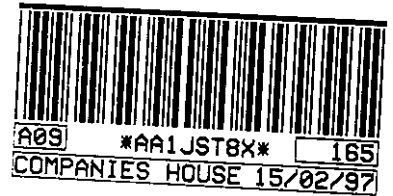


THE COMPANIES ACT 1985

COMPANY NUMBER : 2422890

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

of

MILTON KEYNES THEATRE AND GALLERY COMPANY

AS AMENDED ON 4 FEBRUARY 1997

- 1 The name of the Company (hereinafter called "the Company") is "MILTON KEYNES THEATRE AND GALLERY COMPANY"
- 2 The Registered Office of the Company will be situated in England.
- 3 The Company is established to promote, maintain, improve and advance education, particularly by the production of educational plays and other types of the performing and visual arts and the encouragement of the arts, including the arts of drama, mime, dance, singing, opera and music, and to formulate, prepare and establish schemes therefor provided that all objects of the Company shall be of a charitable nature. And as ancillary to the foregoing objects:
  - (A) To present, promote, organise, provide, manage and produce a balanced programme of such plays, dramas, operas, operettas, burlesques, films, broadcasts, concerts, musical pieces, puppet shows, ballets, festivals of the performing and literary arts, recitals, lectures, demonstrations, meetings, performances and exhibitions, whether on any premises of the Company or elsewhere, as are conducive to the promotion, maintenance, improvement and advancement of education or to the encouragement of the Arts.
  - (B) To purchase, acquire and obtain interest in the copyright of or the right to perform or show any opera, play, mime, comedy, drama, film, film scenario, stage piece or musical composition which can be used or adapted for the objects of the Company.
  - (C) In furtherance of the objects of the Company to enter into agreements with authors, actors, dancers, composers, musicians, visual artists, producers and script writers.
  - (D) To purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other effects of every description necessary or convenient or usually and normally used in connection with or for the purpose of all or any of the objects of the Company.
  - (E) To retain or employ professional or technical advisers or workers in connection with the objects of the Company and to pay reasonable and proper fees for their services.

- (F) To establish, subsidise, promote, co-operate or federate, with affiliate or become affiliated to, act as trustees 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 having primary objects wholly or partly similar to those of the Company and for the purpose of promoting the primary objects of the Company to co-operate with manufacturers, dealers, or other traders, and with the press and other sources of publicity.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and to hold, sell, lease or otherwise dispose of any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the objects of the Company and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- (H) To take any gift of property, whether subject to any trust or not, for any one or more of the objects of the Company.
- (I) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be expedient in the promotion of its objects.
- (J) To undertake and execute any charitable trusts having primary objects wholly or partly similar to those of the Company and which may lawfully be undertaken by the Company.
- (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 monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (M) To establish, promote, or assist any company or companies with charitable objects all or any of which are similar to the objects of the Company for the purpose of carrying on any activity which the Company is authorised to carry on or for any other charitable purpose directly or indirectly calculated to benefit the Company in the furtherance of its objects.
- (N) To make any charitable donation either in cash or assets in furtherance of the primary objects of the Company.
- (O) To establish and support pension and superannuation 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.
- (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 charitable associations, societies or bodies with which the Company is authorised to co-operate or federate.

- (Q) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- (R) To do all such other things as are necessary or incidental to the attainments of the objects of the Company or any of them.

Provided that :

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) 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 of the Company would make it a Trade Union.
- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister 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 Directors of the Company shall be chargeable for any such property that 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 Directors 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 Minister of Education over such Directors 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.

4 The income and property of the Company shall be applied solely towards the promotion of its objects 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 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 Company Provided that nothing herein shall prevent any payment in good faith by the Company:

- (A) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a Director) for any services rendered to the Company and subject to Clause 60 of the Company's Articles of Association to any Director being a solicitor or other persons engaged in any profession who shall be entitled to charge and be paid all usual professional or other charges for work done by him or his firm in connection with the execution of the objects of the Company
- (B) of interest on money lent by any member or Director of the Company at a reasonable and proper rate per annum and not exceeding 2% less than the base lending rate for the time being of the Company's bankers, or 3% whichever is greater

(C) to any Director of out-of-pocket expenses

(D) to a company of which a member or Director of the Company may be a member holding not more than one hundredth part of the capital of such company

5 The liability of the members of the Company 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 payment 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 amongst themselves such amount as may be required not exceeding £1 (one pound)

7 If upon the winding up or dissolution of the Company there remains after satisfaction of 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 charitable society, institution or organisation having objects similar to those of the Company and which shall be established for charitable purposes only 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 the Company.

