

UPSTART

Trustees' Annual Report

For the Financial Year 1 March 2015-29 February 2016

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Reference and administrative details

Charity Name: Upstart Theatre Limited, also known as Upstart Theatre

Charity Number: 1140419

Company Number: 6494297, registered in England

Registered Office: 37 Gartmoor Gardens, London SW19 6NX

Trustees on date of report:

Roger Woodhouse (chair)

Geoffrey (Jack) Bennett

Lorraine Cheesmur

Tom Davies

Lorna Hughes

Andrew Smaje.

Other Trustees in 2015-2016:

Jessica Beck

Anthony Biggs

Richard Darbourne

Zoë Lally

Hanna Osmolska

Louise Peckett.

Chief Executive and Artistic Director: Tom Mansfield

Bankers: The Co-Operative Bank, PO Box 250, Skelmersdale, WN8 6WT

Accountants: Counterculture Partnership LLP, ICA, The Mall, London SW1Y 5AH

The Trustees confirm that in preparing this Annual Report, they have had regard to the Charity Commission's guidance on public benefit.

The financial statements have been prepared in accordance with the accounting policies set out in notes to the accounts and comply with the charity's governing document, the Charities Act 2011 and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard for Smaller Entities published on 16 July 2014.

Objectives and Activities

Upstart Theatre's **Charitable Purpose** is 'to further the education of the public by developing and producing new works of theatre relating to contemporary issues'.

Upstart exists to create compelling and entertaining theatre which confronts the biggest questions facing the society we live in. We seek to make bold, innovative work combining formal inventiveness, gripping storytelling and excellence in performance, text, design and direction. We view theatre as a dialogue between performer, text and audience, and take every opportunity to provide opportunities for audiences to become players.

In 2015-2016, our activities were as follows:

- We began research and development and participatory workshops on **Phone Home**, our most ambitious project to date, which explored the European response to the refugee crisis by telling stories collaboratively between Upstart Theatre in London, Pathos Theater in Munich and Highway Productions in Athens.
- We prepared to programme **DARE**, our first ever festival of new and in-development theatre at Shoreditch Town Hall
- We delivered a successful live stream of Zodwa Nyoni's play **Nine Lives** from the Arcola Theatre, London.
- We also completed an organisational merger with **Oscar Mike Theatre**, with whom we had regularly collaborated, most notably on *The Situation Room*. Our Artistic Director, Tom Mansfield, had already been acting as joint artistic director of Oscar Mike, alongside James Blakey, who now becomes Associate Artistic Director of Upstart Theatre.

More detail on each of these activities is included in ***Achievements and Performance*** below.

Achievements and Performance

At the beginning of the 2015-2016 financial year, Upstart had established the following five goals:

1. Produce two new productions;
2. Develop our capabilities as a professional organisation;
3. Maintain a reserve fund of at least £1,000, and expand the reserve to £2,000;
4. Complete our organisational merger with Oscar Mike Theatre;
5. Develop an informal ensemble of theatre-makers.

Activity was taken towards each of these goals in 2015-2016 as detailed below.

Goal 1 – Produce 2 new productions

The original intention had been to perform both *Phone Home* and a second production in 2015-2016. Due to the complexity of *Phone Home* this turned out not to be practical. However, we made significant progress on the *Phone Home* project, laying the groundwork for a successful production in 2016-2017, and we delivered a live stream of *Nine Lives* by Zodwa Nyoni live from the Arcola Theatre.

Phone Home

Phone Home is a collaborative theatre project created by Upstart Theatre in London, Highway Productions in Athens and Pathos Theater in Munich, which aims to develop the prototype of a new form of international theatre co-operation. Based on a process of community-oriented artistic research, three theatres in three different European countries will create a performance that will be shown simultaneously on their respective stages while being interlinked via videoconferences on stage. The performance will also be available as a live stream via www.phonehome.eu.

Phone Home was originally intended to take place largely in the 2015 calendar year, with substantial workshop and performance activity beginning in September, which would lead up to performances in April 2016.

Due to the complexity of the project, and particularly of managing the schedules of three theatre companies working in three different cities, a joint decision was taken to begin workshops with participants in January 2016 and for the performances to take place in October 2016, thus making them part of the 2016-2017 financial year for Upstart.

