

THE COMPANIES ACTS 1948 to 1981.

Company Limited by Guarantee
and not having a Share Capital.

Memorandum of Association

OF

INDEPENDENT THEATRE COUNCIL LIMITED

1. The name of the Company (hereinafter called "the Council") is INDEPENDENT THEATRE COUNCIL LIMITED.
2. The Registered Office of the Council will be situate in England.
3. The objects for which the Council is established are:
 - (a) to conduct an organisation to protect promote and develop the interests of individuals partnerships and companies engaged in presenting live entertainment who are elected to membership of the Council
 - (b) to consider and take such action as seems appropriate in connection with all questions affecting the interests of Members of the Council and Theatres and Theatrical Managements in the British Isles and all rules regulations bills statutes and other directives proposed or brought into existence which may affect Members Theatres or Managements or their interests welfare or employees
 - (c) to conduct research and collect disseminate and publish statistical and other information affecting Members and to engage in such literary undertakings as may seem likely to forward the interests of Members

- (d) to consider and institute means of adjusting and to adjust controversies between Members and to arrange or assist in arranging their settlement and to act as the representative of Members in negotiations with the owners of places of entertainment funding bodies unions and theatre managers who are not Members and other individuals organisations and companies

4. In furtherance of the objects contained in the preceding Clause but not further or otherwise the Council shall have the following powers:-

- (a) to consider all questions which may effect the interests of Members and lead to legislation by-laws rules or regulations passed by any Authority and to initiate support or oppose by any means such legislation by-laws rules or regulations
- (b) to institute engage in prosecute and defend legal and other proceedings affecting Members generally or individually
- (c) to codify amend and propose codification and amendments to the law practice and custom affecting theatres the entertainment industry and the interests of the Members
- (d) to present promote organise provide manage and produce such plays and other theatrical entertainments films video cassettes cable and other television and radio broadcasts and other mechanical means of reproducing sound and vision or both and such lectures and exhibitions as may be likely to advance the interests of Members and in connection therewith to purchase acquire and obtain interests in the copyright of and the right to publish perform or otherwise use any material which can be useful for the objects of the Council
- (e) to enter into agreements and engagements with individuals advisors authors theatre managers lecturers and other persons and to employ staff and to reimburse such persons and staff by salaries or fees and as employers of staff to make all reasonable and necessary provision for the payment of superannuation and pensions to or on behalf of employees and their dependants and relatives
- (f) to undertake research and to disseminate print publish issue and circulate any useful products

thereof whether in the form of books circulars periodicals or other papers and literary matter

- (g) to co-operate with manufactures dealers traders the press and other sources of publicity for the purpose of promoting the objects of the Council
- (h) to borrow or raise money and to execute and issue security as the Council shall think fit including mortgages charges or securities over the whole or any part of its assets present or future and to raise funds by trade or otherwise and to invite and receive contributions from any person or persons whatsoever by way of subscription donation loan or otherwise
- (i) to take and accept any gifts of property of any description whether subject to any special trusts or not for the purposes of the Council
- (j) to co-operate or federate with other organisations having similar objects to those of the Council and to establish promote or assist such organisations and to purchase acquire or undertake all or any of the property liabilities and engagements of organisations with which the Council may co-operate or federate
- (k) to purchase lease hire or otherwise acquire and to sell let mortgage dispose of turn to account and subject to such consents as may be required by law from time to time otherwise deal with real and personal property and any rights or privileges which may be thought expedient to promote the objects of the Council and to maintain construct alter pull down and convert buildings for the purposes of the Council
- (l) to lend money and give credit to take security for such loans or credit and to guarantee become or give security for the performance of contracts by any person or company as may be necessary for the furtherance of the objects of the Council
- (m) to draw accept endorse issue or execute promissory notes bills of exchange bills of lading warrants and other negotiable transferable or mercantile instruments for the purpose of or in connection with the objects of the Council
- (n) to invest and deal with the moneys of the Council not immediately required in such manner as the

Council may from time to time determine subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law

- (o) to pay out of the funds of the Council the costs of forming and registering the Council
- (p) to do all such other lawful things as shall further the objects of the Council

