



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **11267585**

The Registrar of Companies for England and Wales, hereby certifies that

THE ASYLUM ART GALLERY LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales.

Given at Companies House, Cardiff, on **21st March 2018**.

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

MISSION STATEMENT

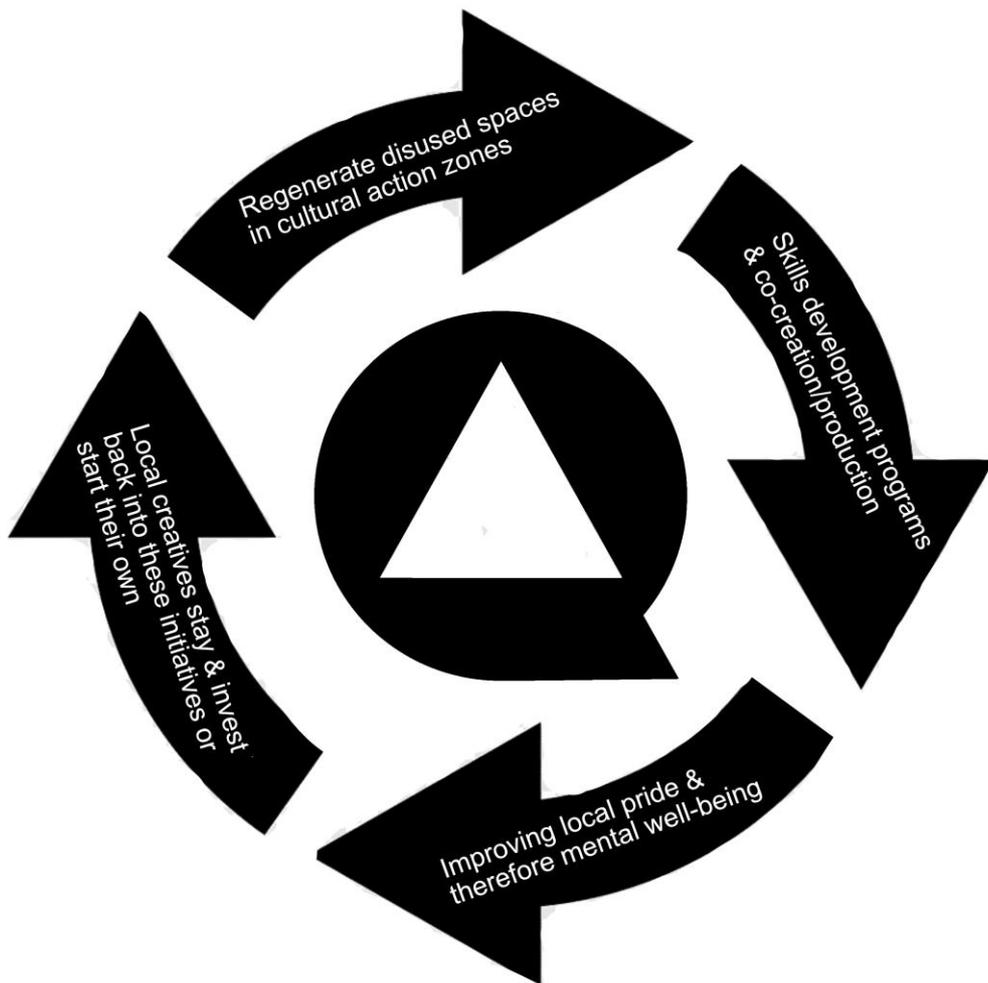
THE ASYLUM ART GALLERY WAS FORMED IN SEPTEMBER 2014, BY RENOVATING A DISUSED WAREHOUSE IN CHAPEL ASH. IT NOW COMPRISES OF A GALLERY SPACE, ARTIST STUDIOS, COMMERCIAL SPACE, EVENTS SPACE, DIGITAL AND PHYSICAL LIBRARY AND PHOTO STUDIO.

WE ARE PASSIONATE ABOUT REGENERATION AND THE NURTURING OF ART WITHIN THE COMMUNITY, BY PROVIDING A FREE SPACE TO SHOWCASE WORK.

