

THE COMPANIES ACTS 1985 & 1989

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION
of
SOCIETY FOR STORYTELLING

1. The name of the Company, (hereinafter called 'the Association') is Society for Storytelling.
2. The registered office of the Association shall be situated in England and Wales.
3. The objects for which the Association are established are:
To advance the education of the public in the knowledge of the art, practice and value of oral storytelling, and in the knowledge of the oral traditions of all the peoples and cultures of the world by actively promoting the exploration and sharing of oral storytelling and stories whether locally, regionally or internationally, formally or informally.

And the Association shall have the following powers exercisable in furtherance of its said objects but not further or otherwise, namely:

- a) to advise the public about storytelling in its diverse forms, and educational establishments of the nature and scope of storytelling and its benefits to the education of children and adults.
- b) to present, promote, organise, provide, manage and produce, festivals, performances, plays, films, broadcasts, concerts, musical pieces, entertainments, exhibitions, events, tutorials, seminars, courses and workshops, whether on any premises of the Association or elsewhere.
- c) to procure to be written, printed, published and issued gratuitously or otherwise such papers, books, pamphlets, or other documents as shall further the above objects and to establish centres of information and create archives and libraries of reference relating to storytelling, stories and related subjects.
- d) to commission research projects in the United Kingdom and elsewhere and to promulgate the useful results thereof.
- e) to liaise with and exchange useful information with similar organisations both in the United Kingdom and abroad.
- f) to open and maintain a bank account or bank accounts in the name of the Association.
- g) to employ staff and/or agents, and to make provision for the proper remuneration of any such persons including power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows, widowers and other dependants.
- h) subject to such consents as may be required by law, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary for the

promotion of its objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Association.

i) subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought necessary for the promotion of its objects.

j) to undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be necessary for its objects.

k) subject to such consents as may be required by law, to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit PROVIDED ALWAYS that the Association shall undertake no permanent trading activities in raising funds to achieve its charitable objects.

l) to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

m) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.

n) to establish, operate and maintain or to cooperate with others in establishing, operating and maintaining at such places as may be deemed appropriate by the Association any dining and refreshment rooms, stalls and facilities for the supply thereof of food, drink and refreshments in furtherance of the objects PROVIDED THAT such food, drink or refreshments shall only be available to persons participating in the activities of the Association.

o) to do all such other lawful things as shall further any or all of the above objects.

PROVIDED THAT:

1) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts.

2) The objects of the Association shall not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers.

3) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Directors of the Association shall be chargeable for

any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property and to the same extent as they would as such Board of Directors have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Directors, but they shall as regards to any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association and no member of the Board of Directors shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association. PROVIDED THAT nothing herein shall prevent the payment, in good faith by the Association:

A) of reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association (not being a member of its Board of Directors), provided nevertheless that a member of the Board of Directors shall be entitled to be reimbursed for any reasonable out-of-pocket expenses incurred in carrying out any business of the Association.

B) of interest on money lent by any member of the Company or of its Board of Directors at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the Board of Directors or 3% whichever is the greater.

C) of reasonable and proper rent for premises demised or let by any member of the Association or of its Board of Directors.

D) of fees, remuneration or other benefit in money or money's worth to a company of which a member of its Board of Directors may be a member holding not more than one hundredth part of the capital of such a company.

5. No additions, alterations or amendments shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Charity Commissioners for England and Wales.

6. The liability of the members is limited.

7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Association 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 contributors among themselves, such amount

as may be required no exceeding one pound.

8. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Association, and shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object subject to the prior approval of the Charity Commissioners for England and Wales.

