

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

41a

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block
lettering

*Insert full name
of Company

†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

Pursuant to section 3(5) of the Companies Act 1980

For official use Company number

[] [1711502 /]

Name of Company

THE SOUTHAMPTON NUFFIELD THEATRE TRUST

I, E.W.B. Mason

of The Castle Winchester Havts

do solemnly and sincerely declare that I am a solicitor of the Supreme Court engaged in the formation of the company

of The Southampton Nuffield Theatre Trust

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent and incidental thereto have been complied with.
And I make this solemn Declaration conscientiously believing
the same to be true and by virtue of the provisions of the
Statutory Declarations Act 1835

Declared at 82 High Street
Winchester Hampshire

the 28th day of February

One thousand nine hundred and eighty three

before me
A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Signature of Declarant

E.W.B. Mason

Presentor's name, address and
reference (if any):

R.A. Leyland
The Castle
Winchester

Ref. R21D/3/EWM/SL

For official use
New companies section

Post room

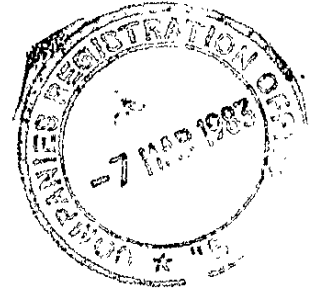


THE COMPANIES ACTS 1948 TO 1981



COMPANY
REGISTRATION

1711502/2



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE SOUTHAMPTON NUFFIELD THEATRE TRUST

- 1 The name of the Company (hereinafter called "the Trust") is
The Southampton Nuffield Theatre Trust.
- 2 The Registered Office of the Trust will be situate in
England.
- 3 The objects for which the Trust is established are the
encouragement of the Arts, the promotion and advancement of
education and the cultivation and improvement of public
education in drama, mime, opera, singing, music, dance,
painting and sculpture, cinema, literature and the other
arts (hereinafter called "the Primary Objects"). In
furtherance of the above objects but not further or
otherwise the Trust shall have the following powers:-

*Hampshire County
Secretary* 446250
466757



The Companies Acts 1948 to 1981

COMPANY LIMITED BY GUARANTEE

MEMORANDUM

and

ARTICLES of ASSOCIATION

of

THE SOUTHAMPTON NUFFIELD THEATRE TRUST



- (A) To present, promote, organise, manage and produce such plays, operas, operettas, dance, concerts, recitals, films, publications, radio broadcasts and television performances, lectures, exhibitions, musical, dramatic and other artistic entertainments, performances and exhibitions as will contribute to the attainment of the Primary Objects and to employ or authorise other persons, organisations, firms or companies to present, produce, manage, conduct or represent such dramatic, operatic, dance, musical or other artistic performances as aforesaid.
- (B) To carry on businesses of theatre, opera-house or picture gallery proprietors or agents, play, theatrical, operatic programme and general publishers and printers, scene, proscenium and general painters and decorators, theatrical, operatic and musical agents, retailers, caterers and victuallers (including the sale of intoxicating liquor) necessary for the attainment of the Primary Objects PROVIDED THAT the aforesaid power in relation to catering and victualling shall be restricted to the provision of food and drinks to persons attending such events as are specified in clause (A) above.
- (C) To purchase or otherwise acquire and obtain exclusive and other interests in copyrights and the rights of representation and any other rights of or in plays, operas, or other artistic compositions.

- (D) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary or conducive for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Trust.
- (E) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust as may be thought expedient with a view to the promotion of the Primary Objects.
- (F) To undertake and execute any charitable trusts and commissions which may lawfully be undertaken by the Trust and may be conducive to the Primary Objects.
- (G) To borrow or raise money for the purposes of the Trust on such terms and on such security as may be thought fit.
- (H) To invest the moneys of the Trust 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.