In 2015-2016, *Phone Home* was awarded a grant by Creative Europe, the arts funding arm of the European Union, totalling €167,165.10, of which Upstart would receive funding of up to €55,445.85. Highway Productions were designated the 'Lead Partner' on the Creative Europe bid, meaning that they would be responsible for managing the financial relationship with the European Union. Of the amount due to Upstart, €38,812.10, was designated as 'pre-financing'. We received the first portion of this, €12,000, on 6 November 2015. The remainder of the pre-financing amounts would be transferred by Highway Productions at agreed intervals throughout the lifetime of the project. (Please note that exchange rates used in this report and accompanying accounts are based on the xe.com rate on the day payment was made or, in the case of accounts receivable, invoices issued.)

In order to receive the grant income the trustees decided to open a foreign currency bank account in Euros.

In 2015-2016, Upstart also received a grant of £500 from the Unity Theatre Trust towards the production costs of *Phone Home*.

The *Phone Home* project included a number of significant partnerships. The production partners were Pathos Theater in Munich and Highway Productions in Athens. In the UK, we worked alongside a group of partner organisations to develop the piece: Fairbeats! Music; the Write to Life group at Freedom from Torture; and Counterpoints Arts. Shoreditch Town Hall were the venue partner.

Our first workshops took place at Action for Refugees in Lewisham's Rainbow Club, on two Saturdays 9th and 16th January 2016. This is a Saturday morning club which offers support to young people from refugee and migrant backgrounds. Our Artistic Director, Tom Mansfield, delivered sessions alongside Fairbeats facilitators on two Saturday mornings, exploring the idea of 'home' with their Early Years, Key Stage 1 and Key Stage 2 students. Our colleagues from Fairbeats then continued to run weekly sessions on *Phone Home* throughout the spring term, during which they worked with the young people to write songs themed around 'home'. These would be documented by *Phone Home*'s video director, Rebecca Kenyon, and recorded by sound designer Duncan Grimley, as well as being performed at the Rainbow Club's end-of-term concert.

We also delivered two workshops at Freedom from Torture's London centre on 3 and 17th February. These workshops were delivered to members of Write to Life, the creative writing group of Freedom from Torture. The first workshop was facilitated by *Phone Home* dramaturg Zodwa Nyoni and Tom Mansfield, and explored approaches to writing dramatic monologues. While many of the Write to Life group had been writing for some time, writing for theatre was new to most of the group. In the second

workshop, we brought in two performers – Jennifer Jackson and Simon Carroll-Jones – to perform a selection of the monologues. This was perhaps the most successful element of the Write to Life workshops as it allowed the participants to see the power of their writing when performed by professional actors.

The Fairbeats and Write to Life workshops each allowed us to develop a relationship both with the workshop participants and the organisations who work with them most closely. Feedback from both groups was highly positive and led to developing relationships and projects later in 2016. From the point of view of our artistic team, these workshops gave us strong insight into the experience of refugees and migrants coming to the UK, so were invaluable preparation for *Phone Home*.

Additionally, we developed a project website for *Phone Home*, www.phonehome.eu, which would include information for audiences, participants and future practitioners. As a highly experimental production, we were mindful of our responsibility to disseminate the knowledge and experience gained through the workshops, rehearsals and performances.

Nine Lives

On Friday 29th January, we live streamed Leeds Studio's production of *Nine Lives* by Zodwa Nyoni from the Arcola Theatre in London. Our participation in this project had three main aims:

- 1) Develop our understanding of the skills, tools and technologies required to live stream performances;
- 2) Expand the audience for *Nine Lives*;
- 3) Prepare archive footage for future use by Leeds Studio.

From the perspective of the first objective, we were highly successful despite hitting several technical challenges on the performance day. We wrote a detailed report on the experience, ***Evaluating Upstart's Live Stream of Nine Lives from the Arcola Theatre***, which we published on www.phonehome.eu.

The total audience for the live stream was 47 unique users, which was considered sufficient given the limited amount of marketing for the stream (since the production was still touring, Leeds Studio chose to prioritise reaching a live audience). The recorded footage has since been used by Leeds Studio to continue to market the production to potential venues.

Upstart charged Leeds Studio £1,000 for the provision of this service. The cost of provision was £750 in freelance fees, £108.38 on computer equipment and £79.08

on other production costs. This led to a surplus of £62.54 which was added to our unrestricted funds.

DARE Festival

As part of our ongoing relationship with Shoreditch Town Hall, we set the date of the first Dare Festival for Saturday 30th April 2016. Shoreditch Town Hall agreed to fund the festival to the amount of £2,000, of which £1,000 was passed to Upstart Theatre in our 2015-2016 financial year. In line with the programming of *Phone Home* in October 2016, the theme of the Festival was 'crossing borders'. Developing the relationships and partnerships built through *Phone Home*, we invited Write to Life to perform their piece *Souvenirs*, and Counterpoints Arts introduced us to the poets' collective Bards Without Borders.

