such other lawful things as are conducive to or necessary for the attainment of the above objects or any of them and which may lawfully be done by a body established for charitable purposes only

Provided that:-

(a) 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 manner as allowed by law having regard to such trusts

(b) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

(c) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell mortgage charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Council of Management or Governing Body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association 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 members of the Company and no member of its Council of Management or Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company

Provided that nothing herein shall prevent any payment in good faith by the Company:-

(a) of reasonable and proper remuneration to any member officer or servant of the Company (not being a member of its Council of Management or Governing Body) for any services actually rendered to the Company;

(b) of interest on money lent by any member of the Company or of its Council of Management or Governing Body at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a Clearing Bank to be selected by the Council of Management or Governing Body;

(c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or Governing Body;

(d) of fees remuneration or other benefit in money or money's worth to any Company of which a member of the Council of Management or Governing Body may also be a member holding not more than 1/100th part of the capital of that Company and such member shall not be bound to account for any share of profits he may receive in respect of any such payment and

(e) to any member of its Council of Management or Governing Body of reasonable out-of-pocket expenses

5. The liability of the members is limited

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one pound

7. If upon the 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 of the Company but shall subject to such consents of the Charity Commission or the courts as may be required by law be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of the property credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors

WE the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association

NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Anthony Robert Hall
Mowbray House
49 Park Lane
Bewdley
Worcestershire DY12 2AJ

Managing Director

Robert Hugh Barbour
10 Valley View
Bewdley
Worcestershire DY12 2JX

Schoolmaster

James Young Gallagher
68 Kidderminster Road
Bewdley
Worcestershire DY12 1BY

Radio Executive

Dated this 23rd day of January 1989

Witness to the above signatures:-

P. Adams
12 Sandborne Drive
Bewdley
Worcestershire

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
BEWDLEY FESTIVAL LIMITED

GENERAL

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

WORDS

MEANINGS

The Act	The Companies Act 1985
These Presents	These Articles of Association and the regulations of the Company from time to time in force
The Council	The Council of Management for the time being of the Company
The Office	The registered office of the Company
The Seal	The Common Seal of the Company
Month	Calendar Month
In writing	Written printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form

And words importing the singular number only shall include the plural number and vice versa

Words importing the masculine gender only shall include the feminine gender and vice versa

Words importing persons shall include corporations

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall if not inconsistent with the subject or context bear the same meaning in these presents

2. The number of members with which the Company proposes to be registered is unlimited
3. The provisions of Section 352 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member
4. The Company is established for the purposes expressed in the Memorandum of Association
5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company

ELECTION OF MEMBERS

6. The Company shall consist of:
 - (a) The persons who have signed the Memorandum of Association and
 - (b) Such persons as shall be elected members under the provisions of these Articles and
 - (c) Such persons as the Council shall elect to honorary membership from time to time but such honorary members shall not be liable for any subscription or contributions or otherwise to the funds of the Company or to make any contributions or otherwise to the funds of the Company or to make any contributions under Clause 6 of the Memorandum of Association but shall be entitled to vote at General Meetings of the Company

The Company shall keep a register and index of its members as required by Sections 352 and 353 of the Act

7. The amount and terms of payment of the annual subscription and entrance fee (if any) shall from time to time be decided by the Council. The Company may from time to time fix the terms upon which the members may become life members and any member who pays the composition fee from time to time fixed by the Council for life membership shall thereupon be deemed to have paid all subscriptions due from him for the remainder of his life and shall be entitled to all the rights and subject to all the duties of membership without paying any further annual subscription or fee but shall otherwise be deemed to be for all purposes of these Articles an ordinary member of the Company

8. Any member whose annual subscription is unpaid six months after the day on which his subscription is due or shall become bankrupt or compound with his creditors shall cease ipso facto to be a member of the Company and such member shall thereupon lose all rights and privileges of membership and his name shall be struck out of the Register and Index of Members but he shall not be freed from. His liability as provided by the Memorandum of Association nor from his liability for payment of the arrears and subscription All subscriptions due and unpaid by any member shall be considered as debts due from such member to the

