

I hereby certify that this is a true copy of the Articles of Association of the Company adopted by a Special Resolution duly passed at a properly convened General Meeting of the Company held on 27 September 2010 as amended by a Special Resolutions dated 27 January 2015, 21 November 2017, 12 May 2020 and 7 March 2023.

**THEATRE ROYAL
(PLYMOUTH) LIMITED**

**ARTICLES OF ASSOCIATION
ADOPTED 27 SEPTEMBER 2010**

**AS AMENDED BY SPECIAL
RESOLUTIONS DATED
27 JANUARY 2015
21 NOVEMBER 2017
12 MAY 2020
AND
7 MARCH 2023**

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE

Articles of Association of Theatre Royal (Plymouth) Limited

1 Interpretation.

1.1 In these Articles:

Address	a postal address or, for the purposes of electronic communication, any fax number, an e-mail or postal address or a text message number which in any case has been notified in writing to the Charity for the purpose of receiving notices from the Charity;
Articles	The Charity's Articles of Association;
the Board of Management or the Board	The Board of Management referred to in the Articles and Member of the Board shall be construed accordingly
Chair	The chair of the Board of Management appointed in accordance with Article 15;
the Charity	Theatre Royal (Plymouth) Limited
Clear Days	in relation to the period of a notice means a period excluding: <ul style="list-style-type: none">• 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.
Companies Acts	The Companies Acts as defined in Section 2 of the Companies Act 2006 insofar as they apply to the Charity;
the Commission	the Charity Commission for England and Wales;
the Effective Date	The date on which these Articles came into effect in accordance with the terms of the special resolution which adopted them;
the Memorandum	The Memorandum of Association of the Charity;
the Officers	Includes the Board and the Secretary;
Secretary	Any other person appointed to perform the duties of the Secretary of the Charity, including a joint, assistant or deputy Secretary;
the United Kingdom	Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular shall include the plural and vice versa.

1.2 In Articles 11, 12 and 15 where there is reference to a term of one year, two years or three years the relevant term will start on the date of appointment and terminate at the end of the first meeting of the Board which is held after the relevant anniversary of the appointment.

1.3 Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when these Articles become binding on the Charity

- 1.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- 1.5 The provisions of the Memorandum to the extent that they could have been contained in the Articles shall take effect as though repeated here.
- 1.6 Terms defined in the Articles shall have the same meaning in the Memorandum.
- 1.7 The Members of the Board are the directors of the Charity for the purposes of the Companies Acts.
- 1.8 The Members of the Board are Charity Trustees as defined in section 97 Charities Act 1993.

2 Members

- 2.1 The Members of the Board at the Effective Date shall (subject to the other provisions of the Articles) be the only members of the Charity as from the Effective Date.
- 2.2 Any member of the Charity who at the Effective Date is not also a Member of the Board will automatically and immediately cease to be a member of the Charity.
- 2.3 The Board shall admit to membership of the Charity such other person as the Board shall from time to time decide, subject to such person signing such consent to be a member of the Charity in such form as the Board may from time to time specify and also his or her accepting appointment as a Member of the Board.
- 2.4 Membership of the Charity is not transferable to anyone else.
- 2.5 The Board must keep a register of the names and addresses of the members of the Charity.

3 Termination of Membership.

- 3.1 Membership of the Charity terminates on the happening of any of the following events (in addition to the circumstances set out in Article 2.2):
 - 3.1.1 the death of the member;
 - 3.1.2 receipt by the Charity of written notice of resignation from the member to the Charity unless, after the resignation, there would be fewer than two members;
 - 3.1.3 the member ceasing to be a Member of the Board.

4 General meetings.

- 4.1 The Charity will not be obliged to hold an annual general meeting.
- 4.2 The Board may call a general meeting at any time in accordance with the Companies Acts.
- 4.3 Participation by a member is deemed to occur when:
 - 4.3.1 the meeting of the Board has been called and takes place in accordance with the articles, and
 - 4.3.2 a member can each communicate to the others any information or opinions the member has on any item of the business of the meeting
- 4.4 In determining whether members are participating in a Board meeting, it is irrelevant where any member is or how the members communicate with each other
- 4.5 If all the members participating in a Board meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of the members are.

