

**The Companies Acts 1985 & 1989**

**COMPANY LIMITED BY GUARANTEE**

**Memorandum of Association of MUSICA**

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1. The name of the Company is “Musica” (hereinafter called “the Company”)
2. The registered office of the Company will be situated in England and Wales
3. The objects of the Company shall be:  
  
To promote maintain and advance the creative education of the public  
  
Through participation in creative activities, in particular music, to improve the self esteem wellbeing and life chances of people of all ages who are disadvantaged by personal circumstances such as disability, ill health, poverty or isolation
4. In furtherance of the above objects but not further or otherwise the Company shall have the following powers:
  - a. To provide creative activities, particularly music, training and support to the public and generally fulfil any one or more of the objects.
  - b. To commission and research into matters which in the opinion of the Company would further the objects and to arrange, organise and conduct training courses, seminars, workshops, lectures and conferences in order to share and disseminate such research.
  - c. To purchase, lease, hire or otherwise acquire any land, buildings, stadia, halls, dwelling houses, household, school or office furniture, cameras, projectors, radios, amplifiers, musical instruments, public address systems, motor vehicles, commercial vans, hospitals, medical equipment, printing equipment or any other chattels.
  - d. Subject to such consents if any as maybe required in law to borrow and raise money for the furtherance of the objectives in such manner and in such security as the Company may think it fit.
  - e. To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provide that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and provide also that subject to the provisions of Clause 4(r) hereof the Company shall not undertake any permanent trading activities in raising funds for the objects and shall conform to any relevant statutory regulations.

- f. To lend money and give credit to take security for such loans or credit form, and to guarantee and become or give security for the performance of contracts and obligations by any charitable body where this will directly further the objects.
- g. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques, warrants and other negotiable transferable or mercantile instruments and to operate bank accounts in the name of the Company.
- h. To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debenture stock or other security or obligations of any other company.
- i. To invest the monies of the Company not immediately required for the furtherance of the Objects in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- j. To purchase, take or lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain alter and improve any buildings or erections or other property.
- k. Subject to such consents, if any, as may be required in law to sell, let mortgage, dispose of or turn to account all or any of the property or assets of the Company.
- l. Subject to Clause 5 hereof to employ and pay such Architects, Surveyors, Solicitors and other professional persons, workmen, clerks and other staff not being directors of the Company (hereinafter referred to as "the trustees") as are necessary for the proper pursuit of the objects or any of them.
- m. To make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their dependants.
- n. To establish, support, subscribe to become a member of or amalgamate or co-operate with 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 part similar to those of the Company and which by its governing instrument 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 5 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 or any such charitable organisation, institution, society or body.
- o. To establish and support or aid 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.

- p To co-operate and co-ordinate with representatives of other registered charities, voluntary organisations and statutory authorities or other bodies in achieving the Objects or any of them.
  - q To pay out of the funds of the Company all or any expenses incurred in connection with the promotion, formation and incorporation of the Company as a company and registration with the Charity Commissioners for England and Wales.
  - r Subject to the requirements of the law relating to Charities in England and Wales to engage in such trading as is permissible for the purpose of furthering the Objects or any of them.
  - s To merge or amalgamate with any other charitable organisation (including but not by way of limitation a Charitable Company, Trust and un-incorporated association or otherwise) with similar objects to those of the Company.
5. The income and property of the Company shall be applied solely towards the promotion of its Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise whatsoever by way of profit to the members of the Company; PROVIDED THAT nothing shall prevent any payment in good faith by the Company:
- a) Of the usual professional charges for business done by any member of the Board of Trustees who is a solicitor, accountant or other person engaged in a profession, or by any partner of her or his, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Board of Trustees benefit under this provision and that a member of the Board of Trustees shall withdraw from any meeting at which her or his appointment or remuneration, or that of her or his partner, is under discussion; and provided also that nothing shall authorise a member of the Board of Trustees or her/his firm to act as auditor to the Company;
  - b) Of interest on money lent by any member of the Company (or of its Board of Trustees) at a rate per annum not exceeding 2 per cent below the base lending rate of the Company's bankers from time to time;
  - c) Of reasonable and proper rent for premises demised or let by any member of the Company (or of its Board of Trustees);
  - d) Of grants, loans, donations or any other kind of financial assistance to any individual, organisation, firm, company, society or statutory authority which is a member of the Company or of its Board of Trustees or is represented on the Board of Trustees provided that any such assistance is in respect of charitable activities in furtherance of the objects of the Company;
  - e) Of payment of any premium in respect of any insurance as permitted by clause 4(o);
  - f) To any member of the Board of Trustees in respect of reasonable out-of-pocket expenses.