Company and shall be recoverable as such by legal process. Persons who have ceased to be members of the Company under this Article because of arrears of subscription may upon payment of all arrears be re-elected to membership without entrance fee at the discretion of the Council. The Company is not required to notify a member when his subscription is due

9. Any Society Institute Company Firm Association Board or Group supporting the objects of the Company shall be eligible for admission as a Corporate Member. A Corporate Member shall be entitled to appoint one Representative and any such Representative shall be entitled to exercise on its behalf the same voting and all other rights as an Individual Member and shall by virtue of his appointment as such Representative be eligible for election or appointment to any office of Company or as an ordinary member of the Council

10. Any person wishing to become a member of the Company shall sign and deliver to the Secretary an application to the following effect:-

“To the Council of Bewdley Festival Limited

I wish to become a member of the Company and I agree if elected to be bound by all the provisions of the Memorandum and Articles of Association of the said Company

Dated

20

Name in full:

Address:

Occupation:

“

11. Any application for membership shall be brought by the Secretary before the Council for consideration at the next meeting of the Council. No person shall be admitted to membership of the Company unless he is approved by such meeting of the Council and the Council shall in its absolute discretion have power to refuse any application for membership without giving any reason therefore

12. Members may resign by notice in writing provided that after such resignation the number of members is not less than two or may be removed by a majority of two thirds of those present and voting at a duly convened meeting of the Council. Provided always that no member shall be removed unless:-

a) He has conducted himself in a manner which in the discretion of the Council is prejudicial to the interests of the Company or unfits him for membership of the Company or has by act or conduct made known to the Council that he is no longer in sympathy with the aims and objects of the Company as declared in Clause 3 of the Memorandum

(b) Such member shall have had at least 28 days notice in writing of the day of the meeting and of the grounds upon which his removal is sought

(c) Such member shall have had an opportunity of stating his case to and of defending himself before the Council

(d) Each member of the Council shall have had at least 7 days notice in writing prior to the meeting that the business of the day will be or include the question of the removal of a member or members

13. The rights of a member shall terminate on death or in the case of corporations on dissolution winding up or liquidation and may not be transferred or transmitted

PRESIDENTS AND PATRONS

14. The Council may invite any member of the Company (whether ordinary or honorary) and any other person to become a President Vice President a Patron or a Vice Patron of the Company upon such terms and conditions as the Council shall from time to time decide and any person so appointed may be removed by the Council Provided that no Patron Vice Patron President or Vice President of the Company being a member of the Company shall have any greater powers in relation to the governance and administration of the Company than he or she already possesses by virtue of his or her membership of the Company and that a President Vice President Patron or Vice Patron who is not a member of the Company shall have no vote at any General Meeting nor be liable for contributions under Clause 7 of this Memorandum

GENERAL MEETINGS

15. The Company shall in addition to any other meetings in that year have a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it provided that every General Meeting except the first shall be held no more than fifteen months after the holding of the preceding General Meeting and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year

16. All General Meetings other than Annual General Meetings shall be called Extraordinary Meetings

17. The Council may whenever they think fit convene an Extraordinary Meeting and Extraordinary Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 368 of the Act

18. Subject to the provisions of the Act relating to Special Resolutions twenty-one days' notice at the least of every Annual General Meeting and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is given

and of the day on which it is held) specifying the place the day and the hour of the meeting and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons as are under these presents or under the Act entitled to receive such notice from the Company but with the consent of all the members entitled to receive notice thereof or of such proportion thereof as is prescribed by the Act in the case of meetings other than the Annual General Meetings a. meeting may' be convened by such notice as those members may think fit. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS

19. All business shall be deemed special that is transacted at an Extraordinary Meeting and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the income and expenditure account and the balance sheet and the reports of the Council and of the Auditors the election of members of the Council in place of those retiring by rotation and (whenever necessary) of the Officers and the fixing of the remuneration of the Auditors