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 balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum

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Names and addresses of Subscribers

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1.           Instant Companies Limited  
              2 Baches Street  
              London N1 6UB
  
2.           Swift Incorporations Limited  
              2 Baches Street  
              London N1 6UB

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Dated this 1st day of August 1989

Witness to the above Signatures :       Terry Jayne  
  2 Baches Street  
  London N1 6UB

NOTES TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION  
AS AMENDED ON 4 FEBRUARY 1997

1. Name

The Company was incorporated as Priorquest Limited on 14 September 1989.

Following a special resolution passed on 8 November 1989, the Company changed its name on 6 February 1990 to Milton Keynes Theatre Development Company

Following a special resolution passed on 12 October 1995, the Company changed its name to Milton Keynes Theatre and Gallery Company on 25 October 1995.

2. Memorandum of Association

By special resolution passed on 8 December 1989, the Company adopted new objects.

By special resolution passed on 12 October 1995, the Company adopted new Objects.

By special resolution passed on 4 February 1997, the Company amended its Memorandum of Association.

3. Articles of Association

By special resolution passed on 8 November 1989, the Company adopted new Articles of Association.

By special resolution passed on 12 October 1995, the Company adopted new Articles of Association.

By special resolution passed on 4 February 1997, the Company amended its Articles of Association.

THE COMPANIES ACT 1985

COMPANY NUMBER: 2422890

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

MILTON KEYNES THEATRE AND GALLERY COMPANY

AS AMENDED ON 4 FEBRUARY 1997

**GENERAL**

1. In these presents the words standing in the first column of the table next hereafter contained shall bear the meanings set opposite to them respectively in the second column thereof if not inconsistent with the subject or context

<b>Words</b>	<b>Meanings</b>
"the Act"	The Companies Act 1985
"these presents"	These Articles of Association and the regulations of the Company from time to time in force
"the Company"	The above named MILTON KEYNES THEATRE AND GALLERY COMPANY
"the Board"	The Board of Directors for the time being of the Company
"Director"	A member of the Board
"the Office"	The registered office of the Company
"Seal"	The common seal of the Company
"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

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 Company shall if not inconsistent with the subject or context bear the same meaning in these presents

## **OBJECTS**

2. The Company is established for the purposes expressed in the Memorandum of Association

## **MEMBERS**

3.
  - (A) For the purposes of registration the minimum number of members shall be 4 and there shall be no maximum
  - (B) The subscribers to the Memorandum of Association and such persons as shall have been or shall be admitted to membership of the Company in accordance with its Articles of Association for the time being shall be members of the Company and their names shall be entered in the Register of Members accordingly
  - (C) No person shall be admitted to membership unless he or she is prepared to assist to the best of his or her ability in the advancement of the main objects of the Company
4. The provisions of Sections 352 and 353 of the Companies Act 1985 shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the Register of Members on becoming a member
5. The following persons shall qualify for membership of the Company namely:
  - (A) Any person or company who shall pay the Company a donation or subscription at not less than the minimum rate fixed by the Board from time to time for the category concerned together with such entrance fee if any as may also be fixed by the Board from time to time. The membership of any such person (if he or she is admitted) shall subsist (subject to any provisions contained in these Articles relating to termination of members or any other provision of these Articles) for the period covered by such donation or subscription as may from time to time be determined by the Company and no longer. In the event of two or more persons jointly paying such donation or subscription and entrance fee (if any) then the first named may either apply himself or herself for membership or nominate another person qualified to become a member of the Company for membership in his or her place
  - (B) Any person elected by the Board in accordance with the provisions of Article 7 hereof. The membership of any such person shall subsist for the period for which he or she is elected (subject however to the provisions regarding termination of membership hereinafter contained)



All nominations for elections of members shall be made in writing (in a form approved by the Company) and signed by at least one member of the Company and shall be left with the Secretary of the Company at the Office

(C) Any person appointed as a Director pursuant to Article 40 i), ii), iii) or iv). Such person shall be deemed to have become a member immediately prior to appointment as a Director and the Company shall enter his or her name in the Register of Members.