- (I) To establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage or lend money or other assistance to any association, society or other body, corporate or unincorporate, established for charitable purposes only and having primary objects wholly or partly similar to those of the Trust and for the purpose of promoting the Primary Objects of the Trust, to co-operate with manufacturers, dealers, or other traders, and with the press and other sources of publicity.
- (J) To take any gift of property, whether subject to any trust or not, for any one or more objects of the Trust.
- (K) To establish, promote, or assist any Company or Companies with charitable objects all or any of which are similar to objects of the Trust for the purpose of acquiring all or any of the property, rights and liabilities of the Trust or for the purpose of carrying on any activity which the Trust is authorised to carry on or for any other charitable purpose directly or indirectly calculated to benefit the Trust in furtherance of its objects.
- (L) To employ, contract with or otherwise commission or engage such persons, whether as employees, officers, advisers, entrepreneurs, impresarios or the like, and

to make such arrangements as to conditions of service, pensions and the like as are necessary for the promotion and attainment of the Primary Objects.

- (M) To pay out of the funds of the Trust the costs, charges and expenses of and incidental to the formation and registration of the Trust.
- (N) To do all such other things as are necessary to the attainment of the Primary Objects or any of them.

PROVIDED THAT:-

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Trust shall not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers.
- (iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust 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 Management of the Trust 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 in the same manner and to the same extent as they would as such Board of Management have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Board of Management, but they shall as regards any property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

- 4 The income and property of the Trust, whencesoever derived, shall be applied solely towards the promotion of the Primary Objects of the Trust 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 Trust.

PROVIDED THAT nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to Southampton University, Hampshire County Council or Southampton City Council in return for any services actually

rendered to the Trust, nor prevent the payment of interest at a rate not exceeding two per cent per annum less than the base lending rate for the time being prescribed by the bank appropriate for the Trust or three per cent whichever is the greater rate on money lent or reasonable and proper rent for premises demised or let by any Member to the Trust; but so that no Member of the Trust other than Southampton University, Hampshire County Council and Southampton City Council shall be paid any remuneration whatsoever or receive from the Trust any benefit in money or money's worth other than reimbursement of out-of-pocket expenses incurred in the course of the business of the Trust and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not apply to any payment to any company of which a Member of the Trust may be a Member, and in which such Member shall not hold more than one hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

- 5 The liability of the members is limited.
- 6 Every Member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a Member, and of the

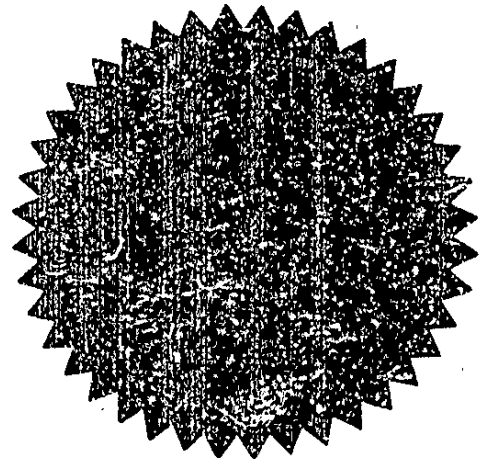
costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £100. .

- 7 If upon the winding up or dissolution of the Trust 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 Trust, but shall be given or transferred to some other institution or institutions having charitable objects similar to the Primary Objects of the Trust, and which 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 Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
- 8 True accounts shall be kept of the sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditures take place, of all sales and purchases of goods by the Trust and of the property, credits and liabilities of the Trust; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust for the time being, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Trust 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.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

THE COMMON SEAL of the UNIVERSITY)
OF SOUTHAMPTON was hereunto)
affixed in the presence of:-)