20. 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 four members personally present shall be a quorum

21. If within half an hour from the appointed time 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 Chairman shall appoint 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

22. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting but if there be no such Chairman or if at any meeting he 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 members of the Council or if no such member be present or if all the members of the Council present decline to take the chair they shall choose some member of the Company who shall be present to preside

23. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn a 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 a 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 any adjournment or of the business to be transacted at an adjourned meeting

24. (a) Every question submitted to a meeting not being a proposal for the passing of a special or extraordinary resolution shall be put to the meeting by the Chairman and his decisions to the wishes or sense of the meeting shall be conclusive unless on his giving his decision it be challenged by not less than one fifth of the members present at the meeting

(b) Every question submitted to a meeting on which the decision of the Chairman as to the wishes or sense of the meeting shall be challenged as aforesaid or which is a proposal for the passing of a special or extraordinary resolution shall be decided in the first instance by a show of hands but after a show of hands has been taken a poll may be demanded by any two or more

members present in person or by proxy or by the Chairman or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having a right to vote at the meeting and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried unanimously or 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 and a demand so withdrawn shall not be taken to have invalidated a show of hands declared before the demand was made

25. Subject to the provisions of Article 26 if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman 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

26. No poll shall be demanded on the election of the Chairman of a meeting or on any question of adjournment

27. In the case of any equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote

28. 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

29. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their Representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form of each signed by one or more of the members or their attorneys

VOTES OF MEMBERS

30. Subject as hereinafter provided and unless the Council has otherwise determined in respect of any particular class of membership every member shall have one vote. A Corporate Member shall have one vote which shall be exercisable by its Representative

31. Save as herein expressly provided no person other than a member duly registered and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership shall be entitled to be present or to vote on any question either personally or by proxy for another member at any General Meeting

32. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote but a proxy for a corporation may vote on a show of hands. A Corporation may vote by its duly authorised representative as provided by Section 375 of the Act. A proxy must be a member of the Company

33. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its Common Seal if any and if none then under the hand of some Officer duly authorised in that behalf. In the case of a Representative of a member any proxy shall be approved by the member itself or its attorney and not by the Representative

34. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution

35. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of the death insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used

36. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

BEWDLEY FESTIVAL LIMITED

I
of
a member of Bewdley Festival Limited hereby appoint

of
to vote for me and on my behalf at the (Annual or Extraordinary as the case may be)
General Meeting of the Company to be held on the day of 20
and at every adjournment thereof

As witness my hand this day of 20 "

COUNCIL OF MANAGEMENT

37. The Council shall consist of ordinary members and nominee members and until otherwise determined by a General Meeting the number of the members of the Council shall not be less than three nor more than eleven including the Treasurer and Secretary

38. (a) The first ordinary members of the Council shall be as named in the statement delivered to the Register of Companies pursuant to Section 10 of the Act

(b) The Council may also include up to six nominee members nominated by the Bewdley Festival Society an unincorporated association as long as such association shall remain in force

(c) Nominee members shall not be liable to retire from office either annually or by rotation and the number of nominee members shall be disregarded in determining the number of members to retire by rotation. Each nominee member when appointed shall continue in office indefinitely until his appointment be terminated by the body nominating him. Articles 39 to 41 inclusive 42(c) and 43 to 48 inclusive shall not apply to nominee members

39. The Council may from time to time and at any time appoint any member of the Company as an ordinary member of the Council either to fill a casual vacancy or by way of addition to the Council provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election

40. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a Member of the Council

41. No person shall be appointed a Member of the Council of the Company who has attained the age of seventy and a Council Member shall vacate his office at the next Annual General Meeting after he attains the age of seventy and in respect of such vacation of office no provision contained in these Articles for automatic re-appointment of retiring Council Members in default of another appointment shall apply but any such vacancy may be filled as a casual vacancy. Provided always that a person may be appointed at any age and a Member may continue in office after attaining any age and shall not be required to retire upon attaining the age of seventy as aforesaid if his appointment or continuance as a Member is approved by the Company in General Meeting and special notice has been given of the resolution appointing him or approving his appointment and such notice to the Company and by the Company to its members has stated the age of the person to whom it applies

