

THE COMPANIES ACT 1985 to 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
THE BUBBLE THEATRE COMPANY LIMITED
COMPANY NUMBER: 01058397
(Adopted by Special Resolution passed 6 December 2023)

DEFINITIONS

1. In these articles unless there be something in the subject or context inconsistent therewith:-

"The Company" means The Bubble Theatre Company Limited.

"The Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"The 2006 Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.

"The Articles" means these articles of association or other regulations of the Company for the time being in force.

"The Office" means the registered office for the time being of the Company.

"The Seal" means the common seal of the Company.

"The Board" means the Board of Directors of the Company or the Directors present at a meeting of the Directors at which a quorum is present.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"The United Kingdom" means the United Kingdom of Great Britain and Northern Ireland.

"Month" means calendar month.

"In writing" and "written" include printing or lithography and other modes of representing or reproducing words in a visible form.

"Member" means member of the Company.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Words and expressions defined in the Statutes have the same meaning in these Articles.

OBJECTS

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

MEMBERS

3. (a) The subscribers to the Memorandum of Association and such other persons as shall be unanimously appointed by the members for the time being of the Company shall be the members of the Company; provided that no person shall be admitted to membership unless and until he shall have consented in writing to become a member.
- (b) A member may retire on giving notice in writing to the Company whereupon he shall cease to be a member and his name shall be removed from the register of members accordingly.

GENERAL MEETINGS

4. The Company shall in each year hold a general meeting as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that every annual general meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting.
5. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
6. The Board may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as is provided for by section 368 of the Act.

NOTICE OF GENERAL MEETINGS

7. Twenty one days' notice in writing at the least of every annual general meeting and of every meeting convened to pass a special resolution and fourteen days' notice in writing at the least 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 or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons (including the auditors) as are under these Articles or under the Act entitled to receive such notices from the Company; Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed :
 - (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety five per cent. of the total voting rights of all the members at that meeting.
8. 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 proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. 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 Board and of the auditors and the appointment of, and the fixing of the remuneration of, the auditors.

10. 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 two members present in person or by proxy shall be a quorum. If at any time there shall only be one member of the Company that member may act for the purpose of appointing further members of the Company.
11. If within half an hour of the time appointed for the holding of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board (upon giving not less than 48 hours notice to the members) 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.
12. The Chairman of the Board shall act as chairman at general meetings of the Company provided that if at any general meeting he is unable to be present or if he is not present within five minutes after the time appointed for holding the same the members present shall choose one of their number or one of the persons appointed to represent members under section 375 of the Act or Article 25 to preside as chairman at such meeting. The chairman shall not be entitled to a casting vote in the event of an equality of votes on any resolution.
13. The Chairman 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 which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of 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.
14. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by at least two members present in person or by proxy, or by a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, 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 minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
15. Subject to the provisions of Article 16, if a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such a manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
16. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
17. The demand of 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.
18. A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at general meetings (or being corporations, by their duly authorised representatives), shall for the purposes of these Articles be as effective as if the same had been passed at a general meeting of the Company, duly convened and held, and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in general meeting or by special or extraordinary resolution.

VOTES OF MEMBERS

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

20. Votes may be given on a show of hands or a poll either personally or by proxy.
21. The instrument appointing a proxy shall be in writing under the hand of appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf. A proxy need not be a member.
22. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
23. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
24. Any instrument appointing a proxy shall be in writing in the usual form or such other form as shall be approved by the Board.
25. Any corporation which is a member may in writing authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual member.

BOARD OF DIRECTORS

26. The members of the Board shall be appointed by the Company in general meeting. Unless and until otherwise determined by the Company in general meeting the number of members of the Board shall not be less than six nor more than twelve.
27. The Board may from time to time and at any time appoint a new member of the Board either to fill a casual vacancy or by way of addition to the Board provided that the prescribed number in Article 26 is not thereby exceeded. A member of the Board so appointed shall hold office only until the next annual general meeting and shall not be taken into account in determining the members of the Board who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.
28. A member of the Board need not be a member of the Company.
29. A member of the Board who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Board in accordance with Section 317 of the Act. Subject to such disclosure, a member of the Board shall with the approval of the remaining members of the Board present at the meeting be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be taken into account in ascertaining whether a quorum is present.
30. Members of the Board shall be entitled to have repaid to them out-of-pocket expenses incurred by them in or about the performance of their duties as such members.
31. Notwithstanding the provisions of Section 293 of the Act any person who has attained the age of seventy years may be appointed to be a member of the Board in like manner and without further formality than is required in the case of a person who has not attained that age and no member of the Board shall vacate his office or be required to retire by reason of his having attained any particular age.