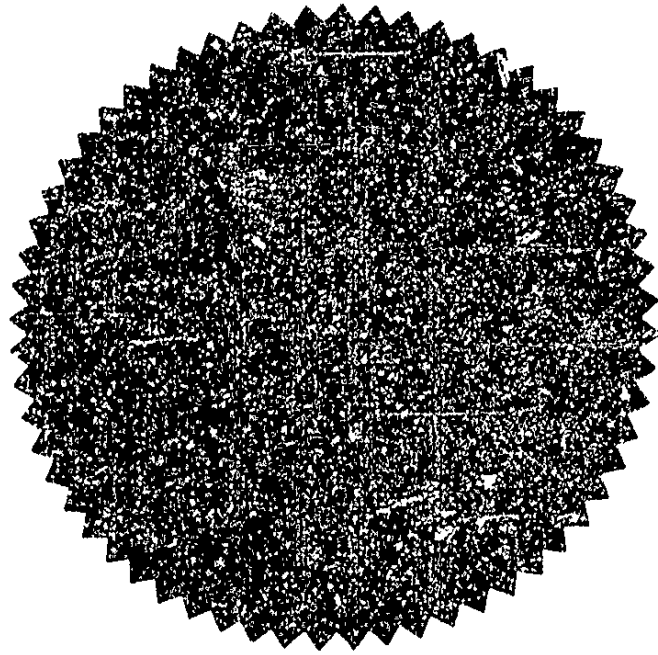
[Signature]
MEMBER OF THE COUNCIL

[Signature]
SECRETARY AND REGISTRAR

DATED *20th* day of *November* 1982

UNIVERSITY ROAD SOUTHAMPTON

THE COMMON SEAL of SOUTHAMPTON)
CITY COUNCIL was hereunto)
affixed by Order of the Council)
in the presence of:-)

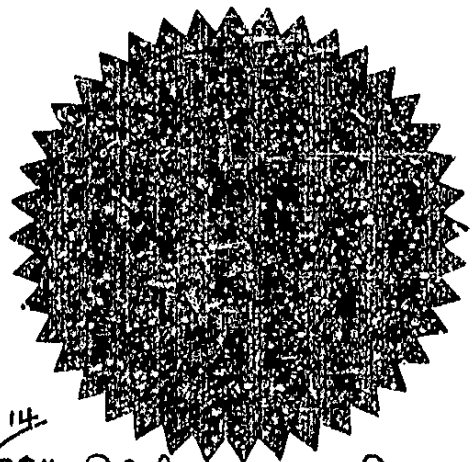


[Handwritten signature]
CITY SECRETARY AND SOLICITOR

DATED *Second* day of *November* 1982

CIVIC CENTRE SOUTHAMPTON
18289

THE COMMON SEAL of HAMPSHIRE)
COUNTY COUNCIL was hereunto)
affixed in the presence of:-)



14
70 *[Handwritten signature]*
COUNTY SECRETARY

DATED *First* day of *November* 1982

THE CASTLE WINCHESTER

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

1711502/B

ARTICLES OF ASSOCIATION

OF

THE SOUTHAMPTON NUFFIELD THEATRE TRUST

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 hereof, if not inconsistent with the subject or context:

Words

Meanings

The Act

:

The Companies Act 1948

The presents	:	These Articles of Association and the regulations of the Trust from time to time in force.
The Trust	:	The above named Trust
The Members	:	Members of the Trust
The University	:	The University of Southampton
The City Council	:	Southampton City Council
The County Council	:	Hampshire County Council
The Appointed Members	:	The University the City Council and the County Council
The Board	:	The Board of Management
Board Members	:	Members of the Board of Management
The Arts Council	:	The Arts Council of Great Britain
Southern Arts	:	The Southern Arts Association
The Office	:	The Registered Office of the Trust
The Seal	:	The Common Seal of the Trust

The United Kingdom : Great Britain and Northern
Ireland

Month : Calendar Month

In writing : Written, printed or lithographed
or partly one and partly another,
and other modes of representing
or reproducing words in a visible
form.

And 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.

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 Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

- 2 The number of Members with which the Trust proposes to be registered is Fifty, but the Board may from time to time register an increase of Members.

3 The provisions of Section 110 of the Act shall be observed by the Trust and every Member shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.

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

5 The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be Members.

6 (a) There shall be two classes of Members namely:

(i) Appointed Members

(ii) Elected Members

such nomenclature being without prejudice to the general meaning of "the Members" as defined in Article 1 hereof.