Goal 2 – Develop our capabilities as a professional organisation

Through 2015-2016 our key developments towards this goal were:

- Refreshing the Board of Trustees due to the retirement of several members;
- Ensuring that our artistic staff were paid appropriate rates for their work;
- Beginning the 'Monday Group', a weekly meeting of artists at Shoreditch Town Hall, which started operating on 29 February 2016.

Having spent some time as a micro-scale organisation in which a great deal of our work was unpaid, the receipt of the Creative Europe grant for *Phone Home* made a substantial difference to our operation. We could plan to pay our actors and creatives the Equity/Independent Theatre Council rates or above.

The retirement by rotation of several Board members meant that a significant recruitment drive was needed. This was managed by new trustee Tom Davies supported by Artistic Director Tom Mansfield and Chair Roger Woodhouse.

Goal 3 – maintain a reserve fund of £1,000, and expand the reserve to £2,000

By the close of the financial year, our reserve bank account balance was £2,500, of which £2,000 were unrestricted funds and £500 was the grant from the Unity Theatre Trust for *Phone Home*. The £2,000 figure had been achieved substantially through a single donation of £800 from Jennifer Walker, which also brought in £200 of Gift Aid.

Goal 4 - Complete our organisational merger with Oscar Mike Theatre

Ownership of Oscar Mike Theatre's intellectual and other property was passed to Upstart Theatre Ltd by Oscar Mike's proprietors, James Blakey and Tom Mansfield. This included no assets of calculable financial value, but allows Upstart to reference previous Oscar Mike projects such as The Situation Room, Wall and The Identity Project as part of Upstart's production history. Our relationship with Shoreditch Town Hall is also more firmly established as Upstart inherits Oscar Mike's status as an 'associate company' at Shoreditch Town Hall.

Goal 5 – develop an informal ensemble of artists

Action towards this goal was accomplished on the last day of the 2015-2016 financial year, with the first 'Monday Group' meeting at Shoreditch Town Hall. This was attended by a small group of artists with whom Upstart had a previous working relationship, including playwright Dawn King, actor Simon Carroll-Jones and director James Blakey. The group would meet regularly through spring 2016, giving artists the opportunity to develop a shared working space, exchange practices and discuss common problems.

Structure, Governance and Management

Upstart Theatre Limited is both a company limited by guarantee (company number 6494297, registered in England), and a registered charity (number 1140419).

The charity is governed by our Memorandum and Articles of Association.

The charity's Trustees are responsible for the overall management of the charity. Tom Mansfield is currently Company Secretary, Artistic Director and chief executive, and is responsible for its day-to-day activity. In 2015-2016, Upstart had no permanent employees and its management and planning was done on a voluntary basis by the Artistic Director, Phone Home Producer and Associate Artistic Director.

Management activities, including grant applications and reporting, were done on a voluntary basis. Staff were paid on a freelance basis for project work. During 2015-2016, 6 freelance staff were paid for project work across 3 main projects: *Phone Home*, the *Nine Lives* livestream and a workshop at Birkbeck, University of London.

The Board of Trustees meet on at least a quarterly basis.

Tom Mansfield is ultimately responsible for the recruitment of all artistic and management teams. In 2015-2016, James Blakey was Associate Artistic Director and Emma Sampson was Phone Home Producer. All three of these individuals are invited to attend Board meetings; Tom Mansfield must attend Board meetings.

The process for managing Trustee recruitment was led by Tom Davies, who became a trustee in this financial year. Tom Davies managed relationships with trustee recruitment websites and arranged informal meetings between potential new Trustees and Roger Woodhouse (chair of trustees) and Tom Mansfield to discuss the charity's operations. Should these informal meetings prove successful, potential new Trustees would then be invited to attend a Board meeting. Following this meeting, the full Board would consider whether to appoint the Trustee.

Financial review

2015-16 saw the *Phone Home* project receive a grant of €167,165, of which Upstart would receive funding of up to €55,446. The total budget for the UK portion of *Phone Home* was set at £82,013. The remaining funding for *Phone Home* was planned to come from:

- Ticket sales (£2,700)
- A guarantee from Shoreditch Town Hall (£1,500)
- Income from trusts and foundations (£2,000, of which £500 had been received from the Unity Theatre Trust by 29 February 2016)
- Fees for the DARE Festival going towards research and development, and participation activity (£1,000)
- A grant under the Grants for the Arts scheme run by Arts Council England (£39,094).

