

Royal Opera House Covent Garden Foundation
Company number 00480523

COMPANIES ACT 2006
SPECIAL RESOLUTION (COMPANY IN GENERAL MEETING) TO ALTER
ARTICLES OF ASSOCIATION ON CHANGE OF NAME

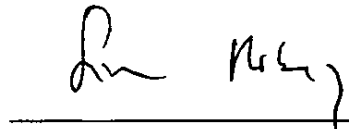
Company number 00480523

At a General Meeting of the members of the above named company, duly convened and held at the Royal Opera House, Covent Garden, WC2E 9DD

On the 7th day of October, 2014

IT WAS RESOLVED THAT the regulations contained in the document submitted to this meeting and, for the purpose of identification, signed by the chair hereof be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles thereof.

By order of the Board



Simon Robey
Chairman

I certify this is a true copy of the original which I have seen

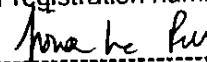
Name Fiona Mary Noel Le Roy

Occupation Solicitor

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Solicitor registration number 159456

Signature 
Date 16 December 2014

FRIDAY



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19/12/2014

#426

COMPANIES HOUSE

No 480523

THE COMPANIES ACTS 1985 AND 1989 AND 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF ROYAL OPERA HOUSE COVENT GARDEN FOUNDATION

Incorporated the 1st day of April 1950

Including Special Resolutions of the Company passed on 20th May 1952, 17th June 1958, 27th October 1959, 26th March 1963, 22nd July 1969, 26th July 1977, 31st July 1979, 1st May 1984, 26th January 1988, 29th September 1992, 10th December 2000, 15th July 2003, 20th February 2004, 24th May 2006, 22nd January 2008, 13th April 2010, 7th February 2012 and 7 July 2014

Linklaters

One Silk Street
London EC2Y 8HQ

Telephone (44-20) 7456 2000
Facsimile (44-20) 7456 2222

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

Memorandum of Association of

ROYAL OPERA HOUSE COVENT GARDEN FOUNDATION

- 1** The Company's name is Royal Opera House, Covent Garden Foundation¹ (and in this document it is called the "**Company**")
- 2** The Company's registered office is to be situated in England and Wales
- 3** The Company is established to promote and assist in the advancement of education so far as such promotion and assistance shall be of a charitable nature and in particular, so far as of a charitable nature, to raise the artistic taste of the country, and to procure and increase the appreciation and understanding of the musical art in all its forms. And, as ancillary to the foregoing objects or incidental or conducive to the attainment of such objects but so and it is hereby declared that all objects of the Company shall be of a charitable nature

- (A) To present, produce, organise, manage, or conduct or procure to be presented, produced, organised, managed or conducted such performances or shows of operas, dramas, plays, choreography, ballets, concerts, music and other representation and performances in any medium, whether the stage or concert-hall or cinematograph or gramophone recording or broadcasting or television or any other form of reproduction, mechanical, digital or otherwise, and such exhibitions, lectures, displays, debates and courses of instruction produced in any form and by any medium, as the Company may think fit for the purpose of furthering its objects
- (B) To procure to be prepared, printed or published or issued any programmes, books, booklets or pamphlets, and from time to time as the Company may think fit to fix, make and receive such fees or charges therefor, or for admission to or otherwise in respect of any performances, shows, exhibitions, lectures, displays, debates, courses of instructions or other matters referred to in the foregoing sub-clause (A)

Provided always that any moneys so received by the Company shall be used or applied by the Company for or towards its charitable objects (including charitable objects ancillary thereto)

- (C) In furtherance of the objects of the Company to enter into agreements with authors, playwrights, dramatists, actors, dancers, conductors, musicians, singers, producers, directors, designers, choreographers and script-writers, and to appoint, employ and dismiss such actors, dancers, musicians, singers, instructors, lecturers, directors, theatrical staff, clerks, servants and other persons as to the Company may seem necessary or desirable for its objects, and so that any such agreements, appointments and employments may be upon such terms and conditions as to remuneration and otherwise as the Company may see fit

¹ Change of name from Royal Opera House Covent Garden Limited to Royal Opera House Covent Garden Foundation approved on 7 July 2014 following the approval of the merger of Royal Opera House Foundation with the Company, effective from 1 September 2014

