

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE SOUTHAMPTON NUFFIELD THEATRE TRUST

GENERAL

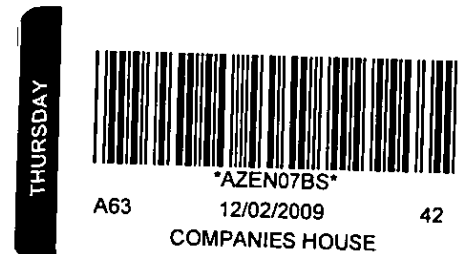
In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column hereof, if not inconsistent with the subject or context:

Words

The Act

Meanings

The Companies Act 1948



The presents	These Articles of Association and the regulations of the Trust from time to time in force.
The Trust	The above named Trust
The Members	Members of the Trust
The University	The University of Southampton
The City Council	Southampton City Council
The County Council	Hampshire County Council
The Appointed Members	The University the City Council and the County Council
The Board	The Board of Management
Board Members	Members of the Board of Management
The Arts Council	The Arts Council of Great Britain
Southern Arts	The Southern Arts Association
The Office	The Registered Office of the Trust
The Seal	The Common Seal of the Trust

The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
In writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of Members with which the Trust proposes to be registered is Fifty, but the Board may from time to time register an increase of Members.

- 3 The provisions of Section 110 of the Act shall be observed by the Trust and every Member shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
- 4 The Trust is established for the purposes expressed in the Memorandum of Association.
- 5 The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be Members.
- 6 (a) There shall be two classes of Members namely:
  - i) Appointed Members
  - (ii) Elected Memberssuch nomenclature being without prejudice to the general meaning of "the Members" as defined in Article 1 hereof.  
  
(b) The following shall be Appointed Members subject to their consent in writing, the University the City Council and the County Council represented by two persons appointed for the purpose and the case of the City Council and one person appointed each by the County Council and the University for the purpose, (the representatives of the City Council being elected Members of the City Council) the said appointing authorities having the

right at any time to revoke such appointment and appoint another person in the place of any person whose appointment is so revoked or in the place of a person appointed by them who dies or shall cease to be a Board Member pursuant to Article 38 hereoff The said representatives shall be so appointed for such as the authorities mentioned above may determine.

(c) Elected Members shall be such persons as shall he elected by the Board

(d) The subscribers to the Memorandum and Articles of Association shall be deemed to have been admitted respectively as appropriate members in accordance with the provisions of sub Article (a) of this Article.

7 For the avoidance of doubt as to the application of these presents to the Appointed Members and their representatives it is hereby declared that, unless otherwise expressly provided:-

(a) liability under Clause 6 of the Memorandum of Association and under Articles 10 and 26 shall attach to the Appointed Member and not to its representative

(b) except for the purposes of Articles 3 to 10 each representative shall be treated respectively as a Member, and Board Member, for the purposes of a quorum

- (c) representative shall have one vote in all circumstances
  - (d) notices shall be served on the Appointed Members and also on their representatives.
- 8 Membership of the Trust shall not be transferable and shall cease upon the death of the Member.
- 9 A Member may be removed by an Extraordinary Resolution of the the Trust.
- 10 Any Member may resign his Membership by notice in writing to the Trust and upon receipt of such notice he shall cease to be a Member and his name shall be removed from the register of Members, but any such resignation shall be without prejudice to any liability which such Member shall have under Clause 6 of the Memorandum of Association and shall not operate to release the Member from liability for any sums due to the Trust from such Member prior to his resignation.

#### GENERAL MEETING

- 11 The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board; and shall specify the meeting as such in the notices calling it, provided that

every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

- 12 The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by Section 132 of the Act.
- 13 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meetings, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of

them as is prescribed by the Act in the case of meetings other than Annual general Meetings, a meeting may be convened by such notice as those Members may think fit.

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

#### PROCEEDINGS AT GENERAL MEETINGS

- 15 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception. of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of the Board Members in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors.
- 16 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five Members personally present shall be a quorum.
- 17 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members shall be



dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

- 18 The Chairman (if any) of the Board or the Vice Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman or Vice Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose one of the Board or if no Board Member be present, or if all the Board Members present decline to take the chair, they shall choose some Member who shall be present to preside.
- 19 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an

adjournment, or of the business to be transacted at an adjourned meeting.