(b) The following shall be Appointed Members subject to their consent in writing, the University the City Council and the County Council each represented by two persons appointed for the purpose, (the representatives of the City Council being elected Members of the City Council) the said appointing authorities having the

right at any time to revoke such appointment and appoint another person in the place of any person whose appointment is so revoked or in the place of a person appointed by them who dies or shall cease to be a Board Member pursuant to Article 38 hereof. The said representatives shall be so appointed for such period as the authorities mentioned above may determine.

- (c) Elected Members shall be such persons as shall be elected by the Board
 - (d) The subscribers to the Memorandum and Articles of Association shall be deemed to have been admitted respectively as appropriate members in accordance with the provisions of sub Article (a) of this Article.
- 7 For the avoidance of doubt as to the application of these presents to the Appointed Members and their representatives it is hereby declared that, unless otherwise expressly provided:-
- (a) liability under Clause 6 of the Memorandum of Association and under Articles 10 and 26 shall attach to the Appointed Member and not to its representative
 - (b) except for the purposes of Articles 8 to 10 each representative shall be treated respectively as a Member, and Board Member, for the purposes of a quorum or otherwise

- (c) each representative shall have one vote in all circumstances
 - (d) notices shall be served on the Appointed Members and also on their representatives.
- 8 Membership of the Trust shall not be transferable and shall cease upon the death of the Member.
- 9 A Member may be removed by an Extraordinary Resolution of the Trust.
- 10 Any Member may resign his Membership by notice in writing to the Trust and upon receipt of such notice he shall cease to be a Member and his name shall be removed from the register of Members, but any such resignation shall be without prejudice to any liability which such Member shall have under Clause 6 of the Memorandum of Association and shall not operate to release the Member from liability for any sums due to the Trust from such Member prior to his resignation.

GENERAL MEETING

- 11 The Trust 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 Board; 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 Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

- 12 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 requisitions, as provided by Section 132 of the Act.
- 13 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 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 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 Trust 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 think fit.

- 14 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 the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 15 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 Council and of the Auditors, the election of the Board Members in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors.
- 16 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 five Members personally present shall be a quorum.
- 17 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 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.

- 18 The Chairman (if any) of the Board or the Vice Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman or Vice Chairman or if at any meeting he 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 one of the Board or if no Board Member be present, or if all the Board Members present decline to take the chair, they shall choose some Member who shall be present to preside.
- 19 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.

- 20 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 three Members present in person 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 Trust 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.
- 21 Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such 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.
- 22 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

- 23 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 24 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.

VOTES OF MEMBERS

- 25 Subject to Article 7 and as hereinafter provided, every Member shall have one vote which shall be given personally, and voting by proxy shall not be permitted.
- 26 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 Trust in respect of his Membership shall be entitled to vote on any question at any General Meeting.

BOARD OF MANAGEMENT

- 27 The Trust may from time to time appoint any person who shall have been a member of the Board or who shall have rendered special service to the Trust to be President of the Trust and he shall hold that position in accordance with the terms of his appointment. The President may at any time be removed by resolution of the Trust and another qualified

person may be appointed in his place. The President shall be entitled to attend all General Meetings of the Trust but unless he shall be a Member of the Trust he shall have no right to vote.

- 28 Until otherwise determined by a General Meeting, the number of Board Members shall not be less than five or more than twenty.
- 29 The first members of the Board shall be the subscribers to the Memorandum and Articles of Association.
- 30 The Board may from time to time and at any time appoint any Member to be a Board Member, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any Board Member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- 31 Appointed Members shall be Ex-Officio members of the Board and subject to Article 7 shall have the same powers, rights, duties and obligations as any other Member or Board Member save that Articles 39 to 44 hereof inclusive shall not apply to such Appointed Members acting as members of the Board.
- 32 No person who is not a Member shall in any circumstances be eligible to hold office as a Board Member. The Trust shall

not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Board Member, and no Board Member shall be required to vacate his position of Board Member by reason of his attaining or having attained the age of seventy years or any other age.