The Grants for the Arts application had been made on 4 January 2016 and a decision was expected within 12 weeks (in the event, Upstart received confirmation of the grant award on 1 March 2016). In the event of the Grants for the Arts application being unsuccessful, the Artistic Director and Phone Home Producer would prepare a significantly smaller budget for the production; however, the Trustees were mindful that it would have been necessary to prepare a second Grants for the Arts application since one of the Creative Europe grant conditions was that the European funding could make up a maximum of 60% of the total budget.

At the end of the 2015-16 financial year, Upstart had received £8,570 in Creative Europe pre-financing for *Phone Home*. The remaining €26,812, which would be paid as necessary for cash flow subject to Upstart's completion of the required reporting for Creative Europe, during the 2016-2017 financial year.

Additionally, Upstart received a grant of £500 from the Unity Theatre Trust towards *Phone Home*.

All income towards *Phone Home* is restricted as the grant agreements with both funders clearly reference the project as the purpose of the grant. All income on other projects are considered unrestricted.

The Trustees have established a policy of maintaining of a reserve of at least £1,000 as part of Upstart's Strategic Plan, and of expanding this reserve to £2,000. This amount is considered sufficient to cover any costs if it becomes necessary to wind up the charity.

Exemptions from disclosure

The Trustees have not asked for any exemptions from disclosure in this report.

Funds held as custodian trustee on behalf of others

The Charity did not operate as a custodian trustee in this financial year.

Signed on behalf of the Board of Directors and Trustees

Geoffrey Bennett
Trustee

Date:

Financial Statements

Upstart Theatre Limited					
(A Company Limited by Guarantee)					
STATEMENT OF FINANCIAL ACTIVITIES					
FOR THE YEAR ENDED 29 FEBRUARY 2016					
	Note	Restricted Funds	Unrestricted Funds	Total Funds	Total Funds
		2016	2016	2016	2015
		£	£	£	£
INCOMING RESOURCES					
Incoming resources from generated funds:					
Voluntary income	2	-	1,000	1,000	4,026
Activities for generating funds	3	-	-	-	-
Investment income	4	-	-	-	-
Incoming resources from charitable activities	5	9,098	2,240	11,338	11,396
TOTAL INCOMING RESOURCES		9,098	3,240	12,338	15,422
RESOURCES EXPENDED					
Cost of generating funds:					
Costs of generating voluntary income	7	-	-	-	-
Charitable activities		3,243	1,279	4,522	13,973
Governance costs	11	-	142	142	26
TOTAL RESOURCES EXPENDED	6	3,243	1,421	4,664	13,999
Net Income/(Expenditure) before transfer		5,855	1,819	7,674	1,423
Transfer between funds	17	-	-	-	-
NET MOVEMENT IN FUNDS		5,855	1,819	7,674	1,423
TOTAL FUNDS AT 28 FEBRUARY 2015		-	1,456	1,456	33
TOTAL FUNDS AT 29 FEBRUARY 2016		5,855	3,275	9,130	1,456

The notes on pages 16 to 23 form part of these financial statements.

Upstart Theatre Limited
(A Company Limited by Guarantee)

BALANCE SHEET
AS AT 29 FEBRUARY 2016

	Notes	2016	2016	2015	2015
		£	£	£	£
Fixed Assets					
Tangible Assets			973		-
CURRENT ASSETS					
Stock	14	-		-	
Debtors and prepayments	15	1,000		-	
Cash at bank and in hand		7,209		<u>1,456</u>	
		8,209		<u>1,456</u>	
CREDITORS: amounts falling due within one year					
	16	<u>(52)</u>		-	
		(52)		-	
NET CURRENT ASSETS			<u>9,130</u>		<u>1,456</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>9,130</u>		<u>1,456</u>
CHARITY FUNDS					
Restricted funds	17		5,854		-
Unrestricted funds:	17		3,275		<u>1,456</u>
			<u>9,130</u>		<u>1,456</u>

The financial statements have been prepared in accordance with the provisions applicable to small companies within Part 15 of Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved and authorised for issue by the Trustees on 28 November 2016 and signed on their behalf, by:

Geoffrey Bennett

Trustee

Company Registration No. 6494297

Upstart Theatre Limited, 37 Gartmoor Gardens, London SW19 6NX

Web: www.upstart-theatre.co.uk Twitter: @upstarttheatre Facebook: upstarttheatre

Registered in England, company number 6494297. Registered Charity number 1140419.