THE COMPANIES ACTS 1985 & 1989

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION
of
SOCIETY FOR STORYTELLING

GENERAL

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

WORDS

MEANINGS

The Act	The Companies Act 1985
These presents	These Articles of Association and the regulations of the Association from time to time in force.
The Association	The above named Company.
The Management Committee	The Council of Management for the time being of the Association.
The Office	The registered office of the Association.
The Seal	The common seal of the Association.
The United Kingdom	Great Britain & Northern Ireland.
Month	Calendar Month.
In Writing	Written, printed or lithographed, or partly of one and partly another, and other modes representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

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

2. The number of members with which the Association proposes to be registered is 20 but the Board of Directors may from time to time register an increase of members.

3. The Board of Directors shall have the right, for good and sufficient reason, to terminate the membership of any member PROVIDED ALWAYS that the member concerned shall have a right to be heard before a final decision is made.

4. The provisions of section 352 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

5. The Association is established for the purposes expressed in the Memorandum of Association.

6. The subscribers to the Memorandum of Association and such other persons as the Association shall admit to membership, in accordance with such regulations as the Board of Directors shall make from time to time, shall be members of the Association.

GENERAL MEETINGS

7. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting, at such time and place as may be determined by the Association, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting, except the first, shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association 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.

8. All meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

9. The Board of Directors may, whenever they think fit, convene a General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.

10. At least twenty-one days notice, in writing, must be given of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and at least fourteen days notice, in writing of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may see fit.

11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Directors and the Auditors, the election of members of the Board of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 10 members or one/tenth of the membership shall be a quorum.

14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board of Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

15. The Chairperson (if any) of the Board of Directors shall preside as Chairperson at every General Meeting, but if there be no such Chairperson, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board of Directors, or if no such member is present, or if all the members of the Board of Directors present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

16. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business that might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

17. All resolutions shall be voted on by postal ballot. Any member may propose a resolution and the votes for and against it shall be counted and the result declared at the General Meeting. All such resolutions, their proposers and seconders, shall be notified to the Secretary at least 28 days before the ballot papers are distributed and the latter shall be sent out, together with notice of the Meeting not less than 21 days before the date of such Meeting. Ballot papers may be posted or delivered by hand. A two thirds majority will be required for any special resolution otherwise a simple majority will suffice.

18. Subject to the provisions of Article 19, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.

20. In the case of an equality of votes, the Chairperson of the meeting shall be entitled to a second or casting vote.

21. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

22. Subject as hereinafter provided, every member shall have one vote.

23. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his or her membership, shall be entitled to vote on any question at any General Meeting.

BOARD OF DIRECTORS

24. The number of Directors shall never be less than three, and unless otherwise determined by a General Meeting shall not be more than nine.

25. The first Directors shall be the subscribers to the Memorandum of Association.

26. The Board of Directors may from time to time and at any time appoint any member of the Association as a member of the Board of Directors, either to fill a casual vacancy or by way of addition to the Board, provided that the proscribed maximum be not thereby exceeded. Any member so appointed shall retain his or her office only until the next Annual General Meeting, but he or she shall then be eligible for re-election.

27. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a Director.

POWERS OF THE DIRECTORS

28. The business of the Association shall be managed by the Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised or done by the Association, and as are not by statute or these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with

the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

29. The members for the time being of the Board of Directors may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board of Directors for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

30. The Secretary shall be appointed by the Board of Directors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of section 283 of the Act shall apply and be observed. The Board of Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting PROVIDED ALWAYS that no member of the Board of Directors shall occupy the salaried position of Secretary.

THE SEAL

31. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least one Director and of the Secretary, the said Director and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF DIRECTORS

32. The office of Director shall be vacated:

- A) If he or she ceases to be a Director by virtue of any provision in the Act or is disqualified from acting as a Director by virtue of section 45 of the Charities Act 1992 or any statutory re-enactment or modification thereof.
- B) If he or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her property and affairs.
- C) If by notice in writing to the Association he or she resigns his or her office.
- D) If he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986

E) If he or she is removed from office by a resolution duly passed pursuant to section 303 of the Act.

F) If he or she fails, without reasonable excuse, to attend three consecutive meetings of the Board of Directors.