- 33 The Arts Council and Southern Arts shall each be entitled to appoint an Assessor to attend meetings of the Board and of the Trust but such person shall not be a Board Member or Member and shall have no vote at any meetings of the Board or of the Trust, and any inadvertent failure to notify the Arts Council or Southern Arts of any such meeting shall not invalidate such meeting or any resolution passed thereat.

POWERS OF THE BOARD

- 34 The business of the Trust shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust and do on behalf of the Trust all such acts as may be exercised and done by the Trust and as are not by statute or by these presents required to be exercised or done by the Trust 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 Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions,

as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made provided that the powers herein contained are subject to the limitations expressed in the next succeeding Article.

- 35 The Board Members for the time being may act notwithstanding any vacancy in their body; provided always that in case the Board Members 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 Board Members for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

- 36 The Secretary (not being a member of the Board) 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 177 and 179 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 SEAL

- 37 The Seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least one Board Member and the Secretary and the said Board Member 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 Trust such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF BOARD MEMBERS

- 38 The office of a Board Member shall be vacated:-

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a Member of the Trust.
- (D) If by notice in writing to the Trust he resigns his office.
- (E) If he ceases to hold office by reason of any order made under Section 188 of the Act.

- (F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

ROTATION OF FIRST BOARD MEMBERS
AND SUBSEQUENT BOARD MEMBERS

- 39 At the Annual General Meeting of the Trust next succeeding the coming into operation of these presents all Board Members (other than the representatives of Appointed Members) shall retire from office, and at the Annual General Meeting to be held in every subsequent year one-third of the Board Members for the time being, (other than as aforesaid) or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.
- 40 The Board Members to retire shall be those who have been longest in office since their last election or appointment. As between Board Members of equal seniority, the Board Members to retire shall in the absence of agreement be selected from among them by lot. The length of time a Board Member has been in office shall be computed from his last election or appointment. A retiring Board Member shall be eligible for re-election.
- 41 The Trust may, at the meeting at which a Board Member retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring Board

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 Board Member shall have been put to the meeting and lost.

- 42 No person not being a Board Member retiring at the meeting shall, unless recommended by the Board for election, be eligible for election as a Board Member 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 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. The prescribed time abovementioned shall be such that, between the date when the notice is served or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
- 43 The Trust may from time to time in General Meeting increase or reduce the number of Board Members and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

- 44 In addition and without prejudice to the provisions of Section 184 of the Act, the Trust may by Extraordinary Resolution remove any Board Member (other than an Appointed Member and its representative) 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 Board Member in whose place he is appointed would have remained a Board Member if he had not been removed.
- 45 The provisions of Articles 39 to 44 hereof as to rotation of Board Members shall not apply to Board Members and their representatives who are such by virtue of being Appointed Members.

PROCEEDINGS OF THE BOARD

- 46 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 47 A Board Member may, and on the request of two Board Members the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several Board Members. A

Board Member who is absent from the United Kingdom shall not be entitled to notice of a meeting.

- 48 The Board shall from time to time elect from their number a Chairman and Vice Chairman and may determine for what period either of them is to hold that position. The Chairman shall be entitled to preside at all meetings of the Board at which he shall be present but if no such Chairman and Vice Chairman be elected, or if at any meeting the Chairman and Vice Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Board Members present shall choose one of their number to be Chairman of the meeting.
- 49 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 Trust for the time being vested in the Board generally.
- 50 (a) The Board may delegate any of their powers to committees consisting of such Board Members or Members as they think fit, and any committee so formed shall, in the exercise of the powers so delegated conform to any regulations imposed on it by the Board. 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 Board so far as applicable and so far as the same shall not be

superseided by any regulation made by the Board
PROVIDED THAT all acts and proceedings of such
committees to whom powers are delegated must be
reported back to the Board as soon as possible.