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

42. The office of a Member of the Council shall be vacated:
- (a) If a Receiving Order is made against him or he makes any arrangement or composition with his creditors generally; or
 - (b) If he become of unsound mind; or
 - (c) If he ceases to be a Member of the Company; or
 - (d) If by notice in writing to the Company he resigns his office; or
 - (e) If he becomes prohibited by law from being a member of the Council; or
 - (f) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act

RETIREMENT AND ELECTION OF MEMBERS OF THE COUNCIL

43. At the time of the Second Annual General Meeting and at the Annual General Meeting to be held in every subsequent year one third of the Members of the Council for the time being or if their number is not a multiple of three then the number nearest to one third shall retire from office

44. The Members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between Members of equal seniority the Members to retire shall in the absence of agreement be selected from among them by lot. The length of time a Member has been in office shall be computed from his last election or appointment. A retiring Member of the Council shall be eligible for re-election subject to the provisions of Article 47 A member of the Council elected by the members of the Company who shall be due to retire shall retain office until the close or adjournment of the Annual General Meeting at which time any new appointment shall take effect

45. The Company shall at the meeting at which a Member of the Council retires in manner aforesaid fill up the vacated office by electing a person thereto and in default the retiring Member shall in offering himself for re-election be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Member shall have been put to the meeting and lost or he has given notice to the Company in writing of his unwillingness to be re-elected or he has attained any retiring age applicable to him as a Member of the Council

46. No person not being a Member of the Council retiring at the meeting shall unless recommended by the Council for election be eligible for election as Member of the Council at any General Meeting unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served or deemed to be served and the day appointed for the meeting shall not be less than fourteen nor more than thirty six intervening days

47. The Company may from time to time in General meeting increase or reduce the number of Members of the Council and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase

48. In addition and without prejudice to the provisions of Section 303 of the Act the Company may after the Second Annual General Meeting of the Company shall have been held by Extraordinary Resolution remove any Member of the Council before the expiration of his period of office and may by an Ordinary Resolution appoint another qualified Member in his stead; but any person so appointed shall retain his office so long as the Member in whose place he is appointed would have held the same if he had not been removed

POWERS OF THE COUNCIL

49. The business of the Company shall be managed by the Council who may pay all such expenses of and preliminary and incidental to the promotion formation establishment and registration of the Company as they think fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting subject nevertheless to any regulations of these presents to the provisions of the statutes for the time being in force and affecting the Company and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made

50. Subject to the provisions of Clause 4 of the Memorandum of Association

(a) The Council may appoint a manager or managers of the Company either for a fixed or indefinite period and may from time to time remove any such manager or managers from such office and appoint another or others in his place and may at its discretion fill up any vacancy that may occur in such office. The Council may (in the case of a manager not being a Member of the Council) pay to any such manager or managers such salary as it may think fit

(b) The Council may at its discretion delegate to any manager such of its powers as it thinks fit for such time subject to such conditions as it may think expedient and but collaterally with the powers of the Council in that behalf it may at any time revoke or vary any such delegated powers

51. Without prejudice to other powers given by the Articles the Council may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property and any part thereof to issue debentures stock and other securities whether outright or as security for any debt liabilities or obligations of the Company or any third party. All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the Council shall from time to time by resolution determine