“TO PROVIDE LOCAL ARTISTS FROM A WIDE RANGE OF BACKGROUNDS WITH THE SPACE, RESOURCES, MENTORING, AND SUPPORT THAT WILL ENABLE THEM TO DEVELOP THEIR PRACTICE AND TO SUPPORT THE REGENERATION OF OUR REGION THROUGH CULTURE. WE ARE PASSIONATE ABOUT REGENERATION AND THE NURTURING OF ART WITHIN THE COMMUNITY; TO THIS END, WE PROVIDE FREE SPACES FOR ARTISTS TO SHOW WORK, AND WE CONSISTENTLY WORK IN PARTNERSHIP WITH LOCAL GOVERNMENT, HIGHER AND FURTHER EDUCATION, THE YOUTH SECTOR, AND SCHOOLS TO BUILD A STRONG CREATIVE COMMUNITY IN OUR LOCALE AND TO INCREASE OPPORTUNITIES FOR THE PEOPLE OF WOLVERHAMPTON AND BLACK COUNTRY.”

REGENERATING DISUSED SPACES FOR THE DEVELOPMENT OF ART IS INTEGRAL TO IMPROVING THE DISTRICT AND THE SELF-ESTEEM AND PRIDE OF THE COMMUNITY.

THEREFORE, OUR APPROACH IS PURPOSEFULLY ALIGNED WITH THE WIDER STRATEGY FOR WOLVERHAMPTON CITY – **A CIRCULAR ECONOMY**; THAT THROUGH THE REGENERATION OF DISUSED AND EMPTY SPACES FOR LOCAL CREATIVES TO HAVE THE OPPORTUNITY FOR CO-CREATION, PRACTICALLY EMBEDS PLACEMAKING, IN TURN DEVELOPS SKILLS, WHICH IN TURN FOSTERS COMMUNITY PRIDE AND IMPROVES MENTAL WELLBEING. ALL OF THIS UNDERPINS SUPPORTING ENVIRONMENTAL SUSTAINABILITY, THROUGH THE FOCUS OF REGIONAL IMPROVEMENT, NOT OUTSOURCING OR BUILDING BUT RECOGNISING WHAT WE HAVE.



WE ARE 'THE ASYLUM' ART GALLERY LTD.

A ORGANISATION THAT WORKS WITH OUR COMMUNITIES TO FOSTER VIBRANT ART FROM LOCAL ARTISTS.

THOSE WHO ARE A PART OF THE DIRECTORS WITH SHARES TO THE GALLERY AGREE THAT;

1. ALL EQUIPMENT OR RESOURCES DONATED TO THE GALLERY WILL REMAIN THE GALLERIES FOR THE USE OF THE COMMUNITY AND CANNOT BE REMOVED BY SHAREHOLDERS.
2. THERE WILL BE AT LEAST 4 FREE EXHIBITION SPACES A YEAR FOR THE USE OF LOCAL ARTISTS AND THOSE WHO MEET OUR CRITERIA WILL NOT BE CHARGED FOR USE OF THE SPACE OR FOR MENTORING AND CURATION.
3. WE WILL PRIORITISE EVENTS THAT DISCUSS AND INVOLVE A MINORITY SUCH AS; DISABILITY AND MENTAL HEALTH, REFUGEES, HOMELESS OR THOSE BRINGING AWARENESS TO A HISTORICAL OR POLITICAL EVENT.
4. WE WILL PROMOTE AND ENGAGE LOCAL SCHOOLS, COLLEGES, UNIVERSITIES AND COMMUNITY GROUPS OR CHARITIES THAT WISH TO LEARN PROFESSIONAL EVENTS AND CURATORIAL SKILLS VOCATIONALLY.
5. WE WILL CONTINUE TO COLLABORATE WITH LOCAL VENUES AND COLLECTIVES TO HOLD CROSS VENUE EVENTS DEVELOPED BY AND FOR THE COMMUNITY IT SERVES AND PROMOTE LOCAL INTERESTS AND GRIEVANCES.
6. DIRECTORS WILL NOT TAKE DIVIDENDS FROM THE COMPANY, BUT REMAIN WITHOUT CONFLICT OF INTEREST – INVOICING FOR CONSULTANCY WORK AGREED BY THE THE OVERSIGHT GROUP.
7. WE WILL ALWAYS HAVE A DISABILITY SUPPORT WORKER PRESENT FOR ANY EVENTS THAT INVOLVE DISABLED OR VULNERABLE INDIVIDUALS.
8. THOUGH IT IS A LIMITED WITH ONE DIRECTOR AND ONLY TWO SHAREHOLDERS, AN OVERSIGHT GROUP INDEPENDENT OF THE COMPANY WILL HAVE THE POWER TO OVERSEE GOVERNANCE AND HOLD THE DIRECTOR TO ACCOUNT IN RELATION TO ANY COMMUNITY RELATED FUNDING AND ACTIVITY.