6. The liability of the membership is limited.
7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. 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 be given or transferred to some other charity or charities having objects similar to the Objects of the Company as may be determined by a General Meeting at the time of or prior to the winding up or dissolution of the Company.

## **The Companies Acts 1985 AND 1989**

### **Company Limited by Guarantee and not having a Share Capital**

#### **Articles of Association of**

#### **MUSICA**

#### **Interpretation**

1 In these articles:

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

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“the articles” means these Articles of Association of the Charity;

“clear days” in relation to the period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“executed” includes any mode of execution;

“the memorandum” means the memorandum of association of the Charity;

“office” means the registered office of the Charity;

“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 trustees” means the directors of the Charity (and “trustee” has a corresponding meaning);

“the United Kingdom” means Great Britain and Northern Ireland; and

Words importing the masculine gender only shall include the feminine gender.

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

expressions referring to “writing” shall, unless a contrary intention appears, be construed as a reference to printing lithography photography and other modes of representing or reproducing words in visible form.

## **Members**

2 (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 62 shall be members of the Charity. No person shall be admitted as a member of the Charity unless his application for membership is approved by the trustees

(2) Unless the trustees or the Charity in general meeting shall make other provision under Article 62, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

(3) Every member shall confirm in writing that he subscribes to the Statement of Belief

## **General meetings**

3

The Charity shall hold an annual general meeting each year in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4

The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are

not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

### **Notice of general meetings**

- 5 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty one clear days notice. All other extraordinary general meetings shall be called by at least fourteen clear days notice but 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 any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the trustees and auditors

- 1) 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**

- 2) No business shall be transacted, unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum
- 3) If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
- 4) The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.

- 5)  
If no trustee is willing to act as chairman or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- 6)  
A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting
- 7)  
The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 8)  
A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - 1)  
by the chairman; or
  - 2)  
by at least two members having the right to vote at the meeting; or
  - 3)  
by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- 9)  
Unless a poll is duly demanded and declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 10)  
The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

11)

A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

12)

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

13)

A poll demanded on the election of a chairman or on a question of adjournment shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

14)

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

15)

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 duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the charity duly convened and held

### **Votes of members**

16)

Every member shall have one vote.

17)

No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid

18)

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objections made in due time shall be referred to the chairman whose decision shall be final and conclusive.

19)



A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in case of the poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

20)

Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

### **Trustees**

21)

The number of trustees shall be not less than two but not more than six (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

22)

The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequent in the articles.

### **Powers of Trustees**

23)

Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not limited by any special power given to the trustees by the articles and a meeting of trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

24)

In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:

1)

To expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;

2)  
To enter into contracts on behalf of the Charity

3)  
Subject to such consents as are required by law to exercise all the powers of the charity to borrow money and to mortgage or charge its undertaking or property or any part or parts therefore and to issue debentures, debenture stock and other securities whether outright or as security or as security for any debt liability or obligation of the charity or any charitable body where this will directly further the objects of the charity.