Upstart Theatre Limited			
(A Company Limited by Guarantee)			
STATEMENT OF FINANCIAL ACTIVITIES			
FOR THE YEAR ENDED 29 FEBRUARY 2016			
Comparison SOFA 2015	Restricted	Unrestricted	Total
	Funds	Funds	Funds
	2015	2015	
	£	£	£
INCOMING RESOURCES			
Incoming resources from generated funds:			
Voluntary income	717	3,308	4,025
Activities for generating funds	-	-	-
Investment income	-	-	-
Incoming resources from charitable activities	500	10,895	11,395
TOTAL INCOMING RESOURCES	1,217	14,203	15,421
RESOURCES EXPENDED			
Cost of generating funds:			
Costs of generating voluntary income	0	0	-
Charitable activities	1,156	12,817	13,973
Governance costs	0	26	26
TOTAL RESOURCES EXPENDED	1,156	12,843	13,999
Net Income/(Expenditure) before transfer	61	1,360	1,421
Transfer between funds	(61)	61	-
NET MOVEMENT IN FUNDS	0	1,421	1,421
TOTAL FUNDS AT 28 FEBRUARY 2014	-	33	33
TOTAL FUNDS AT 28 FEBRUARY 2015	0	1,454	1,454

Notes to the financial statements

1 ACCOUNTING POLICIES

1.1 BASIS OF ACCOUNTING

The financial statements have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard for Smaller Entities (the FRSSE) (effective 1 January 2015), applicable accounting standards and the Companies Act 2006.

For the year ending 29 February 2016 the company was entitled to exemption under section 477 of the Companies Act 2006 relating to small companies. The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts.

The accounts have been prepared in accordance with the micro-entity provisions and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The charity has taken advantage of the Companies Act 2006 and adapted the Companies Act formats to reflect the special nature of the charity's activities.

1.2 GOING CONCERN

The Trustees have reviewed the operating forecasts and the ongoing net asset position of the Charity. Since the year end further grant funding has been received and the Trustees are satisfied that additional funds will continue to become available to the Charity. Consequently the Trustees consider that the financial statements should be prepared on a going concern basis.

1.3 COMPANY STATUS

The company is a company limited by guarantee. The members of the company are the Trustees named on page 1. In the event of the company being wound up, the liability in respect of the guarantee is limited to £1 per member of the company.

1.4 FUND ACCOUNTING

General funds are unrestricted funds which are available for use at the discretion of the Trustees in furtherance of the general objectives of the company and which have not been designated for other purposes.

Restricted funds are funds which are to be used in accordance with specific restrictions imposed by donors or which have been raised by the company for particular purposes. The costs of raising and administering such funds are charged against the specific fund. The aim and use of each restricted fund is set out in the notes to the financial statements.

1.5 INCOMING RESOURCES

All incoming resources are included in the Statement of Financial Activities when the company has entitlement to the funds, certainty of receipt and the amount can be measured with sufficient reliability.

Grants are included as incoming resources when these are received / receivable.

Consultancy and training income and recognised in the period in which it is receivable and to the extent the services have been provided.

1.6 RESOURCES EXPENDED

Expenditure is accounted for on an accruals basis and has been included under expense categories that aggregate all costs for allocation to activities. Where costs cannot be directly attributed to particular activities that have been allocated on a basis consistent with the use of resources.

Support costs are those costs incurred directly in support of the expenditure on the objects of the company and include project management carried out at Headquarters. Governance costs are those incurred in connection with administration of the company and compliance with constitutional and statutory requirements.

All resources expended are inclusive of irrecoverable VAT.

1.7 STOCKS

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

1.8 ALLOCATION AND APPORTIONMENT OF COSTS

Expenditure is allocated between Cost of Generating Funds, Charitable Activities and Governance Costs on an actual basis where possible. Where actual allocations are not possible, apportionments are made based principally on employee time. The policy of apportionment is consistently applied year on year although the specific bases adopted will vary year on year with changing circumstances.

2 VOLUNTARY INCOME

	Restricted Funds 2016 £	Unrestricted Funds 2016 £	Total Funds 2015 £	Total Funds 2015 £
Donations (inc Gift Aid)	-	1,000	1,000	4,026
	<u>-</u>	<u>1,000</u>	<u>1,000</u>	<u>4,026</u>

3 FUNDRAISING INCOME

	Restricted Funds 2016 £	Unrestricted Funds 2016 £	Total Funds 2016 £	Total Funds 2015 £
Fundraising income	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

4 INVESTMENT INCOME

	Restricted Funds 2016 £	Unrestricted Funds 2016 £	Total Funds 2016 £	Total Funds 2015 £
Deposit account interest	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