- 20 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three Members present in person and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 21 Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 22 No poll shall be demanded on one election of a Chairman a meeting, or on any question of adjournment.

- 23 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 24 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll as been demanded.

#### VOTES OF MEMBERS

- 25 Subject to Article 7 and as hereinafter provided, every Member shall have one vote which shall be given personally, and voting by proxy shall not be permitted.
- 26 No Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his Membership shall be entitled to vote on any question at any General Meeting.

#### BOARD OF MANAGEMENT

- 27 The Trust may from time to time appoint any person who shall have been a member of the Board or who shall have rendered special service to the Trust to be President of the Trust and he shall hold that position in accordance with the terms of his appointment. The President may at any time be removed by resolution of the Trust and another qualified

person may be appointed in his place. The President shall be entitled to attend all General Meetings of the Trust but unless he shall be a Member of the Trust he shall have no right to Vote.

- 28 Until otherwise determined by a General Meeting, the number of Board Members shall not be less than five or more twenty.
- 29 The first members of the Board shall be the subscribers to the Memorandum and Articles of Association.
- 30 The Board may from time to time and at any time appoint any Member to be a Board Member, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any Board Member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election. Subject to article 40.
- 31 Appointed Members shall be Ex-Officio members of the Board and subject to Article 7 shall have the same powers, rights, duties and obligations as any other Member or Board Member save that Articles 39 to 44 hereof inclusive shall not apply to such Appointed Members acting as members of the Board.
- 32 No person who is not a Member shall in any circumstances be eligible to hold office as a Board Member. The Trust shall

not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Board Member, and no Board Member shall be required to vacate his position of Board Member by reason of his attaining or having attained the age of seventy years or any other age.

- 33 The Arts Council and Southern Arts shall each be entitled to appoint an Assessor to attend meetings of the Board and of the Trust but such person shall not be a Board Member or Member and shall have no vote at any meetings of the Board or of the Trust, and any inadvertent failure to notify the Arts Council or Southern Arts of any such meeting shall not invalidate such meeting or any resolution passed thereat.

#### POWERS OF THE BOARD

- 34 The business of the Trust shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust and do on behalf of the Trust all such acts as may be exercised and done by the Trust and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions,

as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made provided that the powers herein contained are subject to the limitations expressed in the text succeeding Article.

- 35 The Board Members for the time being may act notwithstanding any vacancy in their body; provided always that in case the Board Members shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as Board Members for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### SECRETARY

- 36 The Secretary (not being a member of the Board) shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## THE SEAL

- 37 The Seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least one Board Member and the Secretary and the said Board Member and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

## DISQUALIFICATION OF BOARD MEMBERS

- 38 The office of a Board Member shall be vacated:-
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
  - (B) If he becomes of unsound mind.
  - (C) If he ceases to be a Member of the Trust.
  - (D) If by notice in writing to the Trust he resigns his office.
  - (E) If he ceases to hold office by reason of any order made under Section 188 of the Act.

- (F) If he is removed from office by a resolution duly massed pursuant to Section 184 of the Act.

ROTATION OF FIRST BOARD MEMBERS  
AND SUBSEQUENT BOARD MEMBERS

- 39 At the Annual General Meeting of the Trust next succeeding the coming into operation of these presents all Board Members (other than the representatives of Appointed Members) shall retire from office, and at the Annual General Meeting to be held in every subsequent year one-third of the Board Members for the time being, (other than as aforesaid) or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.
- 40 The Board Members to retire shall be those who have been longest in office since their last election or appointment. As between Board Members of equal seniority, the Board Members to retire shall in the absence of agreement be selected from among them by lot. The length of time a Board Member has been in office shall be computed from his last Board or appointment. A retiring Board Member shall be eligible for re-election.
- 40.1 A retiring Board Member shall be eligible for re-election for a period of three years immediately following the date of appointment. At the expiry of such period of three years a Board Member shall be eligible for re-election for a further period of three years and at the expiry of such second period of three years shall not be eligible for re-election until a period of two years has passed.
- 40.2 The provisions of this article 40 shall not apply to Board Members and their representatives who are such by virtue of being appointed members.
- 41 The Trust may, at the meeting at which a Board Member retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring Board



Member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Board Member shall have been put to the meeting and lost.