ROTATION OF MEMBERS OF THE BOARD OF DIRECTORS

33. At the first Annual General Meeting and at the Annual General Meeting to be held in subsequent years, when there are seven Directors, three (and in alternate years four) of the members of the Board of Directors for the time being shall retire from office. Where there are nine Directors, the equivalent numbers shall be four and five.

34. The members of the Board of Directors to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his or her last election or appointment. A retiring member of the Board of Directors shall be eligible for re-election.

35. The Association may, at the meeting at which a member of the Board of Directors retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such a member shall have been put to the meeting and lost.

36. No person not being a member of the Board of Directors retiring at the meeting shall, unless recommended by the Board for election, be eligible for election as Director at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting at which such notice is given, of his or her intention to propose such person to be proposed (such proposition to be seconded) and of his or her willingness to be elected. The prescribed time above mentioned shall be not less than sixty days before the Annual or other General Meeting at which the election is due to take place.

37. The Association may from time to time in General Meeting increase the number of Directors, and determine in what rotation such increased number shall go out of office, and may make the appointments necessary for effecting any such increase.

38. The Association may by ordinary resolution, of which special notice has been given in accordance with section 379 of the Act, remove any Director before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Association and such Director.

PROCEEDINGS OF THE BOARD OF DIRECTORS

39. The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that the quorum for meetings of the Board of Directors shall never be less than one third or three (whichever is the greater number) of the members of the Board of Directors. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote.

40. A member of the Board of Directors may, and on the request of a member of the Board of Directors the Secretary shall, at any time, summon a meeting of the Board of Directors by notice served upon the several members of the Board of Directors. A member of the Board of Directors who is absent from the United Kingdom shall be notified only if they have left their address with the Secretary and will only be mailed on the same day as the other Directors even if that means that they will receive their notice at a later date.

41. The Board of Directors shall from time to time elect a Chairperson who shall be entitled to preside at all meetings of the Board of Directors at which he or she shall be present, and may determine for what period he or she is to hold office, but if no such Chairperson be elected, or if at any meeting the Chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board of Directors present shall choose one of their number to be Chairperson of the meeting.

42. A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all the regulations of the Association for the time being vested in the Board of Directors generally.

43. The Board of Directors may delegate any of their powers to committees consisting of such member or members of the Board of Directors or others as they think fit, and any committee so formed shall, in exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by regulations made by the Board of Directors. Any such committees shall report to the Board of Directors on any decisions taken as soon as possible. No such committee shall incur expenditure on behalf of the Association except in accordance with a budget which has been approved by the Board.

44. All acts bona fide done by any meeting of the Board of Directors or by any committee of the Directors, or by any person acting as a member of the Board of Directors, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were

disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.

45. The Board of Directors shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board of Directors and of committees of Directors, and all such business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

46. A resolution in writing signed by all members for the time being of the Board of Directors or of any committee of Directors who are entitled to receive notice of a meeting of the Board of Directors or of such committee shall be as valid and effectual as if it had been passed at a duly convened and constituted meeting of the Board of Directors or such committee (as the case may be).

ACCOUNTS

47. The Board of Directors shall cause proper books of account to be kept with respect to:

A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;

B) all sales and purchases of goods by the Association; and

C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

48. The books of account shall be kept at the registered office or at such other place or places as the Board of Directors shall think fit, and shall always be open to the inspection of the Board of Directors.

49. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and/or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Board of Directors, and no member (not being a member of the Board of Directors) shall have any right of inspecting any account or book or document of the Association except as confirmed by statute or authorised by the Board of Directors or by the Association in General Meeting.

50. At the Annual General Meeting in every year the Board of Directors shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than ten months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports

of the Directors and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 240 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the Act.

AUDIT

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

52. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Board of Directors being treated as the Directors mentioned in the relevant sections.

NOTICES

53. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the register of members.

54. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which such notices may be served upon him or her shall be entitled to have notices served upon him or her at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

55. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

56. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

57. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every member of the Board of Directors or other officer or Auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.