5 INCOMING RESOURCES FROM CHARITABLE ACTIVITIES

	Restricted Funds 2016 £	Unrestricted Funds 2016 £	Total Funds 2016 £	Total Funds 2015 £
Grants from European Union	8,598	-	8,598	-
Grants from trusts and foundations	500	-	500	500
Workshop fees	-	240	240	-
Income from production partners	-	1,000	1,000	-
Crowdfunding campaigns	-	-	-	1,368
Ticket sales	-	-	-	9,060
Live streaming fees	-	1,000	1,000	-
Programme sales	-	-	-	468
	<u>9,098</u>	<u>2,240</u>	<u>11,338</u>	<u>11,396</u>
	<u>9,098</u>	<u>2,240</u>	<u>11,338</u>	<u>11,396</u>

6 ANALYSIS OF RESOURCES EXPENDED BY EXPENDITURE TYPE

	Direct Costs 2016 £	Support Costs 2016 £	Total Costs 2016 £	Total Costs 2015 £
Charitable activities	3,444	1,078	4,522	
Governance		142	142	
	<u>3,444</u>	<u>1,220</u>	<u>4,664</u>	<u>2,015</u>
	<u>3,444</u>	<u>1,220</u>	<u>4,664</u>	<u>2,015</u>

7 COSTS OF GENERATING VOLUNTARY INCOME

	Restricted Funds 2016 £	Unrestricted Funds 2016 £	Total Funds 2016 £	Total Funds 2015 £
Staff Costs	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u><u>-</u></u>	<u><u>-</u></u>	<u><u>-</u></u>	<u><u>-</u></u>

8 ANALYSIS OF RESOURCES EXPENDED BY ACTIVITIES

	Staff Costs 2016 £	Activities undertaken directly 2016 £	Support Costs 2016 £	Total 2016 £	Total 2015 £
Charitable activities	2,540	904	1,078	4,522	13,973
	<u>2,540</u>	<u>904</u>	<u>1,078</u>	<u>4,522</u>	<u>13,973</u>
	<u><u>2,540</u></u>	<u><u>904</u></u>	<u><u>1,078</u></u>	<u><u>4,522</u></u>	<u><u>13,973</u></u>

9 DIRECT COSTS

	2016 £	2015 £
Computer Equipment	90	-
Electronic Equipment	233	-
Freelance fees	2,540	3,289
Hospitality	-	17
Marketing	118	1,480
Materials for workshops	21	-
Miscellaneous	-	55
Production costs	79	2,362
Rehearsal Space Cost	-	600
Staff Expenses	9	-
Transport	-	126
Travel & accommodation	353	-
Venue charges	-	5,800
	<u>3,444</u>	<u>13,728</u>
	<u><u>3,444</u></u>	<u><u>13,728</u></u>

10 SUPPORT COSTS

	2016	2015
	£	£
Bank Charges	22	-
Computer Software	17	-
Depreciation	58	-
Insurance	981	245
	<u>1,078</u>	<u>245</u>

11 GOVERNANCE COSTS

	Restricted	Unrestricted	Total	Total
	Funds	Funds	Funds	Funds
	2016	2016	2016	2015
	£	£	£	£
Governance	-	142	142	26
	<u>-</u>	<u>142</u>	<u>142</u>	<u>26</u>

12 TRUSTEES AND RELATED PARTIES

During the period, no Trustees received any remuneration (2015 - £NIL)

During the period, no Trustees received any benefits in kind (2015 - £NIL)

During the period, no Trustees received reimbursements for expenses (2015 - £NIL)

13 STAFF COSTS

Staff costs were as follows:

	2016	2015
	£	£
Freelance fees	2,540	3,289
	<u>2,540</u>	<u>3,289</u>

The average monthly number of employees during the period was as follows:

	2016	2015
	No.	No.
	-	-
	<u>-</u>	<u>-</u>

14 STOCK

	2016	2015
	£	£
Finished goods and goods for resale	-	-
	<u>-</u>	<u>-</u>

15 DEBTORS

	2016	2015
	£	£
Trade Debtors	-	-
Other debtors	-	-
Prepayments and accrued income	1,000	-
	<u>1,000</u>	<u>-</u>

16 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2016	2015
	£	£
Other creditors	52	-
Accruals and deferred income	0	-
	<u>52</u>	<u>0</u>

17 STATEMENT OF FUNDS

	Brought forward	Incoming resources	Resources expended	Transfers	Carried forward
	£	£	£	£	£
UNRESTRICTED FUNDS					
GENERAL FUND	<u>1,456</u>	<u>3,240</u>	<u>(1,421)</u>	<u>-</u>	<u>3,274</u>
RESTRICTED FUNDS					
Creative Europe - Phone Home Grant	-	8,598	(3,243)	-	5,355
Unity Theatre Trust - Phone Home Grant	-	500	-	-	500
TOTAL RESTRICTED FUNDS	<u>-</u>	<u>9,098</u>	<u>(3,243)</u>	<u>-</u>	<u>5,855</u>
TOTAL OF FUNDS	<u>1,456</u>	<u>12,338</u>	<u>(4,664)</u>	<u>-</u>	<u>9,130</u>

Restricted funds represent unspent balances on grants received from the following sources for the specific purposes stated:

Creative Europe

Development and production of *Phone Home*. The grant was paid in Euro to Highway Productions in Greece, who in turn pass the grant income to Upstart.