- 42 No person not being a Board Member retiring at the meeting shall, unless recommended by the Board for election, be eligible for election as a Board Member at any General Meeting unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some Member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time abovementioned shall be such that, between the date when the notice is served or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
- 43 The Trust may from time to time in General Meeting increase or reduce the number of Board Members and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

- 44 In addition and without prejudice to the provisions of Section 184 of the Act, the Trust may by Extraordinary Resolution remove any Board Member (other than an Appointed Member and its representative) before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the Board Member in whose place he is appointed would have remained a Board Member if he had not been removed.
- 45 The provisions of Article 39 to 44 hereof as to rotation of Board Members shall not apply to Board Members and their representatives who are such by virtue of being Appointed Members.

#### PROCEEDINGS OF THE BOARD

- 46 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 47 A Board Member may, and on the request of two Board Members the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several Board Members. A

Board Member who is absent from the United Kingdom shall not be entitled to notice of a meeting.

- 48 The Board shall from time to time elect from their number a Chairman and Vice Chairman and who shall serve for a first period of three years respectively from the date of such appointment but thereafter may continue as a Board Member subject to the provisions of article 40. The Chairman shall be entitled to preside at all meetings of the Board at which he shall be present but if no such Chairman and Vice Chairman be elected, or if at any meeting the Chairman and Vice Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Board Members present shall choose one of their number to be Chairman of the meeting.
- 48.1 On expiry of the first period of three years a retiring Chairman or Vice Chairman shall be entitled to stand for re-election by a majority vote of the Board to continue in office (subject to article 40 and 40.1) for a maximum of a further three years. Each of these three years shall be a separate period of service, therefore at the end of each year the Chairman or Vice Chairman will retire and may stand for re-election by a majority vote of the Board for the following year. On expiry of this additional period of three years of service, the Chairman and Vice Chairman shall be deemed to have retired from this office but may continue as a Board Member subject to the provisions of Article 40.1.
- 49 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Board generally.
- 50 (a) The Board may delegate any of their powers to committees consisting of such Board Members or Members as they think fit, and any committee so formed shall, in the exercise of the powers so delegated conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be

superseded by any regulation made by the Board PROVIDED THAT all acts and proceedings of such committees to whom powers are delegated must be reported back to the Board as soon as possible.

- (b) The Board may delegate any of their powers to an Officer or employee of the Trust who shall in the exercise of the powers so delegated conform to any regulations imposed on him by the Board and subject to full and prompt report to the Board thereon.
- 51 All acts bona fide done by any meeting of the Board or of any committee of the Board or by any person acting as a Board Member shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Board Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Board Member.
- 52 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Trust and of the Board and of committees of the Board and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be

sufficient evidence without any further proof of the facts therein stated.

- 53 A resolution in writing signed by all the Board Members for the time being or of any committee the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

### ACCOUNTS

- 54 The Board shall cause proper books of account to be kept with respect to:-
- (A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;
  - (B) all sales and purchases of goods by the Trust; and
  - (C) the assets and liabilities of the Trust.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Trust and to explain its transactions.

- 55 The books of account shall be kept at the office, or, subject to Section 147(3) of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Board.
- 56 The Trust in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the Members other than Board Members, of the accounts and books of the Trust, or any of them, and subject to such restrictions the accounts and books of the Trust shall be open to the inspection of such Members at all reasonable times during business hours.
- 57 At the Annual General Meeting in every year the Board shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and report (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158 (1) (c) of the

Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notice is hereinafter directed to be served. The Auditor's report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act, 1967.

#### AUDIT

- 58 Once at least in every year the accounts of the Trust 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.
- 59 Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act, and Section 14 of the Companies Act 1967, the Board Members being treated as the Directors mentioned in those sections.

#### NOTICES

- 60 Subject to the provisions of Article 7(d) A notice may be served by the Trust upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Trustees.