- (b) The Board may delegate any of their powers to an
Officer or employee of the Trust who shall in the
exercise of the powers so delegated conform to any
regulations imposed on him by the Board and subject to
full and prompt report to the Board thereon.

- 51 All acts bona fide done by any meeting of the Board or of
any committee of the Board or by any person acting as a
Board Member shall, notwithstanding it be afterwards
discovered that there was some defect in the appointment or
continuance in office of any such Board 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 Board Member.
- 52 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 Trust and of the Board
and of committees of the Board and all business transacted
at such meetings, and any such minutes of any meeting, 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.

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

ACCOUNTS

- 54 The Board shall cause proper books of account to be kept with respect to:-
- (A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;
 - (B) all sales and purchases of goods by the Trust;
and
 - (C) the assets and liabilities of the Trust.

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 Trust and to explain its transactions.

- 55 The books of account shall be kept at the office, or, subject to Section 147(3) 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 Board.
- 56 The Trust in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the Members other than Board Members, of the accounts and books of the Trust, or any of them, and subject to such restrictions the accounts and books of the Trust shall be open to the inspection of such Members at all reasonable times during business hours.
- 57 At the Annual General Meeting in every year the Board shall lay before the Trust 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 Trust) made up to a date not more than nine 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 report (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 158 (1) (c) 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 notice is hereinafter directed to be served. The Auditor's report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act, 1967.

AUDIT

- 58 Once at least in every year the accounts of the Trust 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.
- 59 Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act, and Section 14 of the Companies Act 1967, the Board Members being treated as the Directors mentioned in those sections.

NOTICES

- 60 Subject to the provisions of Article 7(d) A notice may be served by the Trust upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Trustees.

61 Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him 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 Trust.

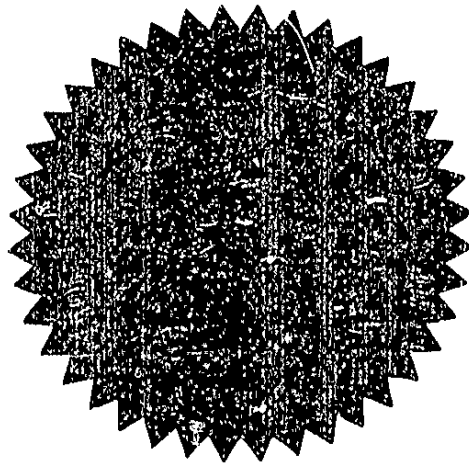
62 Any notice, if served by post, shall be deemed to have been served on the second working day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put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


DISSOLUTION

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

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

THE COMMON SEAL of the UNIVERSITY)
OF SOUTHAMPTON was hereunto)
affixed in the presence of:-)



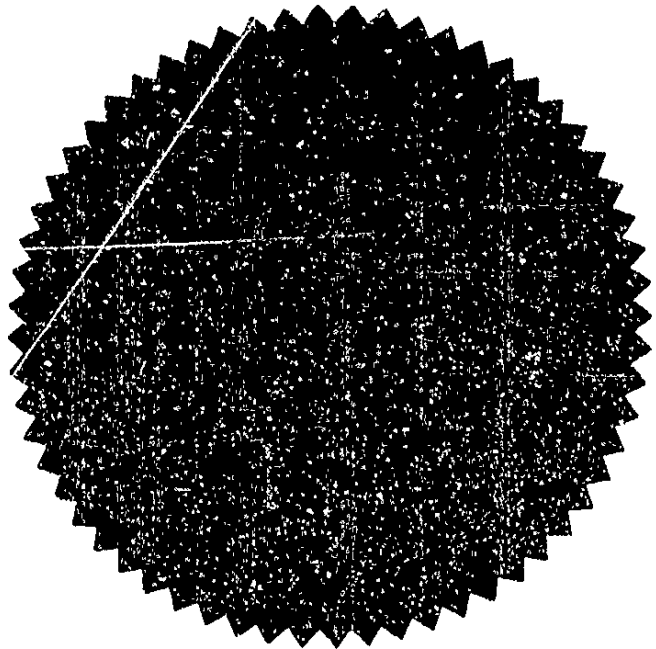

MEMBER OF THE COUNCIL


SECRETARY AND REGISTRAR

DATED *20th* day of *December* 1982

UNIVERSITY ROAD SOUTHAMPTON

THE COMMON SEAL of SOUTHAMPTON)
CITY COUNCIL was hereunto)
affixed by Order of the Council)
in the presence of:-