- (D) To purchase, acquire and obtain interests in the copyright of, or the right to perform or show in any manner (including by television) any opera, ballet, play, mime, comedy, drama, film, film scenario, stage piece or musical composition which can be used or adapted for objects of the Company
- (E) To purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the Company
- (F) To retain or employ professional or technical advisers or workers in connection with the objects of the Company, and to pay such fees and other moneys for their services as may be thought expedient
- (G) To establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as Directors 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, for the purpose of promoting any objects of the Company, to co-operate with manufacturers, dealers or other traders, and with the press and other sources of publicity
- (H) To purchase, take on lease or in exchange, hire or otherwise acquire, and to hold, sell, lease, let or otherwise dispose of any real or personal property (and in particular opera houses, theatres and cinemas) and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter and buildings or erections necessary or convenient for the work of the Company
- (I) To establish, operate and carry on at the Royal Opera House, Covent Garden, bars, refreshment rooms and shops for the supply thereof, and in the auditorium of the said Opera House, of food, drink, any other refreshments and any forms of merchandising related to the Opera House or the performances taking place there of any kind by way of sale, and for the purposes aforesaid (but for no other purpose) to carry on business as caterers, victuallers (whether licensed or not), restaurateurs and suppliers of goods, and to apply for and obtain and renew in the name of the Company or of any agent or servant authorised by the Company all or any necessary or proper licenses for the purpose of such sales. This power shall extend to other places where productions sponsored by the Company are being given and shall extend to the right of the Opera House to grant franchises for the sale of all such items to any franchisee it deems appropriate. Provided that this power shall only be exercisable in a way which is compatible with the Company's charitable status
- (J) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects
- (K) To borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit, and whether by the creation and issue of debentures or debenture stock or otherwise
- (L) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in or upon such investments, securities or property, and with such sanction (if any) as may for the time being be prescribed by law
- (M) To establish, promote, or assist any company or companies established for charitable purposes only all or any of which are similar to the objects of the Company for the purpose

of acquiring all or any of the property, rights and liabilities of the Company or for the purpose of carrying on any activity which this Company is authorised to carry on for any other charitable purpose which may seem directly or indirectly calculated to benefit this Company in the furtherance of its objects

- (N) To make any charitable donation either in cash or assets which the Company may deem expedient And to establish and support pension, superannuation and other schemes for the benefit of persons employed by the Company, and to grant pensions or retiring allowances to persons who have been employed by the Company or to their dependants
- (O) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any subsidiary company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any subsidiary company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported exercise and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or subsidiary company or pension fund and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability
- (P) To purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any one or more of the associations, societies or bodies with which this Company is authorised to co-operate or federate
- (Q) To accept and receive gifts, donations, legacies, devises and subscriptions of property of any kind and money, but with regard to land and subscriptions whether subject to or for any consideration or not, and with regard to any gift, donation, legacy, devise or subscription, whether the same is absolute or subject to any charitable trusts
- (R) To expend, pay or apply all of any property, capital money and income of the Company for or towards any of the objects of the Company
- (S) To act if to the Company it seems desirable as a Director of any money or other property held or to be held on charitable trusts for objects similar to the objects of the Company or any of them, and whether gratuitously or otherwise
- (T) To establish subsidiary companies of the Company for specific purposes to be agreed upon by the Directors, provided that the purposes of such subsidiary companies are compatible with the Company's charitable status
- (U) To pay out of funds of the Company the costs, charges and expenses of and incidental to the formation of the Company
- (V) To do all such other things as are incident or conducive to the attainment of the objects of the Company or any of them

Provided that the Company shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object would make it a trade union

Provided also that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 property the members of the Company shall be

chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for due administration of such property in the same manner and to the same extent as they would as such members have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Charity Commissioners over such members, but they shall as regards any such property, be subject jointly and separately to such control or authority, as if the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with the same in such manners as allowed by law having regard to such trusts

- 4 The income and property of the Company shall be applied solely towards the promotion of the Objects set out in Clause 3 of this Memorandum and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity Provided that nothing in this document shall prevent any payment in good faith by the Company
- (1) of the usual charges for any services of an artistic nature (by way of participation in the artistic activities of the Company) provided by a Director who is engaged in any artistic profession, vocation or business, or by any partner of his or hers in such a profession, vocation or business, or by any person or organisation (whether incorporated or not) carrying on such a profession, vocation or business and in which a Director may be a director, employee or consultant or be a member holding more than 1/100th part of the issued capital or other equivalent ownership interest when instructed by the Company to act in such capacity on its behalf Provided that at no time shall more than one third of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner or related person or organisation, is under discussion,
 - (2) of a reasonable and proper pension to (or to any person in respect of) any ex-Director who has held any executive or general office in the Company,
 - (3) of interest on money lent by any member of the Company or Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Directors,
 - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company,
 - (5) of reasonable and proper rent for premises demised or let by any member of the Company or a Director,
 - (6) to any Director of reasonable out-of-pocket expenses,
 - (7) of any premium in respect of any indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company, provided that such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be

a breach of trust or breach of duty or which was committed by the Directors in reckless disregard of whether or not it was a breach of trust or breach of duty

- 5 The liability of the members is limited
- 6 Every member of the Company undertakes to contribute to the assets of the Company, 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 payments of the debts and liabilities of the Company 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 £1
- 7 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object
- 8 True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company, 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 Company 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 Company 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
--