6. Every person desiring to become a member pursuant to Article 5(A) must before he can do so sign and deliver to the Company an application for admission in such form as the Board may from time to time require and such application must be accompanied by a sum equal to not less than the donation or subscription and entrance fee (if any) payable by such member in accordance with the minimum rate for the time being applicable to him or her in accordance with the provisions of these Articles unless such donation or subscription and entrance fee (if any) shall have already been paid to the Company in respect of such application for membership. Upon receipt of any application for membership and subject to the payment in respect thereof and to the provisions of Article 12 hereof the Company shall enter the name of such person in the Register of Members and upon such entry such person shall become a member accordingly
7. The Board may from time to time elect any persons who shall sign a written consent to their election to be honorary members for life or for such other period as the Board may determine. Honorary members shall be entitled to all the rights of members except the right to vote at meetings but shall not be subject to the obligations of members other than their obligations under Clause 6 of the Memorandum of Association of the Company and a duty to observe the provisions of the Company's Memorandum and Articles of Association for the time being in so far as it applies to them.
8. The Board may from time to time subdivide membership into different categories and may create different branches or sections and determine to which category branch and section members shall belong
9. The Board may from time to time fix a minimum rate of donation or subscription for different classes of members or for different categories branches or sections and may from time to time vary the same and the Board shall fix the period which any such donation or subscription shall cover and shall notify members accordingly
10. A member whose donation or subscription shall remain unpaid for three months from the date on which the period covered by the previous donation or subscription expired shall thereupon cease to be a member. Donations or subscriptions paid within such period of three months shall relate back to the date upon which the period covered by the previous donation or subscription expired or otherwise as may from time to time or in a particular case be determined by the Board
11. Any member being a body corporate may from time to time nominate any individual to represent it at meetings of the Board and to vote on its behalf as provided by Section 375 of the Act and by notice revoke or vary such nomination

12. The Board shall have full power and discretion as to the admission or refusal of any person as a member. The Board may also pursuant to a resolution passed by not less than three-fourths of the Directors present at a meeting thereof refuse to accept a renewed subscription from any existing member whose continued membership is in their opinion undesirable in the interests of the Company; provided that such member shall have been given reasonable notice of such meeting and a reasonable opportunity of being heard thereat in support of the continuance of his membership.
13. Each member shall be entitled to receive free of charge or at a price to be fixed by the Board one copy of all current official publications of the Company which may from time to time be published by it.
14. The privileges and obligations of a member may be transferred by writing under his hand to any one person approved by the Board and on the death of a member his legal personal representative or one of his legal personal representatives if more than one shall be entitled subject to the approval of the Board to succeed to his rights of membership or may transfer the same to some other person approved by the Board and the person so succeeding or taking by transfer shall become a member and shall be entitled to all the rights and privileges and subject to all the obligations of membership of the member through whom he claims.
15. Any member may terminate his membership of the Company by notice in writing served on the Company and thereupon he shall be deemed to have resigned and his name shall be removed from the Register of Members.
16. In addition to the members of the Company the Board shall have power to establish an association of people interested in the Company's activities which association shall be called the "Friends of Milton Keynes Theatre and Gallery Company". Persons belonging to this association (hereinafter called "Friends") shall pay an annual subscription to the Company at a rate determined by the Board and shall be kept informed of the Company's activities and shall receive such other privileges as may be determined by the Board. Friends shall not be members of the Company nor shall they have the right to vote at General Meetings of the Company.

#### **GENERAL MEETINGS**

17. General Meetings of the Company shall be held in every calendar year as its Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Board shall appoint providing that so long as the Company shall hold its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation nor in the following year.
18. General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
19. The Board may when it thinks fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by Section 368 of the Act.