Unity Theatre Trust

Production of *Phone Home* - grant of £500.

Appendix 1: Memorandum and Articles of Association

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE

Memorandum of Association of Upstart Theatre

1. The company's name is Upstart Theatre (and in this document it is called the Charity).
2. The Charity's registered office is to be situated in England.
3. The Charity's objects (the Objects) are

To further the education of the public by developing and producing new works of theatre relating to contemporary issues.

4. (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):

(a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

(b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993;

(d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;

(e) to co-operate with other Charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;

(h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(j) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;

(k) to:

(i) deposit or invest funds;

(ii) employ a professional fund-manager; and

(iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;

(l) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in subclause (2) of this clause, but subject to the restrictions specified in subclause (3) of the clause;

(m) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a Charity;

(n) to do all such other lawful things as are necessary for the achievement of the Objects;

(2) The liabilities referred to in sub-clause (1)(l) are:

(a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;

(b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

(3) (a) The following liabilities are excluded from sub-clause (2)(a):

(i) fines;

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;

(iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.

(b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

5. (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

(2) (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

(b) Subject to the restrictions in sub-clauses 4(2) and 4(3), a Director may benefit from Trustee indemnity insurance cover purchased at the Charity's expense.

(3) None of the income or 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. This does not prevent a member who is not also a Director receiving:

(a) a benefit from the Charity in the capacity of a beneficiary of the Charity;

(b) reasonable and proper remuneration for any goods or services supplied to the Charity.

(4) No Director may:

- (a) buy any goods or services from the Charity;
 - (b) sell goods, services, or any interest in land to the Charity;
 - (c) be employed by, or receive any remuneration from the Charity;
 - (d) receive any other financial benefit from the Charity; unless:
 - (i) the payment is permitted by sub-clause (5) of this clause and the Directors follow the procedure and observe the conditions set out in sub-clause (6) of this clause; or
 - (ii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- (5) (a) A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- (b) A Director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director.
- (c) A Director may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors.
- (d) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.
- (e) A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
- (6) (a) The Charity and its Directors may only rely upon the authority provided by sub-clause 5(5) if each of the following conditions is satisfied:
- (i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
 - (ii) The Director is absent from the part of any meeting at which there is discussion of:

- his or her employment or remuneration, or any matter concerning the contract; or
- his or her performance in the employment, or his or her performance of the contract; or
- any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 5(5); or
- any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 5(5).

(iii) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.

(iv) The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against that disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).

(v) The reason for their decision is recorded by the Directors in the minute book.

(vi) A majority of the Directors then in office have received no such payments.

(b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:

(i) a partner;

(ii) an employee;

(iii) a consultant;

(iv) a director; or

(v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

(7) In sub-clauses (2)-(6) of this clause 5:

(a) "Charity" shall include any company in which the Charity:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the Board of the company;

(b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

6. The liability of the members is limited.

7. Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

8. (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

- (a) directly for the Objects; or
- (b) by transfer to any Charity or Charities for purposes similar to the Objects; or
- (c) to any Charity for use for particular purposes that fall within the Objects;

(2) Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any Charity or Charities for purposes similar to the Objects; or

(c) to any Charity or Charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE

Articles of Association of Upstart Theatre

Interpretation.

1. In these articles:

"the Act" means the Companies Act 1985;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

"the Charity" means the company intended to be regulated by these articles;

"clear days" in relation to the period of a notice means a 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;

"the Commission" means the Charity Commissioners for England and Wales;

"the memorandum" means the memorandum of association of the Charity;

"officers" includes the Directors and the secretary;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the Directors" means the directors of the Charity. The directors are Charity Trustees as defined by Section 97 of the Charities Act 1993;

"the United Kingdom" means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Members.

2. (1) The subscribers to the memorandum are the first members of the Charity.

(2) Membership is open to other individuals or organisations who:

(a) apply to the Charity in the form required by the Directors; and

(b) are approved by the Directors.

(3) (a) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

(b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.

(4) Membership is not transferable to anyone else.

(5) The Directors must keep a register of names and addresses of the members.

Classes of Membership.