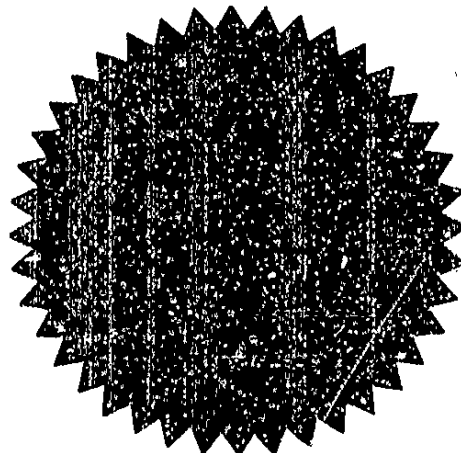
[Handwritten signature]

CITY SECRETARY AND SOLICITOR

DATED *Second* day of *November* 1982 /

CIVIC CENTRE SOUTHAMPTON
13290

THE COMMON SEAL of HAMPSHIRE)
COUNTY COUNCIL was hereunto)
affixed in the presence of:-)



14
7011

[Handwritten signature]
COUNTY SECRETARY

DATED *First* day of *November* 1982

THE CASTLE WINCHESTER

- 37 -

The Companies Acts 1948 to 1981

COMPANY LIMITED BY GUARANTEE

MEMORANDUM

and

ARTICLES of ASSOCIATION

of

THE SOUTHAMPTON NUFFIELD THEATRE TRUST

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering* delete if
inappropriate

Company number

1711502

Name of Company

THE SOUTHAMPTON NUFFIELD THEATRE TRUST

-Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

Nuffield Theatre

University Road

Southampton

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

Ronald Arthur Leyland

The Castle, Winchester, Hants

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

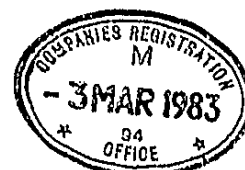
2

Presenter's name, address and
reference (if any):R.A. Leyland
The Castle
Winchester

Ref. R.21D/3/EWM

For official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
RONALD WALTER STANNARD	UNIVERSITY ADMINISTRATOR
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
203 WEST END ROAD, BITTERNE, SOUTHAMPTON	2 MAY 1933
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date
<i>R. H. Stannard</i>	15 NOVEMBER 1982

Name (note 2)	Business occupation
ALBERT JAMES SMITH	PROFESSOR OF ENGLISH
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
74 HOLLY HILL BASSETT, SOUTHAMPTON	5/11/24
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date
<i>A. J. Smith</i>	9/12/82

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not
write in this
binding margin

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

Name (notes 2 & 7)	
JAMES CHURCHILL FLINTOFF	
Former name(s) (note 3)	
Address (notes 4 & 7)	
2 CHURCH LANE.	
HIBBARD.	
BORTHAMTON, SO2 152	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 25/2/83

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature X R. H. J. G. J. [Subscriber] [Agent]† Date 25th February 1983

Signature _____ [Subscriber] [Agent]† Date _____

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976



Statement of first directors and secretary and intended situation of registered office

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of Company

Continuation sheet No. 1
to Form No. 1

Company number

1711502

* delete if
inappropriate

THE SOUTHAMPTON NUFFIELD THEATRE TRUST

limited*

Particulars of other directors (continued)

Name (note 2)	Josephine COLLETT (Mrs)	Business occupation	Housewife
Former name(s) (note 3)	NOWILL	Nationality	British
Address (note 4)	Littlecroft 35, Catisfield Lane, FAREHAM, Hants	Date of birth (where applicable) (note 6)	4th October, 1931