20. Subject to the provisions of Section 378(2) and (3) of the Act relating to Special Resolutions and to the provisions of Section 369 of the Act relating to Annual General Meetings fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) specifying the place the day and the hour of the meeting and in case of special business the general nature of such business shall be given to the members in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Company in General meeting; but with the consent of all the members entitled to receive notices thereof or of such proportion thereof 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 think fit. The accidental omission to give notice to any member or the non-receipt by any member of such notice shall not invalidate the proceedings at any General Meeting

### **PROCEEDINGS AT GENERAL MEETINGS**

21. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Board and Auditors to elect members of the Board in place of those retiring and also additional members of the Board and to elect Auditors and fix their remuneration. All other business transacted at an Annual General Meeting shall be deemed special
22. No business shall be transacted at any General Meeting except the adjournment of the meeting unless a quorum of members is present at the time when the meeting proceeds to business and such quorum shall consist of those personally present being not less than 4
23. If within fifteen minutes from the time appointed for the meeting a quorum be not present the meeting if convened upon 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 and if at such adjourned meeting a quorum be not present within fifteen minutes it shall be dissolved
24. The Chairman (if any) of the Board or in his absence the Vice-Chairman (if any) shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of the members of the Board present to be Chairman or if no member of the Board be present and willing to take the Chair the members present shall choose one of their number to be Chairman
25. 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty one days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting

26. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands or by such other method as the meeting may determine. 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 minute book of the Company 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. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being of the Company shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more members.
27. Subject to the provisions of the next succeeding Article 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.
28. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
29. 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.
30. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll shall have been demanded.

### **VOTES OF MEMBERS**

31. Every member shall have one vote.
- 32.
- (A) Save as herein expressly provided no person other than a member duly registered shall be entitled to be present or to vote on any question either personally or by proxy or as proxy for another member at any General Meeting.
  - (B) Any corporation which is a member of the Company may by resolution of its 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 voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a personal member of the Company. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the Chairman or another authorised officer of the governing body of a corporation shall be conclusive evidence of such appointment.
33. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote but the representative of a

corporation may vote on a show of hands Except in the case of a corporation no person shall act as a proxy who is not entitled to be present and vote in his own right

34. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing
35. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposed to vote Otherwise the instrument of proxy shall not be treated as valid No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution
36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or the revocation of the proxy provided that no intimation in writing of the death or revocation shall have been received at the Office or other place as aforesaid one hour at least before the time fixed for holding the meeting
37. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

**"MILTON KEYNES THEATRE AND GALLERY COMPANY"**

"I ( ) of

a member of Milton Keynes Theatre and Gallery Company (hereinafter called "the Company") and entitled to one vote HEREBY APPOINT ( ) of

another member of the Company to vote for me and on my behalf at the (Annual or Extraordinary as the case may be) General Meeting of the Company to be held on the  
day of and at any adjournment thereof

AS WITNESS my hand this day of "

**DIRECTORS**

38. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than eight or more than twenty
39. The Directors shall be such persons who are members of the Company and who shall be appointed in the manner detailed in Article 40 and such persons as shall from time to time be elected thereto by the Board or by the members of the Company in General Meeting
40. Directors shall be appointed as follows:

- i) Two Directors shall be appointed by the Borough of Milton Keynes (or its statutory successor from time to time) until it ceases to exist
  - ii) One Director shall be appointed by the Milton Keynes Community Trust until it ceases to exist
  - iii) One Director shall be appointed by the Milton Keynes and North Buckinghamshire Chamber of Commerce Training and Enterprise until it ceases to exist
  - iv) One Director shall be appointed by the Milton Keynes Large Employers' Association until it ceases to exist
  - v) Up to six Directors shall be co-opted by the Board. Up to four Directors so co-opted shall represent and be suitably qualified to advise the Board upon one or more aspects of the artistic disciplines of theatre music dance and/or visual arts and up to two Directors so co-opted shall represent and be suitably qualified to advise the Board upon one or more aspects of the professional discipline of property management and/or chartered surveying and promotional and marketing services
  - vi) Up to nine Directors may be appointed by the Board pursuant to Article 44 below
41. Where for any reason the office of a Director appointed under Article 40 i), ii), iii) or iv) is vacated the organisation who appointed him or her (if any) ("the Appointor") shall be entitled to appoint a replacement Director. In addition to having the power to appoint Directors as above mentioned the Appointor may at any time remove a Director it has appointed. The right to appoint and remove Directors conferred above shall be exercised by instrument in writing and sent to the Secretary of the Company
42. Directors co-opted to the Board under the provisions of Article 40 shall serve as Directors until the close of the Annual General Meeting next following co-option but shall be eligible for re-co-option provided that they are not otherwise disqualified under these Articles
43. The Company may from time to time by Ordinary Resolution increase or reduce the minimum or maximum number of Directors set out in Article 38 and the quotas set out in Article 40
44. The Board shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with Article 38 (as varied from time to time) and so that the quotas in Article 40 (as varied from time to time) shall not be exceeded
45. The Company may by Ordinary Resolution of which special notice has been given in accordance with Section 379 of the Act remove any Director before the expiration of his or her period of office notwithstanding anything in these presents or in any agreement between the Company and such Director. Such removal shall be without

prejudice to any claim such Director may have for damages for breach of any contract of service between him or her and the Company