- 61 Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Trust.
- 62 Any notice, if served by post, shall be deemed to have been served on the second working day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

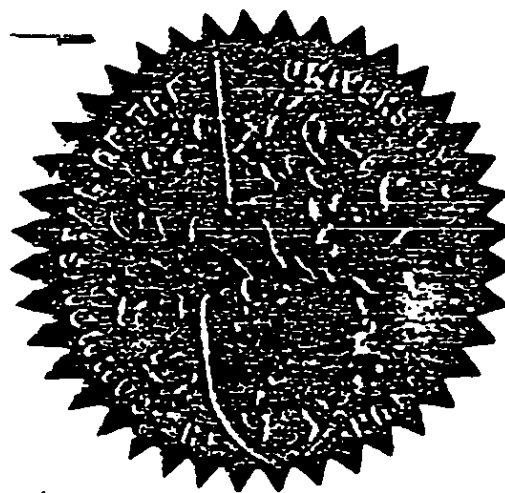
#### DISSOLUTION

- 63 Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.



NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

THE COMMON SEAL of the UNIVERSITY) OF  
SOUTHAMPTON was hereunto  
affixed in the presence of:-



MEMBER OF THE COUNCIL

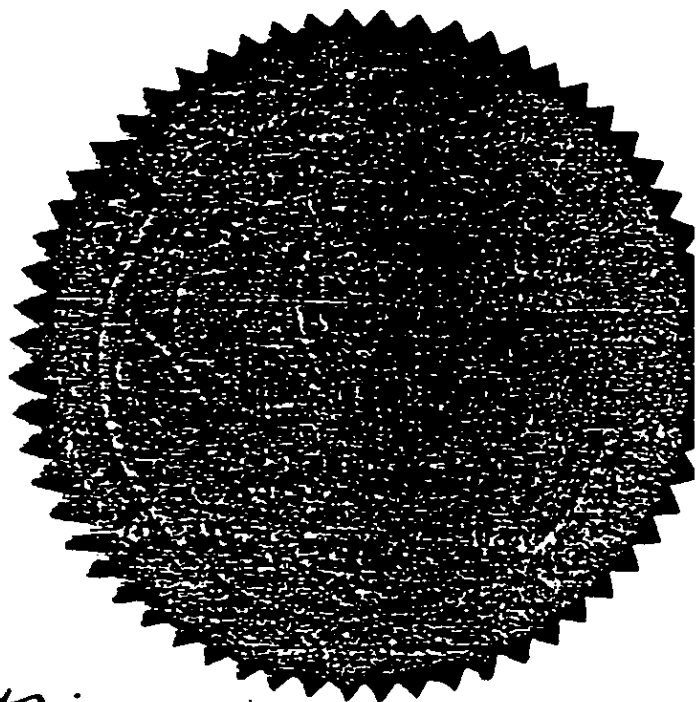
A handwritten signature in dark ink, appearing to be 'D. J. ...', written over a horizontal line.

SECRETARY AND REGISTRAR

DATED SECOND day of NOVEMBER 1982

UNIVERSITY ROAD SOUTHAMPTON

THE COMMON SEAL of SOUTHAMPTON  
CITY COUNCIL was hereunto)  
affixed by Order of the Council)



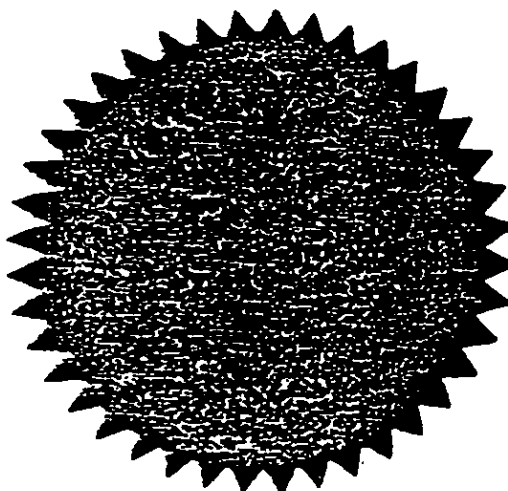
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CITY SECRETARY AND SOLICITOR

DATED SECOND day of NOVEMBER 1982

CIVIC CENTRE SOUTHAMPTON  
18290

THE COMMON SEAL of. HAMPSHIRE)  
COUNTY COUNCIL was hereunto ) affixed  
in the presence of:-)



A handwritten signature in dark ink, appearing to be 'R. B. [unclear]', written in a cursive style.

COUNTY SECRETARY

DATED FIRST DAY OF NOVEMBER 1982

THE CASTLE WINCHESTER