Particulars of other directorships (note 5)

- Solent Peoples' Theatre
- Western Orchestral Society
- Horseshoe Theatre, Basingstoke

I hereby consent to act as director of the company named on page 1

Signature

Josephine Collett

Date 28th January, 1983

Name (note 2) Arthur HILL

Business occupation
Retired Chartered
Accountant

Former name(s) (note 3)

Nationality
British

Address (note 4) 45, Torrington Road,
North End,
PORTSMOUTH, PO2 0TP

Date of birth (where applicable)
(note 6) 22nd September, 1917

Particulars of other directorships (note 5)

- Marwell Preservation Trust Ltd.

I hereby consent to act as director of the company named on page 1

Signature

A. Hill

Date 28th January, 1983

† delete if
inappropriate

continued overleaf †

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 2
to Form No. 1

Company number

17115082

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of Company

THE SOUTHAMPTON NUFFIELD THEATRE TRUST

~~XXXXXX~~

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2)	<u>BRAMWELL JOHN DEACON</u>	Business occupation	<u>MANAGING DIRECTOR</u>
Former name(s) (note 3)		Nationality	<u>BRITISH</u>
Address (note 4)	<u>DAKLAN HOUSE</u> <u>HADRIAN WAY</u> <u>SOUTHAMPTON</u>	Date of birth (where applicable) (note 6)	

Particulars of other directorships (note 5)

SEE ATTACHED LIST

I hereby consent to act as director of the company named on page 1

Signature

Date

6 Nov 1982

Name (note 2)

ENID MARIE
KNOWLES (MRS)

Business occupation

CIVIL SERVANT RETIRED

Former name(s) (note 3)

TUPPER (NEE) MACKINTOSH

Nationality

BRITISH

Address (note 4)

35 COVENTRY ROAD
SOUTHAMPTON. SO1 4AD.

Date of birth (where applicable)
(note 6)

Particulars of other directorships (note 5)

NONE

I hereby consent to act as director of the company named on page 1

Signature

Date

12th January 1983

† delete if

continued overleaf †

use do not
in this
margin

E. J. Deacon - Directorships

Avid Civil Engineering Limited
E. J. D. Properties Limited
Deacon Developments Limited
Deacon Estates Limited
Deacon Homes Limited
Deacon Residences Limited
Hobcroft Limited
Oakum Limited
Rowington Hall Limited
Superior Dwellings Limited
Superior Developments Limited
Superior Homes Limited
Superior Residences Limited
Superior Properties Limited
Portsmouth Football Company Limited
Sports Aid Foundation (Southern) Limited
Deacon Properties Limited
Deacon Dwellings Limited
Portsmouth Football Supporters Company Limited
Cawchin Limited.

November, 1982

Declaration on application for the registration of a company exempt from the requirement to use the word "limited".

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering.

Note

This declaration should accompany the application for the registration of the company.

* Insert full name of company

† Please indicate whether you are a Solicitor of the Supreme Court (or, in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

Pursuant to section 25 (4)(a) of the Companies Act 1981

For official use

Company number

--	--	--	--

1711502/5

Name of Company

THE SOUTHAMPTON NUFFIELD THEATRE TRUST
--

I, E.W.B. Mason

of The Castle, Winchester, Hants

being a a solicitor of the Supreme Court

engaged in the formation of the company †

of The Southampton Nuffield Theatre Trust *

do solemnly and sincerely declare that the company is a company to which section 25 of the Companies Act 1981 applies.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 82 High Street
Windsor, Hampshire

the 11th day of March

One thousand nine hundred and eighty three
before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Signature of Declarant

[Signature]

Presentor's name, address and reference (if any):

For official use

New companies section

Post room

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1711502

I hereby certify that

THE SOUTHAMPTON NUFFIELD THEATRE TRUST

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 31ST MARCH 1983

A handwritten signature in cursive script, appearing to read 'P. Walker'.

P. WALKER

Assistant Registrar of Companies