5. The income and property of the Council shall be applied solely towards the promotion of its objects 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 Members and no member of its Executive or Governing Body shall be appointed to any office of the Council paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Council. Provided that nothing herein shall prevent any payment in good faith by the Council:-

- (a) of a reasonable and proper remuneration to any member officer or servant of the Council (not being a member of its Executive or Governing Body) for any services rendered to the Council and to any member of the Executive or Governing Body being a solicitor or other person engaged in any profession who shall be entitled to charge and be paid all usual professional or other charges for work done by him or her or his or her firm in connection with the execution of the objects hereof
 - (b) of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any Member or of its Executive or Governing Body
 - (c) to any Member (whether a member of its Executive or Governing Body or not) of out-of-pocket expenses
 - (d) to a company of which a Member of its Executive or Governing Body may be a member holding not more than one hundredth part of the capital of such company
6. The liability of the Members is limited

7. Every Member of the Council undertakes to contribute to the assets of the Council in the event of its being wound up during the time that he she or it is a Member or within one year afterwards for payment of the debts and liabilities of the Council contracted before he she or it ceases to be a Member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding in the case of any Member the sum of £1

8. If upon the winding up or dissolution of the Council there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to some other society institution or organisation having objects similar to those of the Council

9. True accounts shall be kept of the sums of money received and expended by the Council and the matters in respect of which such receipts and expenditure take place and of the property credits and liabilities of the Council and subject to any reasonable restrictions that may be imposed in accordance with regulations of the Council for the time being in force shall be open to the inspection of the Members and once at least in every year the accounts of the Council shall be audited and the correctness of the balance sheet ascertained by a properly qualified auditor

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ALISON MARY PARKES
144 Chestnut Avenue South
London E17 9EL.
Arts Administrator.

JENNIFER KATE WALDMAN
91 Bartholomew Road
London NW5.
Administrator.

JANE ANN DAWSON
51 Robertson Street
London SW8 3TX.
Production Co-ordinator.

ADRIAN EVANS
43 Lyndhurst Way
London SE5.
Theatrical Co-ordinator.

DATED the 31st day of January 1985.

WITNESS to the above signatures :

LISA GEE
6 Haslemere Road
London N8.
Arts Researcher.

THE COMPANIES ACTS 1948 to 1981.

Company Limited by Guarantee
and not having a Share Capital.

Articles of Association
OF

INDEPENDENT THEATRE COUNCIL LIMITED

1. In these Articles:-

"the Act" means the Companies Act 1948

"the 1967 Act" means the Companies Act 1967

"the 1976 Act" means the Companies Act 1976

"the 1980 Act" means the Companies Act 1980

"the 1981 Act" means the Companies Act 1981

"the Seal" means the common seal of the Council

"Secretary" means any person appointed to perform the duties of the Secretary of the Council

"the United Kingdom" means Great Britain and Northern Ireland

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Council

MEMBERS

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

3. The number of Members with which the Council proposes to be registered is unlimited

4. (a) The Members of the Council shall be the subscribers to the Memorandum of Association and such:-

(i) small to middle scale non-profit-distributing theatre companies and

(ii) individuals

as are willing and able to support the objects of the Council and as the Directors shall admit to Membership

(b) The Directors shall accept nominations for election to membership only from companies which are committed to:-

(i) encouraging adequate theatre provision throughout society and throughout the country by developing new audiences and new venues

(ii) providing equal opportunities for actors and other workers

(iii) improving wage levels, working conditions and job security in the field of work

(iv) maintaining financial autonomy and artistic freedom

(v) advancing contemporary theatre

(c) The Directors shall have the power in accordance with the Memorandum of Association of the Council to affiliate organisations with the Council provided that no organisation shall be an affiliate and a Member at the same time and affiliates shall have no formal rights in relation to the Council unless such rights are specifically granted by the Council