52. The Council shall have power from time to time to adopt and make alter or revoke bye-laws for the regulation of the Company and otherwise for the furtherance of the purposes for which the Company is established provided that such bye-laws are not repugnant to the Memorandum or Articles of Association of the Company. Any resolution of the Council for the adoption making alteration or revocation of such bye-laws shall be subject to confirmation by Ordinary Resolution of the Company at the next Annual General Meeting and it if be not so confirmed shall cease to have effect at the conclusion of the meeting. All such bye-laws for the time being in force shall be binding upon all Members until the same shall cease to have effect as hereinbefore provided or shall be varied or set aside by an Ordinary Resolution of the Company. No Member shall be absolved from such bye-laws by reason of his not having received a copy of the same or of any alterations or additions thereto or having otherwise no notice of them. It is expressly declared that without

prejudice to the powers of the Council to make bye-laws on other matters the following shall be deemed to be matters which may be governed by bye-laws within the meaning of this Article that is to say:-

- (a) As to the persons eligible for Membership of the Company and as to the classes into which the Membership is to be divided
- (b) As to the conditions on which persons shall be admitted to Membership of the Company including conditions attached to any class of Membership
- (c) As to entrance fees (if any) payable in respect of Membership of the Company or any class of such Membership
- (d) As to the annual quarterly or other subscriptions or payments to be payable by the Members of the Company
- (e) As to the manner in which Membership of the Company may be terminated or shall determine
- (f) As to the rights and privileges to be accorded to and qualifications restrictions and conditions to be imposed on Members of the Company or any class of such Members
- (g) As to committees of Members in connection with various branches of the Company's activities and as to the appointment removal qualifications disqualifications duties functions powers and privileges of Members of such committee
- (h) As to arrangements with any other charitable companies societies or associations for reciprocal concessions or otherwise
- (i) As to the conduct of Members of the Company in relation to one another and to the Company's employees

53. The Members for the time being of the Council may act notwithstanding any vacancy in their body provided always that in case the Members of the Council shall at any time be or reduced in number to less than the minimum number prescribed by or in accordance with the Articles it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body or of summoning a General Meeting but not for any other purpose

PROCEEDINGS OF THE COUNCIL

54. The Council shall at its first meeting in every year after the Annual General Meeting and from time to time appoint from the Council Members a Chairman of the Council

55. The Council may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business by the Council may be fixed by the Council and unless so fixed shall be four. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chairman shall have a second or casting vote

56. On the request of the Chairman of the Council or two other Members of the Council the Secretary shall at any time summon a meeting of the Council within twenty one days of such application being received by written notice served upon the several Members of the Council. A Member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting

57. The Chairman of the Council shall be entitled to preside at all meetings of the Council at which he shall be present but if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting and willing to preside the Members of the Council present shall choose one of their number to be Chairman of the meeting

58. A Meeting of the council at which a quorum is present shall be competent to exercise all authorities powers and discretions by or under the regulations of the Company for the time being vested in the Council generally

59. The Council may delegate any of their power to sub-committees consisting of such Member or Members of the Council as they think fit and may give any such sub-committee power to co-opt additional Members from Members of the Company and any sub-committee so formed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Council. The Meetings and proceeding of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid. Any sub-committee to whom powers may be delegated under the provisions of this article shall inform the Council as soon as practicable of any decisions made and actions taken

60. All acts bona fide done by meetings of the Council or of any sub-committee of the Council or by any person acting as a Member of the Council shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council

61. The Council shall cause proper minutes to be made of all appointments of Officers made by the Council and of the proceedings of all meetings of the Company and of the Council and of sub-committees of the Council and all business transactions at such meetings and any such minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated

62. A resolution in writing signed by all the Members for the time being of the Council or of any committee of the Council being entitled to receive notice of a meeting of the Council or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such sub-committee duly convened and constituted. A resolution may be written on several documents of like form each signed by one or more Members of the Council. A document shall be deemed to be duly signed by an individual if telexed or cabled over his name

SECRETARY

63. The Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint or remove an assistant or deputy secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

TREASURER

64. The Council shall from time to time appoint a Treasurer or Honorary Treasurer who shall be a person other than the Secretary. The Council shall determine his power and duties fix his salary if any and at their discretion remove or suspend him from his office

65. The Council may also at any time appoint a temporary substitute for the Treasurer who shall for the purpose of these Articles be deemed to be the Treasurer

66. All monies payable to the Company shall be received by the Treasurer or such other officers of the Company or such banker as the Council shall appoint to receive the same. The receipt of the Treasurer or such other office or banker shall be a sufficient discharge

BANKERS

67. A banking account shall be kept in the name of the Company. It may be kept at such bank or banks as the Council shall from time to time appoint.