5 Notice of general meetings.

- 5.1 The minimum periods of notice required to hold a general meeting of the Charity are:
 - 5.1.1 twenty-one clear days for a general meeting called for the passing of a

special resolution;

5.1.2 fourteen clear days for all other general meetings.

5.2 A general meeting may be called by shorter notice than is set out in Article 5.1 if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.

5.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 7 of these Articles.

5.4 The notice must be given to all the members of the Charity, to the Members of the Board and to the auditors.

5.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

6 Proceedings at general meetings

6.1 No business shall be transacted at any general meeting unless a quorum is present.

6.2 A quorum is one third of the members plus one further member of the Charity present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

6.3 If:

6.3.1 a quorum is not present within half an hour from the time appointed for the meeting; or

6.3.2 during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Board shall determine.

6.4 The Board must reconvene a meeting adjourned in accordance with Article 6.3 and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

6.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

6.6 General meetings shall be chaired by the Chair.

6.7 If there is no Chair or he or she is not present within fifteen minutes of the time appointed for the meeting a Member of the Board nominated by the Members of the Board present shall chair the meeting.

6.8 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

6.9 The person who is chairing the meeting must decide the date, time and place at which a meeting adjourned in accordance with Article 6.8 is to be reconvened unless those details are specified in the resolution.

6.10 No business shall be conducted at any meeting reconvened under this Article 6 unless it could properly have been conducted at the meeting had the adjournment not taken place.

6.11 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

6.12 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

6.12.1 by the person chairing the meeting; or

6.12.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or

6.12.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the

right to vote at the meeting.

- 6.13 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 6.14 The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
- 6.15 A poll must subject to the other provisions of this Article be taken in such manner as the person who is chairing the meeting directs, who may also appoint scrutineers (who need not be members) and may fix a time and place for declaring the results of the poll.
- 6.16 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 6.17 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 6.18 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 6.19 The poll must be taken within thirty days after it has been demanded.
- 6.20 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 6.21 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

7 Proxies: appointment and voting

- 7.1 Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the charity.
- 7.2 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve) -

"Theatre Royal (Plymouth) Limited"

I,....., of....., being a member of the above-named charity, hereby appoint..... of....., or failing him/her, of....., as proxy to vote in my name and on my behalf at the general meeting of the charity to be held on.....20....., and at any adjournment thereof.

Signed on.....20....."

- 7.3 Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve) -

"Theatre Royal (Plymouth) Limited"

I,....., of....., being a member of the above-named charity, hereby appoint..... of....., or failing him/her, of....., as my proxy to vote in my name and on my behalf at the general meeting of the charity to be held on..... 20....., and at any adjournment thereof.

Signed on.....20....."

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting

- 7.4 The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Board) may be lodged with the Charity as follows:
- 7.4.1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 7.4.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -
- (a) in the notice convening the meeting, or
- (b) in any instrument of proxy sent out by the Charity in relation to the meeting, or
- (c) in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting,
- it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- 7.4.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 7.4.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the secretary or to any Member of the Board.
- 7.5 An appointment of proxy which is not deposited, delivered or received in a manner described in Article 9.4 shall be invalid.
- 7.6 A vote given or poll demanded by proxy shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the charity at:
- 7.6.1 its registered office, or
- 7.6.2 at such other place at which the instrument of proxy was duly deposited, or
- 7.6.3 (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received
- 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

8 Votes of Members of the Charity

- 8.1 Every member shall have one vote on a resolution put to the Members of the Charity.
- 8.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

9 Written Resolutions

- 9.1 A written resolution of Members of the Charity may be passed in accordance with the procedure specified from time to time by the Companies Acts.

10 Composition of the Board

- 10.1 A Member of the Board must be a natural person aged 18 years or older.
- 10.2 The number of Members of the Board shall be not less than five but shall not be subject to any maximum.
- 10.3 A Member of the Board may not appoint anyone to act on his or her behalf at meetings of the Board.