ROTATION OF MEMBERS OF THE BOARD

32. At every Annual General Meeting, one-third of the members of the Board for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
33. The members of the Board to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Board shall be eligible for re-election. A retiring member may be re-elected for up to two further consecutive terms of three years provided always that no member shall be entitled to serve on the Board for more than nine consecutive years in total. Such retiring member shall be eligible for re-election to membership of the Board after an interval of four years following their last retirement.
34. The Company may, at the meeting at which a member of the Board retires in the manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
35. No person not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of the Board at any General Meeting, unless not less than three or more than twenty-one days before the date appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.
36. The Company may from time to time in general meeting increase or reduce the number of members of the Board and determine in what rotation such increased or reduced number shall go out of office.
37. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Extraordinary Resolution remove any member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

POWERS OF THE BOARD

38. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Board by the Articles.

DISQUALIFICATION OF MEMBERS OF THE BOARD

39. The office of a member of the Board shall be vacated:-
 - (a) If he becomes bankrupt or he makes any arrangement or composition with his creditors.
 - (b) If he becomes incapable by reason of mental disorder or illness of managing and administering his property and affairs.
 - (c) If by notice in writing to the Company he resigns his office.
 - (d) If he ceases to hold office by reason of any order made under the Company

Directors Disqualification Act 1986.

- (e) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.
- (f) He shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during the period and the Board resolve that his office be vacated.

PROCEEDINGS OF THE BOARD

- 40. The Board shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined four members shall form a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 41. The Chairman or any two members of the Board may, and on the request of the Chairman or any two members of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. Notice of every meeting of the Board shall be given to each member of the Board including members who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom. Members of the Board who are for the time being absent from the United Kingdom shall be entitled to receive 5 days' notice of every meeting.
- 42. The Chairman of the Board shall be entitled to preside at all meetings of the Board at which he shall be present, but if no such Chairman be appointed or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting or be not willing to preside, the members of the Board present shall choose one of their number to be chairman of the meeting.
- 43. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
- 44. All acts bona fide done by any meeting of the Board 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 member of the Board.
- 45. The Board 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 Company and of the Board and all business transacted at such meetings, and any such minutes of any meetings, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 46. A resolution in writing signed by all members of the Board who are entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in the like form each signed by one or more of the members of the Board.
- 47. Those persons for the time being holding the positions in the Company of Artistic Director or Administrator (or if such position shall change in description or cease to exist, such equivalent senior staff positions as the Board shall determine) shall by virtue of their positions be entitled to receive notice of meetings of the Board and shall be entitled to attend and speak but not to vote at any such meeting save that where the Board considers the business to be transacted at a meeting to be of a confidential nature, the Board may determine that such persons be excluded from all or part of the meeting.

48. Unless and until otherwise determined by the Company in general meeting the employees of the Company shall have the right from time to time to appoint up to two persons to receive notices of meetings of the Board and to be entitled to attend and speak but not to vote at any such meeting save that where the Board considers the business to be transacted at a meeting to be of a confidential nature the Board may determine that such persons be excluded from all or part of the meeting.

COMMITTEES

49. The Board may delegate such of the powers exercisable by the Board as the Board may from time to time think fit, to one or more Committees and the Board may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as the Board may consider expedient. Provided that any such Committees to whom such powers are sub-delegated shall report to the Board any decisions taken by it, him or them pursuant to such powers.

SECRETARY

50. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Board 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. The signature of any document as secretary by such assistant or deputy secretary shall be conclusive evidence that at the time of signature there was no secretary or no secretary capable of acting.

THE SEAL

51. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board. Every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by another member of the Board or by some other person appointed by the Board for the purpose.

ACCOUNTS

52. The Board shall cause proper books of account to be kept with respect to :-

- (A) All sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- (B) All sales and purchases of goods by the Company, and
- (C) The assets and liabilities of the Company.

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

53. The books of account shall be kept at the Office, or, subject to section 221 of the Act at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
54. At the annual general meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to a date more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board 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 (4) 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 Section 241 of the Act.

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

NOTICES

56. A notice may be given by the Company to any member, either personally or by sending it by post to his registered address (or if he has no registered address within the United Kingdom) to the address if any within the United Kingdom supplied by him to the Company for the giving of notice to him.
57. Notice of every general meeting shall be given in any manner herein before authorised to :-
- (A) every member, except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
 - (B) The members of the Board, and
 - (C) The auditors for the time being of the Company.
 - (D) The persons specified in Articles 47 and 48.
58. 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

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

INDEMNITY

60. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement 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 Company.