JOHN ANDERSON, 4 Lord North Street, SW1 Chairman of the Port of London Authority and Director of other companies

JAMES F A SMITH, 25 Chesham Place, SW1 Governor of Sadler's Wells
--

WAKEHURST, 31 Lennox Gardens, SW1 Chairman English Speaking Union
--

GEORGE DYSON, Royal College of Music, Kensington, SW7 Director, Royal College of Music

EDWARD J DENT, 17 Cromwell Place, SW7 Professor of Music

KENNETH CLARK, Upper Terrace House, Hampstead, NW3 Slade Professor of Fine Art, Oxford

LESLIE BOOSEY, 295 Regent Street, W1 Director of BOOSEY & HAWKES, Music Publishers

DATED the 28th day of March, 1950

WITNESS to the above Signatures of JOHN ANDERSON, JAMES F A SMITH, WAKEHURST and GEORGE DYSON -

DOUGLAS P LUND
59 Ember Farm Way
East Molesey, Surrey
Chartered Accountant

WITNESS to the above Signatures of EDWARD J DENT, KENNETH CLARK and LESLIE BOOSEY -

JUDITH LYTTTELTON
Spinster
15 Manson Place, SW7

**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 FOUNDATION

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 1 by the chairman, or
 - 13 1 2 by at least two members having the right to vote at the meeting, or
 - 13 1 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 of the Company shall, subject to Articles 34 and 38, be appointed for an initial term of up to four years from the date of their appointment On the expiry of such initial term, a Director may be re-appointed for a second term expiring on or before the 31st July following the fourth anniversary of the date of re-appointment, with a formal appraisal to be conducted by the Chairman before the appointment is renewed for the second term On the expiry of such second term, a Director may be re-appointed for a further but final term expiring on or before the 31st July following the fourth² anniversary of the date of re-appointment, where the Directors consider there are exceptional circumstances

² 7 February 2012 - Article 32 amended by Special Resolution extending the final term of the Directors' terms of office from 2 years to 4 years

- 33 The Directors may from time to time appoint one or more of the trustees of ³the 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 38.
- 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.

Disqualification and removal of Directors

- 38 A Director shall cease to hold office if he
- 38.1 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),
- 38.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
- 38.3 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
- 38.4 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

- 39 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 Article 40.
- 40 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.

³ 7 October 2014 – Article 33 amended by the removal of the reference to the Royal Opera House Trust (which changed its name to the Royal Opera House Foundation), following the merger of the Royal Opera House Foundation with the Company, approved on 7 July 2014 and effective from 1 September 2014.

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

- 41** 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.
- 42** 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.
- 43** 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.
- 44** 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.
- 45** 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.
- 46** 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.
- 47** 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.

- 48 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.
- 49 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.
- 50 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.
- 51 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

- 52 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

- 53 The Directors shall keep minutes in books kept for the purpose
- 53.1 of all appointments of officers made by the Directors, and
- 53.2 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

- 54 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

- 55 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.
- 56 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

- 57** 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
- 58** 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

- 59** 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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JOHN ANDERSON, 4 Lord North Street, SW1 Chairman of the Port of London Authority and Director of other companies

JAMES F A SMITH, 25 Chesham Place, SW1 Governor of Sadler's Wells
--

WAKEHURST, 31 Lennox Gardens, SW1 Chairman English Speaking Union
--

GEORGE DYSON, Royal College of Music, Kensington, SW7 Director, Royal College of Music

EDWARD J DENT, 17 Cromwell Place, SW7 Professor of Music

KENNETH CLARK, Upper Terrace House, Hampstead, NW3 Slade Professor of Fine Art, Oxford

LESLIE BOOSEY, 295 Regent Street, W1 Director of BOOSEY & HAWKES, Music Publishers

DATED the 28th day of March, 1950

WITNESS to the above Signatures of JOHN ANDERSON, JAMES F A SMITH, WAKEHURST and
GEORGE DYSON -

DOUGLAS P LUND
59 Ember Farm Way
East Molesey, Surrey
Chartered Accountant

WITNESS to the above Signatures of EDWARD J DENT, KENNETH CLARK and LESLIE
BOOSEY -

JUDITH LYTTTELTON
Spinster
15 Manson Place, SW7

THE COMPANIES ACTS 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

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

Incorporated the 1st day of April 1950

Including Special Resolutions of the Company passed on 20th May 1952, 17th June 1958, 27th October 1959, 26th March 1963, 22nd July 1969, 26th July 1977, 31st July 1979, 1st May 1984, 26th January 1988, 29th September 1992, 10th December 2000, 15th July 2003, 20th February 2004, 24th May 2006, 22nd January 2008, 13th April 2010 and 7th February 2012

Linklaters

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