11 The Appointment of Members of the Board

- 11.1 The Board may (subject to the other provisions of the Articles) appoint any person who is willing to act to be a Member of the Board.
- 11.2 Subject to Article 11.3, Members of the Board shall serve in office for an initial term of three years but may be reappointed after that for up to two further terms of three years.
- 11.3 No Member of the Board shall serve in office for more than nine consecutive years in total, save that, in exceptional circumstances, a Member of the Board may be reappointed on an annual basis beyond the nine year total where it is desirable and in the interests of the Charity to extend his appointment. For the avoidance of doubt, a Member of the Board who has been out office for a period of one year may be eligible for reappointment.
- 11.4 No one may be appointed a Member of the Board if he or she would be disqualified from acting under the provisions of Article 14.

12 Transitional Provisions relating to the Board

- 12.1 The Members of the Board as at the date of adoption of these Articles shall continue in office subject to the terms of these Articles.
- 12.2 Those Members of the board appointed within one year before the Effective Date shall hold office for a term of three years from the Effective Date.
- 12.3 Those Members of the Board as at the date of adoption of these Articles who do not fall within Article 12.2 shall hold office for a term of either one or two years from the Effective Date as decided by the Board or in the absence of such assignment within one month from the Effective Date as determined by lot.
- 12.4 The term of office as determined under Articles 2 and 3 shall be deemed to be the first term of three years for the purposes of Article 11.

13 Powers of Board

- 13.1 The Board shall manage the business of the Charity and may exercise all the powers of the Charity subject to any restrictions imposed by the Companies Acts, the Memorandum, these Articles or any special resolution.
- 13.2 No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Board.
- 13.3 For the avoidance of doubt any meeting of the Board at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board.

14 Disqualification and removal of Members of the Board

- 14.1 A Member of the Board shall cease to hold office if he or she:
 - 14.1.1 ceases to be a member of the Board by virtue of any provision in the Act or is prohibited by law from being a Member of the Board;
 - 14.1.2 is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 14.1.3 ceases to be a member of the Charity;
 - 14.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 14.1.5 resigns as a Member of the Board by notice to the Charity (but only if at least two Members of the Board will remain in office when the notice of resignation is to take effect); or

14.1.6 is absent without the permission of the Board from all their meetings held within a period of six consecutive months and the Board resolve that his or her office be vacated

15 Chair

- 15.1 Subject to the provisions of this Article the Board shall appoint a Member of the Board as Chair. The terms of reference and powers of the Chair shall be determined, in writing, by the Board from time to time.
- 15.2 The Chair shall be appointed for a term of three years and shall be eligible for reappointment for one further term of three years only.
- 15.3 The Chair at the Effective Date is Sir Michael Lickiss and his appointment for a first term of three years shall be deemed to have commenced on the Effective Date.
- 15.4 If the Chair's appointment as a Member of the Board would expire prior to termination of his or her term as Chair then notwithstanding the other provisions of these Articles he or she will continue to be a Member of the Board until expiry of his or her appointment as Chair.

16 No Remuneration for Members of the Board

- 16.1 No member of the Board may be paid any remuneration by the Charity for acting as a member or a Member of the Board. For the avoidance of doubt this Article does not apply to any payment expressly authorised by or in accordance with the Memorandum or the Articles.

17 Proceedings of the Board

- 17.1 The Board may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 17.2 There shall be at least four meetings of the Board each calendar year.
- 17.3 Any Member of the Board may call a meeting of the Board.
- 17.4 The secretary must call a meeting of the Board if requested to do so by two Members of the Board.
- 17.5 Questions arising at a meeting shall be decided by a majority of votes. The Chair shall not have a second or casting vote.
- 17.6 No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made.
- 17.7 The quorum shall be the number nearest to one third of the total number of Members of the Board, plus one further member.
- 17.8 A Member of the Board shall not be counted in the quorum present when any decision is made about a matter upon which that Member of the Board is not entitled to vote.
- 17.9 If the number of Members of the Board is less than the number fixed as the quorum, the continuing Board or Member of the Board may act only for the purpose of filling vacancies or of calling a general meeting.
- 17.10 If there is a vacancy in the Chair or if the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting or if the Chair is not entitled to vote on the matter being discussed, the Members of the Board present shall appoint one of their number to chair that meeting.
- 17.11 A resolution in writing agreed by a simple majority of all the Members of the Board entitled to receive notice of a meeting of the Board or of a committee of Board and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of Board duly convened and held provided that:
 - 17.11.1 a copy of the resolution is sent or submitted to all the Members of the Board eligible to vote; and
 - 17.11.2 a simple majority of Members of the Board has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office of the Charity within the period of 28 days beginning with the date on which the documents were sent to all the

Members of the Board.