### **Appointment and retirement of trustees**

25)  
No person shall be appointed a trustee at any general meeting unless:

1)  
He is recommended by the trustees: or

2)  
Not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment stating the particulars which would, if he were so appointed by required to be included in the Charity's register of Trustees together with a notice executed be, that person of his willingness to be appointed.

26)  
No person may be appointed as a trustee:

1) Unless he has attained the age of 18 years; or

2) In circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 36

27)  
Not less than seven nor more than twenty eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the trustees for appointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed be required to be included in the Charity's register of trustees.

28)

Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.

29)

The trustees may appoint a person who is willing to act as a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

30)

Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed

31)

A trustee shall cease to hold office if he

1)

Ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

2)

Becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

3)

Resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

4)

Is absent without the permission of the trustees who may resolve that his office be vacated.

### **Trustees' expenses.**

32)

The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

### **Trustees' appointments.**

33)

Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the charity. Any such appointment may be made upon such terms as the trustee determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee.

34)

No trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or interest otherwise than as a trustee in any other contract to which the Charity is a party.

### **Proceedings of trustees**

35)

Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality the chairman shall not have a second or casting vote.

36)

The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.

37)

The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

38)

The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.

39)

The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such subcommittees shall be fully and promptly reported to the trustees.

40)

All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

41)

A resolution in writing, signed by all trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such resolution may consist of several documents in the same form each signed by one or more of the trustees

42)

Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity.

### **Secretary.**

43)

Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term and at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

### **Minutes.**

44)

The trustees shall keep minutes in books kept for the purposes:

(1)

of all appointments of officers made by trustees; and

(2)

of all proceedings and resolutions passed at meetings of the Charity and of the Trustees and of committees of trustees including the names of all trustees present at each such meeting.

### **Patrons**

45)

There may be one or more patrons of the charity. These positions shall be honorary and the holders shall not be members of the charity or trustees. They may be entitled to receive notice of and attend and speak at the General Meetings of the charity but shall not be entitled to vote at such meetings.

46)

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A patron or patrons may be appointed at any time or times (without limited number) by the trustees.

Every patron shall hold office until the conclusion of the General Meeting of the charity on or next following the fifth anniversary of him becoming a patron or until he resigns his position by notice in writing delivered to the office or until he shall be removed by resolution of the trustees. Any patron ceasing to be such under this Article shall be eligible for re-election except where he is removed by resolution of the trustees.

### **Execution of documents**

47)

Documents shall only be executed by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall execute any instrument as a deed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

### **Accounts**

48)

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

### **Annual Report**

49)

The trustees shall comply with all obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an Annual Report and its transmission to the Commissioners.

### **Annual Return**

50)

The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an Annual Return and its transmission to the Commissioners.

### **Notices**

51)

Any notices to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing

52)

The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at the address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

53)

A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and where, necessary of the purposes for which it was called.

54)

Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## **Indemnity**

Subject to the provision of the Act:

1)

Every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

2)

In the execution of his duties and the exercise of his rights in relation to the affairs of the charity (and without prejudice to any indemnity to which he may otherwise be entitled) every trustee shall be entitled to be indemnified out of the assets of the charity against any costs, losses, claims, actions or other liabilities suffered or incurred by him in good faith and arising by reason of any improper investment made by or for the charity in good faith (so long as he shall have sought professional advice before making or procuring the making of the investment) or by reason of any negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by him or by reason of any other matter or anything other than deliberate fraud, wrongdoing omission on the part of the trustee who is sought to be made liable.

## **Rules**

62)1) the trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct, and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye law regulate:

i)

the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their

membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

ii)

the conduct of members of the Charity in relation to one another, and to the Charity's servants;

iii)

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 purposes or purposes;

iv)

the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedures is not regulated by the articles;

v)

generally, all such matters as are commonly the subject matter of company rules

3)

The Charity in general meeting shall have power to alter, add to or repeal rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rules or bye laws shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum of the articles.

***NOTE: A signed copy of this memorandum is held at the Musica registered offices***