THE DIRECTOR AND AGREES TO;



1. MAIN PURPOSE

1.1 'THE MAIN PURPOSES OF THE ASYLUM ART GALLERY LTD IS TO PROVIDE FACILITIES FOR AND TO PROMOTE PARTICIPATION IN THE ART AND CULTURE TO THE LOCAL COMMUNITY OF WOLVERHAMPTON AND THE WIDER AREA OF THE WEST MIDLANDS WITH A PRIORITY OF ENGAGING AND SUPPORTING DISADVANTAGED GROUPS.'

2. OPEN TO THE WHOLE COMMUNITY WITHOUT DISCRIMINATION

2.1 USE OF THE SERVICES SHALL BE OPEN TO ANYONE INTERESTED IN THE ARTS AND CULTURE OF WOLVERHAMPTON, REGARDLESS OF SEX, AGE, DISABILITY, ETHNICITY, NATIONALITY, SEXUAL ORIENTATION, RELIGION OR OTHER BELIEFS. THE COMPANY MAY HAVE DIFFERENT SERVICES AVAILABLE DEPENDING ON AN AGREED HIRE CONTRACT AT THE GALLERY OR THE STUDIOS, OR THROUGH FAIR SELECTION FOR MENTORING AND INTERNSHIPS, ALL OF WHICH ARE GIVEN ON A NON-DISCRIMINATORY AND FAIR BASIS. THE COMPANY WILL KEEP SERVICE HIRE AT LEVELS THAT WILL NOT POSE A SIGNIFICANT OBSTACLE TO PEOPLE PARTICIPATING. THE COMPANY COMMITTEE MAY REFUSE PARTICIPATION, OR REMOVE IT, ONLY FOR GOOD CAUSE SUCH AS CONDUCT OR CHARACTER LIKELY TO BRING THE COMPANY OR COMMUNITY INTO DISREPUTE. APPEAL AGAINST REFUSAL OR REMOVAL MAY BE MADE TO THE MEMBERS.'

3. NON-DISTRIBUTION TO SHAREHOLDERS

3.1 'ALL SURPLUS INCOME OR PROFITS ARE TO BE REINVESTED IN THE CLUB. NO SURPLUSES OR ASSETS WILL BE DISTRIBUTED TO SHAREHOLDERS OR THIRD PARTIES.'

4. APPLICATION OF ASSETS ON DISSOLUTION - MODEL CLAUSE

4.1 'UPON DISSOLUTION OF THE COMPANY ANY REMAINING ASSETS SHALL BE GIVEN OR TRANSFERRED TO ANOTHER COMMUNITY ARTS ORGANISATION OR A REGISTERED CHARITY.

4.2 EVEN SLIGHT DEPARTURES FROM THIS WORDING FOR EXAMPLE, REFERRING TO 'CHARITABLE AND BENEVOLENT PURPOSES' MAY MEAN THAT THIS REQUIREMENT ISN'T MET. THIS DOESN'T PREVENT THE COMPANY FROM REPAYING ANY UNSPENT GRANT TO A GRANT-MAKING BODY WHERE THIS WAS A CONDITION OF IT BEING MADE.

REVIEWED AND UPDATED 14TH MAY 2022



APPOINTED OVERSIGHT GROUP MEMBERS;

CORIN SALTER
CLAIRE STARMER
ROB MARRIS
NI SINGH
NELSON DOUGLAS
HANNAH TAYLOR

SIGNED AND AGREED TO BY DIRECTOR
HANNAH TAYLOR