

No. 480523

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THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

## ARTICLES OF ASSOCIATION

OF ROYAL OPERA HOUSE, COVENT GARDEN LIMITED

Incorporated the 1<sup>st</sup> day of April 1950

(including amendments to 20 February 2004)

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The Companies Acts 1985 and 1989  
Company Limited by Guarantee and not having  
a Share Capital

## **Articles of Association of**

### **ROYAL OPERA HOUSE, COVENT GARDEN LIMITED**

#### **Interpretation**

**1** In these articles:

the "**Company**" means the company intended to be regulated by these articles;

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

the "**articles**" means these Articles of Association of the Company;

"**clear days**" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

the "**Directors**" means the directors of the Company (and "**Director**" has a corresponding meaning);

"**executed**" includes any mode of execution;

the "**memorandum**" means the memorandum of association of the Company;

"**office**" means the registered office of the Company;

the "**seal**" means the common seal of the Company if it has one;

"**secretary**" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

the "**United Kingdom**" means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

#### **Members**

- 2.1** The Directors, and such other persons or organisations as the Directors may admit to be a member, shall be the members of the Company. No person shall be admitted a member of the Company unless his application for membership is approved by the Directors.
- 2.2** Unless the Directors or the Company in general meeting shall make any other provision, the Directors may in their absolute discretion permit any member of the Company to retire and any member shall retire upon ceasing to be a Director, provided that after such retirement the number of members is not less than five.

### **General meetings**

- 3 The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next: Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4 The Directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member of the Company may call a general meeting.

### **Notice of general meetings**

- 5 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
  - 5.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - 5.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notices shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Directors and auditors.

- 6 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**

- 7 No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member, shall constitute a quorum.
- 8 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
- 9 The chairman, if any, of the Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such

other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.

- 10** If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- 11** A Director shall be entitled to attend and speak at any general meeting.
- 12** The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 13** A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

  - 13.1** by the chairman; or
  - 13.2** by at least two members having the right to vote at the meeting; or
  - 13.3** by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
- 14** Unless a poll is duly demanded a declaration by the chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 15** The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 16** A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 17** In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 18** A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- 19 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 20 A resolution in writing, signed by all the members entitled to receive notice of a meeting of members, shall be as valid and effective as if it had been passed at a meeting of members duly convened and held.

### **Private Company**

- 21 The Company shall at all times be a non-profit making private company which will seek to retain its charitable status pursuant to the Charities Act 1993 and may as such receive such grants, loans and support from public and other bodies and trusts and persons as offered to it. These bodies may include the Arts Council of England, the Royal Opera House Trust, the Friends of the Royal Opera House and any endowment fund or charity or other body whose objects may include the furthering of the Company's objects.

### **Votes of members**

- 22 Subject to Article 17, every member shall have one vote.
- 23 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
- 24 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 25 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 26 Any organisation which is a member of the Company may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Company.

### **Directors**

- 27 The number of Directors shall be not less than five nor more than eighteen, including the Chairman, unless otherwise determined by ordinary resolution.

### **Powers of Directors**

- 28 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by

the Directors who may exercise all the powers of the Company. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

**29** In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Directors shall have the following powers, namely:

**29.1** to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company;

**29.2** to enter into contracts on behalf of the Company;

**29.3** by power of attorney or otherwise to appoint or authorise any person (including any employee, manager or executive of the Company) to be the agent of, or otherwise act on behalf of, the Company for such purposes and on such conditions as they shall determine, including authority for such person to delegate all or any of his powers.

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

### **Appointment and retirement of Directors**

**31** Subject as provided in the articles, the Directors may from time to time appoint or re-appoint additional Directors to hold office as Directors of the Company, after such consultation with the Department of Culture, Media and Sport and the Arts Council of England as these bodies may respectively require, provided that such additional Directors shall become members of the Company and provided such appointments shall become approved at the next following general meeting of the Company.

**32** The Directors shall, subject to Articles 34 and 38, be appointed for a term of three years or less from the date of their appointment. On the expiry of such terms, they shall retire from office but may be re-appointed for a second term of three years or less by approval of the Directors. On the expiry of such second term they shall retire from office but they may be re-appointed for a further period of two years or less where the Directors consider there are exception circumstances. The term of any Director appointed to any executive or general office under Article 38 shall be determined by the Directors at the time of his appointment.

**33** The Directors may from time to time appoint one or more of the trustees of the Royal Opera House Trust, the trustees of any endowment trust, the members of the Council of the Friends of the Royal Opera House or the Governors of the Royal Ballet School to hold office as Directors of the Company. Such Directors shall hold office on the same terms as any other Director of the Company.