- 17.11.3 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Members of the Board has signified their agreement.

18 Delegation

- 18.1 The Board may from time to time delegate any of their powers or functions to a committee of two or more Members of the Board. The terms of any such delegation must be recorded in the minute book.
- 18.2 The Board may impose conditions when delegating powers or functions to a committee, including the conditions that:
- 18.2.1 the relevant powers are to be exercised exclusively by the committee to whom they are delegated; 18.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Board.
- 18.3 The Board may revoke or alter a delegation to a committee.
- 18.4 All acts and proceedings of any committee must be fully and promptly reported to the Board.
- 18.5 The Board may appoint additional people to be co-opted Members of committees to input specialist knowledge or to provide an external or alternative viewpoint.
- 18.6 Co-opted Members are not Members. They have voting rights and contribute to the assessment of the quorum within the relevant committee only. They have no voting rights or attendance rights within other committees or the Board.
- 18.7 In line with the requirement for Members, co-opted Members will not receive payment for attendance (para 16) and should declare any conflict of interest (para 19).
- 18.8 Co-opted Members will have a maximum term of three years from the date of approval by the Board.
- 18.9 A co-opted Member must exhibit a duty of care towards TRP in their contribution to committees but will not be subject to the legal responsibilities within the Trustees Act 2000.

19 Conflicts of Interest

- 19.1 A Member of the Board must declare the nature and extent of any interest, direct or indirect, which she or he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Member of the Board must absent himself or herself from any discussions of the Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).
- 19.2 Subject to Article 18.3, all acts done by a meeting of Board, or of a committee of the Board, shall be valid notwithstanding the participation in any vote of a Member of the Board:
- 19.2.1 who was disqualified from holding office;
- 19.2.2 who had previously retired or who had been obliged by the constitution to vacate office;
- 19.2.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:
- 19.2.4 the vote of that Member of the Board; and
- 19.2.5 that Member of the Board being counted in the quorum;
- the decision has been made by a majority of the Members of the Board actually

present at a quorate meeting.

20 Minutes

20.1 The Board must keep minutes of all:

20.1.1 appointments of officers made by the Board;

20.1.2 proceedings at meetings of the Charity;

20.1.3 meetings of the Board and committees of Board including:

(a) the names of the Board present at the meeting;

(b) the decisions made at the meetings;

(c) and, where appropriate, the reasons for the decisions.

21 Accounts

21.1 The Board must prepare accounts for each financial year as required by the Company Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted from time to time by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

21.2 The Board must without limiting the provisions of Article 21.1 keep accounting records as required by the Companies Act 2006.

22 Annual Report and Return and Register of Charities

22.1 The Board must comply with the requirements of the Charities Act 1993 with regard to:

22.1.1 the transmission of the statements of account to the Charity;

22.1.2 the preparation of an Annual Report and its transmission to the Commission;

22.1.3 the preparation of an Annual Return and its transmission to the Commission

22.2 The Board must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

23 Notices

23.1 Any notice to be given to or by any person pursuant to the Articles must either :

23.1.1 be in writing; or

23.1.2 given using electronic communications.

23.2 The Charity may give any notice to a member either:

23.2.1 personally; or

23.2.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or

23.2.3 by leaving it at the address of the member; or

23.2.4 by giving it by using electronic communication to the member's address.

23.3 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

23.4 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

23.5 Proof that an envelope containing a notice was properly addressed, prepaid from time to time and posted shall be conclusive evidence that the notice was given.

23.6 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued from time to time by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

23.7 A notice shall be deemed to be given:

23.7.1 48 hours after the envelope containing it was posted in accordance with this

Article 23; or

23.7.2 in the case of an electronic communication, 48 hours after it was sent