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COMPANIES HOUSE

THE COMPANIES ACTS 1948 to 1983

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

HARROGATE (WHITE ROSE) THEATRE TRUST LIMITED

1. The name of the Company (hereinafter called "the Company") is "HARROGATE (WHITE ROSE) THEATRE TRUST LIMITED.
2. The Registered Office of the Company will be situate in England.
3. The Object for which the Company is established is the advancement of the Art of Drama by the promotion of general education in relation to all aspects of such Art and the development of public appreciation therein (hereinafter called "the general object of the Company") and in particular without prejudice to the generality of such object but always subject to such object.
 - (a) To encourage and promote the presentation and performance of Dramatic Productions of cultural and/or educational value and to advance the standard of production and performance in regard thereto.
 - (b) To carry on the businesses of Proprietors and Managers of Theatres, Concert Halls, Music Halls and Cinematograph Theatres and Providers of Public Entertainment and Public Exhibitions; to provide, manage and conduct operatic, theatrical, musical, pantomimic and cinematograph performances and entertainments of an educational description or calculated to improve the general standard of public taste, and to provide, engage and contract for actors, vocalists, public entertainers and all other theatrical and musical artists.
 - (c) To present, produce, manage, conduct and represent or allow to be presented, produced, managed, conducted or represented at any place in England or elsewhere such plays, dramas, comedies, operas, burlesques, pantomimes, revues, concerts, ballets, films, musical and other pieces, shows, lectures, exhibitions, variety and other entertainments of an

educational and cultural character or otherwise calculated to improve the general standard of public taste as the Company may from time to time think fit.

- (d) To organize, promote or conduct Dramatic and Literary Festivals, Competitions, Lectures, Conferences and Readings and to offer and give prizes for excellence or proficiency in connection therewith and to appoint examiners or adjudicators for the purpose of assigning such prizes.
- (e) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges for the promotion of the general object of the Company and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- (f) To sell, let, mortgage, dispose of, or turn to account all or any of the property or assets of the Company with a view to the promotion of the general object of the Company.
- (g) To undertake and execute any trusts which may lawfully be undertaken by the Company and may be within the scope of the general object of the Company.
- (h) To invest the moneys of the Company not immediately required for its general object 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 for England and Wales or the Minister of Education shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (i) To purchase or otherwise acquire or obtain any rights, concessions, licences, copyrights, exclusive rights of performance or monopolies which may seem capable of being used for any of the purposes of the Company.
- (j) To train students in drama, music, dramatic authorship, painting and other arts and for this purpose to institute and present scholarships and exhibitions, and grant medals, prizes or other benefactions.
- (k) To establish, promote, or amalgamate with or support or aid any other associations, societies or companies whose objects are similar or in part similar to the objects of this Company and either alone or in association with other kindred associations, societies or companies to promote and hold meetings, lectures, concerts and other functions calculated to further the objects of the Company, and to offer, give or contribute towards prizes and awards therefor.

- (l) To purchase, hire, make and provide all kinds of theatrical or other equipment used in connection with the production of any of the performances which the Company is authorised to present; to buy, make, supply, sell and deal in all kinds of liquors, tobacco and refreshments required or used in connection therewith; and to publish, supply, sell and deal in programmes and books, periodicals and other publications of an educational nature.
- (m) To grant pensions, gratuities or charitable aid to any persons who have served the Company or to their dependents; to make payments towards insurance for their benefit; to form and contribute to provident and other funds for their benefit; and to make contributions for any charitable or philanthropic purposes.
- (n) To borrow or raise and give security for money by the issue of or upon Bonds, Debentures, Debenture Stock, bills of exchange, promissory notes or other obligations or securities of the Company or by mortgage or charge upon all or any part of the property of the Company.
- (o) To promote or aid, in any way that the Company may think fit, the public interest in any theatrical entertainments of an educational nature or calculated to improve the standard of public taste whether in connection with the above objects or not.
- (p) To provide indemnity insurance to cover the liability of the Directors (or any of them) 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 any such insurance shall not extend to any claim arising from any act or omission which the Directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Directors (or any of them) in reckless disregard of whether it was a breach of trust or of duty or not.
- (q) To pay any premium in respect of any indemnity insurance to cover the liability of the Directors (or any of them) 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 any such insurance shall not extend to any claim arising from any act or omission which the Directors (or any of them) knew to be a breach of trust or of duty or which was committed by the Directors (or any of them) in reckless disregard of whether it was a breach of trust or of duty or not.

- (x) To do all such other lawful things as are or may be deemed incidental or conducive to the attainment of the above objects or any of them.

Provided always, and it is hereby declared that the Company exists only for purposes which are both charitable and educational and notwithstanding anything hereinbefore contained nothing shall be an object of the Company which is not both a charitable and an educational object.

Provided that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, 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 such property the Managers or Trustees 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 the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees 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 Chancery Division, the Charity Commissioners or the Ministry of Education over Managers or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated. In case 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 manner as allowed by law, having regard to such trusts.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the object of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of Dividend, Bonus or otherwise howsoever by way of profit, to the Members of the Company.

Provided that nothing herein shall prevent the payment in good faith of:-

1. Reasonable and proper remuneration to any officer or servant of the Company or to any Member of the Company in return for any services actually rendered to the Company;
2. Interest at a rate not exceeding six (6) per centum per annum on money lent;
3. Reasonable and proper rent for premises demised or let by any Member to the Company

BUT so that no Director of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any Director except:-

- (a) repayment of out-of-pocket expenses
- (b) interest at the rate aforesaid on money lent
- (c) reasonable and proper rent for premises demised or let to the Company

PROVIDED that the provision last aforesaid shall not apply to any payment to any firm or company of which a Director of the Company shall be a member and in which such Director shall not hold more than one (1) per cent of the capital and such Director shall not be bound to account for any share of profits he or she may receive in respect of any such payment.

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 during the time he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceased 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 One Pound.

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 among the Members of the Company but shall be given or transferred to some other 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 among 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.

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 in force 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.

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

(As adopted by a Special Resolution of the Company passed on the 23rd day of August 1996 and as amended by Special Resolution of the Company passed on the 26th day of October 2023)

Of

HARROGATE (WHITE ROSE) THEATRE TRUST LIMITED

1. The Company shall be styled "HARROGATE (WHITE ROSE) THEATRE TRUST LIMITED" and is herein referred to as "the Company".
2. These Articles shall be construed with reference to the provisions of The Companies Act, 1985, so far as they are consistent therewith and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act or any subsequent re-enactment or statutory modification thereof for the time being in force.
3. The Company is established for the purposes expressed in the Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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Dated this 12th day of December 1880.

Witness to the above Signatures :-

—Een bedden
toehicht

Harvard.