- (d) Save as hereinafter provided the rights and privileges of a Member shall not be transferable
 - 5. (a) Members being theatre companies shall each appoint a representative in accordance with this Article and such representatives are hereinafter called Members' Representatives
 - (b) A Member's Representative shall be appointed by a Member giving written notice of the name of such Member's Representative to the Secretary not later than 14 days before any action is taken by such Representative and may be replaced from time to time by the same notice and shall automatically cease to be a Member's Representative if the Member represented ceases to be a Member
 - (c) Members shall each have one vote at meetings of the Council which they are entitled to attend and save as herein provided Members being theatre companies shall only be entitled to vote and take other formal action in relation to the Council by their Members' Representatives
 - (d) Members being individuals and Members' Representatives shall each be entitled to appoint a single proxy to vote in the stead of the individual Member or Member's Representative at meetings of the Council at which the individual Member or Member's Representative would be entitled to vote
 - (e) Members being theatre companies shall (in addition to attendance by their Members' Representatives) be entitled to be represented at meetings of the Council which they are entitled to attend by any number of further representatives who shall be entitled to speak at such meetings but not to vote
6. A Member shall cease to be a Member of the Council:-
- (a) upon giving notice in writing to the Council resigning from membership
 - (b) upon a two-thirds majority of the Directors of the Council giving the Member notice requiring the Member to resign from membership

- (c) (if an individual) upon dying, becoming of unsound mind or bankrupt, or compounding with his or her creditors
- (d) (if a corporation) upon its having a winding-up resolution passed or winding-up petition presented or a receiver being appointed of any of its assets
- (e) if a Member (not being an individual or a corporation) upon its passing a resolution for its dissolution

REGISTERS

7. The Directors shall cause the following registers to be kept at the Registered Office of the Council:-

- (a) a Register of Members
- (b) a Register of the interests of the Directors in debentures of the Council or its associated Companies

8. The Directors shall cause such Registers as are kept under the provisions of Article 7 hereof to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Section 29 of the 1967 Act

GENERAL MEETINGS

9. The Council shall in each year hold at least two General Meetings and shall designate one such meeting as its Annual General Meeting and shall specify the Annual General Meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Council and that of the next. Provided that so long as the Council holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold another in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint

10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings

11. The Directors 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 provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Council may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

12. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the Council other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Council in General Meeting, to such Members as are, under the Articles of the Council, entitled to receive such notice from the Council:-

Provided that a meeting of the Council 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 representing not less than ninety five per cent of the total voting rights at that meeting of all the Members

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is

transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors

15. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten Members or 1/10th of the membership whichever is the greater present in person or by proxy shall be a quorum

16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present or represented by Members' Representatives or proxies shall be a quorum

17. The Directors shall at or before each General Meeting of the Council elect one of their number to preside as Chairperson at that General Meeting but if at any Meeting no Director has been elected so to preside the Members or Members' Representatives present shall choose one of their number to be Chairperson of the meeting

18. 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting

19. 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 on the declaration of the result of the show of hands) demanded (a) by the

Chairperson or (b) by at least two Members present in person or by Members' Representatives or proxy or (c) by one Member or Members present in person or by Members' Representatives or 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. Unless a poll be so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Council shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

20. Except as provided in Article 22 if a poll is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. The Chairperson of a General Meeting shall not be entitled to vote at that meeting and if the Chairperson would (but for the provisions of this Article) have been entitled to vote at the Meeting the Chairperson shall immediately before taking the Chair appoint someone else present to be the Chairperson's proxy in respect of the said vote.

22. A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

23. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or not being individuals by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Council duly convened and held.

24. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the results of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairperson of the Meeting, be of

sufficient magnitude to vitiate the result of the voting

VOTES OF MEMBERS

25. The voting rights of the Member shall be as prescribed in Article 5 hereof.

26. The instrument appointing a proxy shall be in legible writing under the hand of the appointing individual Member or Member's Representative or of his attorney duly authorised in writing. A proxy need not be a Member of the Council.

27. 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 of that power or authority shall be deposited at the registered office of the Council 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 for holding the meeting or with the Chairperson of the Meeting immediately before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

DIRECTORS

28. Until otherwise determined by a General Meeting the number of Directors shall be not less than five and unless otherwise determined by a General Meeting shall not be more than twenty. The subscribers to the Memorandum of Association shall be the first Directors of the Council.

29. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following General Meeting, and shall then be eligible for re-election and if the next General Meeting is an Annual General Meeting the termination of the Director's office for the purposes of this Article shall be deemed also to be the Director's resignation for the purposes of Article 39 hereof.

30. No person who is not a subscriber to the Memorandum of Association a Member of the Council or the representative of a Member (whether a Member's Representative or not) shall be entitled to hold office as a Director

31. No Director shall vacate his or her office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of his or her having attained any particular age

BORROWING POWERS

32. The Directors may exercise all the powers of the Council to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Council or of any third party

POWERS AND DUTIES OF DIRECTORS

33. The business of the Council shall be managed by the Directors who shall be its committee of Management and Governing Body and who may pay all expenses incurred in promoting and registering the Council, and may exercise all such powers of the Council as are not, by the Act or by these Articles, required to be exercised by the Council in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Council in General Meeting; but no regulation made by the Council in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made

34. (a) The Directors shall have the power from time to time to make such Rules or By Laws as they deem necessary or expedient or convenient for the proper conduct and management of the Council and its Members and for the purposes of prescribing categories of and conditions of membership and in particular but without prejudice to the generality of the foregoing they may by such Rules or By Laws regulate:-

- (i) The conditions of membership including in the case of prospective Members rules relating to their capacity willingness and fitness (having regard to Article

4(b) hereof) to support the Council's objects to elect their own members and regulate their membership in a manner acceptable to the Council and to obtain and submit regularly to the Council properly certified accounts

- (ii) the rights and privileges of Members and the terms on which Members may resign or have their membership terminated and the entrance fees subscriptions and other fees or payments to be made by Members
 - (iii) the conduct of Members of the Council in relation to one another and to the Council's servants
 - (iv) the allocation of the whole or any part or parts of the Council's premises at any particular time or times or for any particular purpose or purposes
 - (v) the procedure at General Meetings and meetings of the Directors and Committees of the Directors or Members in so far as such procedure is not regulated by these Articles
 - (vi) all such matters as are commonly the subject matter of Council rules
- (b) The Council in General Meetings shall have power to alter or repeal the Rules or By Laws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Council all such Rules or By Laws which so long as they shall be in force shall be binding on all Members of the Council. Provided nevertheless that no Rule or By Law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Council

35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Council, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine

36. The Directors shall cause minutes to be made of all appointments of officers made by them, of the names of the Directors present at each meeting of the Directors, and of all resolutions and proceedings at all meetings of the Council, and of the Directors, and any such minutes if 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

37. The Directors may act notwithstanding any vacancy in the Board but if the number of Directors is less than the minimum prescribed herein they may only act as Directors to admit persons to membership of the Council fill vacancies in the Board of Directors or summon a General Meeting

DISQUALIFICATION OF DIRECTORS

38. (a) The office of Director shall be vacated if the Director:-

- (i) has a receiving order made against him or her or makes an arrangement or composition with his or her creditors generally
- (ii) becomes prohibited from being a Director by reason of an Order made under Section 188 of the Act or
- (iii) becomes of unsound mind or
- (iv) resigns his or her office by notice in writing to the Council or
- (v) is removed from office by a resolution duly passed pursuant to Section 184 of the Act or
- (vi) ceases to be a Member of the Council or
- (vii) is directly or indirectly interested in any contract with the Council and fails to declare the nature of his or her interest in the manner required by section 199 of the Act
- (viii) fails to attend three consecutive Board meetings

(b) A Director shall not vote in respect of any contract in which he or she is interested or any matter arising thereout and if he or she does so vote such vote shall not be counted

ROTATION OF MEMBERS OF THE BOARD OF DIRECTORS

39.(a) At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Board of Directors 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.

(b) 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 provided he or she has not served more than five years. A member of the Board shall after his or her second term of office or five years (whichever is the sooner) retire from the Board for at least one year after which he or she may stand for re-election.

(c) The Council 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.