3. (1) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

(2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

(3) The rights attached to a class of membership may only be varied if:

(a) three-quarters of the members of that class consent in writing to the variation; or

(b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

(4) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership.

4. Membership is terminated if:

(1) the member dies or, if it is an organisation, ceases to exist;

(2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;

(3) any sum due from the member to the Charity is not paid in full within six months of it falling due;

(4) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

General meetings.

5. (1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

(3) All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. The Directors may call an extraordinary general meeting at any time. Notice of general meetings.

7. (1) The minimum periods of notice required to hold a general meeting of the Charity are:

- twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
- fourteen clear days for all other extraordinary general meetings.

(2) A general meeting may be called by shorter notice if it is so agreed:

- in the case of an annual general meeting, by all the members entitled to attend and vote; and
- in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.

(3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(4) The notice must be given to all the members and to the Directors and auditors.

8. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at general meetings.

9. (1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is:

- 5 members entitled to vote upon the business to be conducted at the meeting; or

- one tenth of the total membership at the time whichever is the greater.

(3) The authorised representative of a member organisation shall be counted in the quorum.

10. (1) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Directors shall determine.

(2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

(3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

11. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.

(3) If there is only one Director present and willing to act, he or she shall chair the meeting.

(4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

12. (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.

(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

13. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

(a) by the person chairing the meeting; or

(b) by at least two members having the right to vote at the meeting; or

(c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

(2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

(b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

(3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

(b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

(4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

14. If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

15. A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

Votes of members.

16. (1) Subject to Articles 3 and 14 and the next paragraph, every member, whether an individual or an organisation shall have one vote.

(2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.

17. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

18. (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

(2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may

continue to represent the organization until written notice to the contrary is received by the Charity.

(3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

Directors.

19. (1) A Director must be a natural person aged 18 years or older.

(2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 31.

20. The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

21. The first Directors shall be those persons notified to Companies House as the first directors of the Charity.

22. A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

Powers of Directors.

23. (1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.

(2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

(3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Retirement.

24. At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the Directors or, if their number is not three or a

multiple of three, the number nearest to one third must retire from office. If there is only one Director he or she must retire.

25. (1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(2) If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

The Appointment of Directors.

26. The Charity may by ordinary resolution:

- appoint a person who is willing to act to be a Director; and
- determine the rotation in which any additional Directors are to retire.

27. No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:

- (1) he or she is recommended for re-election by the Directors; or
- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Director;
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

28. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.

29. (1) The Directors may appoint a person who is willing to act to be a Director.

(2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.

30. The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors. Disqualification and removal of Directors.

31. A Director shall cease to hold office if he or she:

(1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;

(2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(3) ceases to be a member of the Charity;

(4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(5) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or

(6) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

Directors' remuneration.

32. The Directors must not be paid any remuneration unless it is authorized by clause 5 of the Memorandum.

Proceedings of Directors.

33. (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

(2) Any Director may call a meeting of the Directors.

(3) The secretary must call a meeting of the Directors if requested to do so by a Director.

(4) Questions arising at a meeting shall be decided by a majority of votes.

(5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

34. (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.

(2) The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.

(3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

35. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

36. (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.

(2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

(3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.

37. (1) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.

(2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

Delegation.

38. (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.

(2) The Directors may impose conditions when delegating, including the conditions that:

- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

(3) The Directors may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

39. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

40. (1) Subject to paragraph 40(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Director; and
- that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

(2) Paragraph 40(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 40(1), the resolution would have been void, or if the Director has not complied with article 39.

Seal.

41. If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

Minutes.

42. The Directors must keep minutes of all:

- (1) appointments of officers made by the Directors;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Directors and committees of Directors including:
 - the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

Accounts.

43. (1) The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or

adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

(2) The Directors must keep accounting records as required by sections 221 and 222 of the Act.

Annual Report and Return and Register of Charities.

44. (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to:

- (a) the transmission of the statements of account to the Charity;
- (b) the preparation of an annual report and its transmission to the Commission;
- (c) the preparation of an annual return and its transmission to the Commission.

(2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

45. Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given using electronic communications.

46. (1) The Charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communications to the member's address.

(2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

47. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for

which it was called.

48. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

(3) A notice shall be deemed to be given:

(a) 48 hours after the envelope containing it was posted; or

(b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity.

49. The Charity shall indemnify every Director, Auditor, Reporting Accountant, or other officer of the Charity against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.

Rules.

50. (1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

(2) The bye laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

(c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

(d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles;

(e) generally, all such matters as are commonly the subject matter of company rules.

(3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

(4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.

(5) The rules or bye laws, shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.