- 34** The Directors may from time to time appoint a Chairman of the Company, who shall be appointed for a term of five years or less from the date of his appointment provided that on the expiry of such term, he may be re-appointed for a second term of three years or less by approval of the Directors, provided that on the expiry of such second term he shall, unless the Directors otherwise exceptionally determine, retire from office.
- 35** No person shall be approved in appointment or re-appointment as a Director at any general meeting unless he is recommended by the Directors.
- 36** No person may be appointed as a Director:
- 36.1** if they are under the age of 18 years; or
- 36.2** in circumstances such that, had he already been a Director, he would have been disqualified from acting under the provisions of Article 41.
- 37** Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

#### **Appointment of Executive or General Director**

- 38** The Directors may from time to time appoint a maximum of one of their body to be the holder of any executive or general office on such terms and for such period as they may (subject to the provisions of the Act) determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke or vary the terms of any such appointment.
- 39** The appointment of any Director to any executive or general office shall automatically determine if he ceases to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company.
- 40** The Directors may entrust to and confer upon any Director holding any executive or general office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, alter or vary all or any of such powers.

#### **Disqualification and removal of Directors**

- 41** A Director shall cease to hold office if he:
- 41.1** ceases to be a Director by virtue of any provision in the Act or is disqualified from acting as a Director by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- 41.2** becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- 41.3** resigns his office by notice to the Company (but only if at least five Directors will remain in office when the notice of resignation is to take effect); or
- 41.4** is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that this office be vacated.

### **Directors' expenses**

- 42** The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration in their capacity as Directors, save as provided under Articles 43 and 44.
- 43** Any Director who holds any executive or general office may be paid such reasonable and proper remuneration by way of salary, commission or otherwise or may receive such other benefits as the Directors may determine, subject to Clause 4 of the memorandum.
- 44** The Directors shall have power to pay and agree to pay, subject to Clause 4 of the memorandum, reasonable and proper gratuities, pensions or other retirement, superannuation, death or disability benefits to (or to any person in respect of) any Director or ex-Director who holds, or held, any executive or general office and, for the purpose of providing any such reasonable and proper gratuities, pensions or other benefits, to contribute to any scheme or fund or to pay premiums.

### **Proceedings of Directors**

- 45** Subject to the provisions of the articles, the Directors may regulate their proceedings as they think fit, provided that the board of Directors shall meet at least five times during each calendar year. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 46** The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be three Directors.
- 47** The Directors may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 48** The Directors may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
- 49** In addition to their powers under Article 29.3, the Directors may delegate any of their powers or discretions to committees. Any such committee shall, unless the Directors otherwise resolve, have power to sub-delegate to sub-committees any of the powers or discretions delegated to it. Any such committee or sub-committee shall consist of one or more Directors and (if thought fit) one or more other named person or persons to be co-opted as hereinafter provided. Insofar as any such power or discretion is delegated to a committee or sub-committee, any reference in the articles to the exercise by the Directors of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise thereof by such committee or sub-committee. Any committee or sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations



may provide for or authorise the co-option to the committee or sub-committee of persons other than Directors and may provide for members who are not Directors to have voting rights as members of the committee or sub-committee.

- 50** The meetings and proceedings of any such committee or sub-committee consisting of two or more persons shall be governed *mutatis mutandis* by the provisions of the articles regulating the meetings and proceedings of the Directors, so far as the same are not superseded by any regulations made by the Directors under the last preceding Article.
- 51** All acts done by a meeting of Directors, or of a committee of Directors, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- 52** A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.
- 53** Any bank account in which any part of the assets of the Company is deposited shall be operated by such person or persons as the Directors shall from time to time determine and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by such person or persons as the Directors shall from time to time determine.
- 54** Save as otherwise provided by the articles or determined by ordinary resolution, a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company. For the purposes of this Article, an interest of a person who is, for any purpose of the Act, connected with a Director shall be treated as an interest of the Director.
- 55** A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

### **Secretary**

- 56** Subject to the provisions of the Act, the secretary shall be appointed by the Directors for such term, at such remuneration (if not a Director) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

### **Minutes**

- 57** The Directors shall keep minutes in books kept for the purpose:
- 57.1** of all appointments of officers made by the Directors; and
- 57.2** of all proceedings at meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.

### **The Seal**

- 58** The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

### **Notices**

- 59** Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
- 60** The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
- 61** A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 62** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

### **Indemnity**

- 63** Subject to the provisions of the Act every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.