THE SEAL

68. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Council or of a Committee of the Council authorised by the Council in that behalf and every instrument to which the Seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second Member of the Council or by some other person appointed by the Council for the purpose. In favour of any Purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed. A register shall be kept of such sealings.

ACCOUNTS

69. The Council shall cause proper books of account to be kept with respect to:-

(a) All sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place

(b) All sales and purchases of goods by the Company; and

(c) The assets and liabilities of the Company Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions

70. The books of account shall be kept at the Office or subject to Section 222 of the Act at such other place or places as the Council shall think fit and shall always be open to the inspection of the Members of the Council subject to the provisions of Article 71

71. The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the Company or any of them and subject to such conditions and regulations the accounts and books of the Company shall be open to the inspection of Members at all reasonable times during business hours

72. At the Annual General Meeting in every year the Council shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up

to a date not more than four months before such meeting together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors and copies of such account balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by the law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting as required by the Act

AUDIT

73. Once at least in every calendar year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors

74. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

BRANCHES

75. The Council may from time to time create branches of the Company and may make bye-laws as to the objects constitution administration rules formation merger and dissolution of branches the delimitation from time to time of the areas and boundaries of branches the custody and disposal of branch records and papers the duties of their officers and terms of their employment and when the consent of the Council to their appointment or removal is required the manner in which property acquired or owned by a branch is to be vested and controlled and the disposal of it upon dissolution of a branch the observance by branches or a branch of directions from the Council and the relationship to the Company of its branches or any particular branch

NOTICES

76. The accidental omission to give notice of a meeting of the Company or of the Council or any committee or sub-committee of the Company or Council or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings held at any such meetings of the Company Council Committee or sub-committee thereof

77. A notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his address as appearing in the register of Members or by leaving it at that address

78. Any Member described in the register of Members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address but save as aforesaid only Members described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Company

79. Any notice if served by post shall be deemed to have been served on the day after the day following that on which the letter containing the same is put into the post (except that Sundays and Bank Holidays shall be ignored) and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter

DISSOLUTION

80. Clause 7 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles

LIABILITY AND INDEMNITY

81. The Company the Council and any sub-body of the Council and any Member of any such body as aforesaid and any officer of the Company shall not be liable for any act of commission or omission of any officer servant or agent thereof unless the act is expressly authorised in writing by or on behalf of the Council

82. Subject to the provisions of the Act these Articles and of Clause 3 of the Memorandum of Association every Member of the Council sub-body Auditor Secretary or other officer of the Company shall be entitled to be indemnified and secured harmless by the Company against all actions costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties in relation thereto

NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
Anthony Robert Hall Mowbray House 49 Park Lane Bewdley Worcestershire DY12 2AJ
Managing Director
Robert Hugh Barbour 10 Valley View Bewdley Worcestershire DY12 2JX
Schoolmaster
James Young Gallagher 68 Kidderminster Road Bewdley Worcestershire DY12 1BY
Radio Executive

Dated this 23rd day of January 1989

Witness to the above signatures :-

P. Adams
12 Sandborne Drive
Bewdley
Worcestershire

Company number 2388535

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BEWDLEY FESTIVAL LIMITED (Company)

3rd June 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as Special Resolutions

ORDINARY RESOLUTION

1. THAT Article 8 of the Memorandum of Association be amended by the deletion of the words "Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors"
2. THAT Articles 73 and 74 shall be deleted

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, a person entitled to vote on the above resolutions on 3rd June 2009 hereby irrevocably agrees to the Special Resolutions:

Signed

x