(d) No person not being a member of the Board of Directors retiring at the meeting shall, unless recommended by the Board of Directors for election, be eligible for election to membership of the Board of Directors 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 or her intention to propose such person to be proposed and of his or her willingness to be elected. The prescribed time above mentioned 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.

(e) The Council may from time to time in General Meeting increase the number of members of the Board 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.

40. The Council may by ordinary resolution of which special notice has been given in accordance with section 142 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Council and such Director

41. The Council may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding article. Without prejudice to the powers of the Directors under Article 29 the Council in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement in accordance with Article 39 hereof

PROCEEDINGS OF DIRECTORS

42. (a) The Directors shall meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit provided that they shall meet at least 'four' times in each year. The Directors shall attempt to decide questions arising at their meetings by mutual agreement without voting. If agreement cannot be so reached then such questions shall be decided by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Directors shall be three

(b) The Directors shall at each of their meetings elect one of their number to preside as Chairperson at that meeting

(c) A meeting of the Directors at which a quorum is present, shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Council for the time being vested in the Directors generally

43. The Directors may delegate any of their powers to committees consisting of such Directors as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that

may be imposed on it by the Directors. All acts and proceedings of such committees shall be reported in due course to the full body of Directors.

44. A Committee may elect a Director to be the Chairperson of its meetings; if no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairperson of the meeting.

45. A Committee may meet and adjourn as it thinks proper. Committee members shall attempt to decide questions arising at their meetings by mutual agreement without voting and if agreement cannot so be reached the failure to agree shall be reported to the Directors.

46. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director 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 and was qualified to be a Director.

47. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

THE SECRETARY

48. The Secretary not being a Director shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

THE SEAL

49. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS AND DIRECTORS REPORT

50. The Directors shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to :-

- (a) all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place
- (b) the assets and liabilities of the Council and
- (c) all those matters required by the Companies Acts 1948 to 1981 to be shown in the Accounts of the Council

Proper books shall be deemed not 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 Council's affairs and to explain its transactions

51. (a) The books of account shall be kept at the registered office of the Council, or, subject to Section 12(6) of the 1976 Act at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors

- (b) The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Council or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or books or document of the Council except as conferred by Statute or authorised by the Directors or by the Council in General Meeting subject nevertheless to the provision of Clause 8 of the Memorandum of Association of the Council

52. The Directors shall from time to time cause to be prepared and laid before the Council in General Meeting such profit and loss accounts, balance sheets and directors' reports as are provided for in the Act, the 1967 Act, the 1976 Act, the 1980 Act and the 1981 Act

53. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Council in General Meeting,

together with a copy of the Auditor's report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Council, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Council is not aware

AUDIT

54. Auditors shall be appointed and their duties regulated in accordance with section 161 of the Act as amended by the 1967 Act, the 1976 Act, the 1980 Act and the 1981 Act

NOTICES

55. A notice may be given by the Council to any Member either personally or by sending it by post to the Member or to the Member's registered address, or (if the Member has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by the Member to the Council for the giving of notice to the Member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty four hours after the letter containing the same is posted

56. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Council an address within the United Kingdom for the giving of notice to them

(b) the auditor for the time being of the Council

No other person shall be entitled to receive notices of General Meetings

DISSOLUTION

57. Clause 8 of the Memorandum of Association of the Council shall have effect as if the provisions thereof were repeated herein

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ALISON MARY PARKES
144 Chestnut Avenue South
London E17 9EL.
Arts Administrator.

JENNIFER KATE WALDMAN
91 Bartholomew Road
London NW5.
Administrator.

JANE ANN DAWSON
51 Robertson Street
London SW8 3TX.
Production Co-ordinator.

ADRIAN EVANS
43 Lyndhurst Way
London SE5.
Theatrical Co-ordinator.

DATED the 31st day of January 1985.

WITNESS to the above signatures :

LISA GEE
6 Haslemere Road
London N8.
Arts Researcher.

CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 1892910

I hereby certify that

INDEPENDENT THEATRE COUNCIL LIMITED

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 the Companies Registration
Office, Cardiff the 6th March 1985.

MRS. C. ISRAEL
an authorised officer

*Certified
Copy - true
original
Charlotte Jane
14/4/94*