46. The Company may subject to the right of appointment referred to in Article 41 by Ordinary Resolution appoint another person in place of a Director removed from office under the immediately preceding Article Without prejudice to the powers of the Board under Article 44 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director but so that the total number of Directors shall not at any time exceed the number fixed in accordance with Article 38 (as varied from time to time) and the quotas in Article 40 (as varied from time to time) shall not be exceeded
47. The Directors shall not be entitled to receive any remuneration but may be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with the purposes of the Company
48. Directors shall not be required to be a resident or work in or be an officer of a voluntary organisation in Milton Keynes

#### **PROCEEDINGS OF THE BOARD**

49. The Board may meet together for the dispatch of business adjourn and otherwise regulate its meetings as it thinks fit A quorum of the Board shall be one third of the total number of the appointed Directors 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 Any three Directors may and on the request of at least three Directors the Secretary shall at any time summon a meeting of the Board by fourteen days' written notice served upon the several members of the Board
50. The Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board at which he shall be present and may determine for what period he is to hold office but if no such Chairman be elected or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside the Board shall choose one of their number to be Chairman of the meeting
51. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities power and discretion by or under the regulations of the Company for the time being vested in the Board generally
52. The Board may delegate any of its powers to committees consisting of such Director or Directors as the Board thinks fit and any committee so framed shall in the execution 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 as aforesaid All acts and proceedings of any such committee shall be reported back as soon as possible to the Board

53. 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 Director shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such 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 Director
54. 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 Company 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
55. A resolution in writing signed by all the Directors for the time being or of any committee of the Board who are duly 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

#### **POWERS OF THE BOARD**

56. The management of the business and the control of the Company shall be vested in the Board who in addition to the powers and authorities conferred upon the Board may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in General Meeting At meetings of the Board each Director shall have one vote only except that in the case of an equality of votes the Chairman shall in addition have a second or casting vote
57. The Directors for the time being may act notwithstanding any vacancy in their body provided always that if at any time the Directors be reduced in number below the minimum prescribed by these presents it shall be lawful for the Directors available to act as the Board for the purposes of admitting persons to membership of the Company filling up vacancies in their body or of summoning a General meeting but for no other purposes

#### **PARTICULAR POWERS OF THE BOARD**

58. Without prejudice to the general powers conferred by Article 56 and to the other powers and authorities conferred as aforesaid it is hereby expressly declared that the Board shall be entrusted with the following powers namely:
- (A) To pay the costs charges and expenses preliminary and incidental to the formation and establishment of the Company and matters incidental thereto
  - (B) To purchase or otherwise acquire for the Company any property rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as the Board may think fit



- (C) To raise or borrow money for the purposes of the Company from any person corporation or other body and with the approval of the Charity Commissioners for England and Wales to secure the repayment of the same together with any interest and premium thereon by mortgage or charge upon the whole or any part of the assets and property of the Company present or future and to issue bonds debentures or debenture stock either charged upon the whole or any part of the assets and property of the Company or not so charged and in connection therewith to take out and keep on foot sinking fund or redemption policies
- (D) At the Board's discretion to pay for any property or rights acquired by or services rendered to the Company either wholly or partly in cash or in bonds debentures or other securities of the Company
- (E) With the approval of the Charity Commissioners for England and Wales to secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property and rights of the Company or in such manner as the Board may think fit
- (F) To appoint and at the Board's discretion remove or suspend such officers and other staff for permanent temporary or special services as the Board may from time to time think fit and to invest them with such powers as the Board may think expedient and to determine their duties and fix their salaries or emoluments and to require security in such instances and to such amount as the Board thinks fit
- (G) To institute conduct defend compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company
- (H) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards
- (I) To make and give receipts releases and other discharges for money payable to the Company and for the claims and demands of the Company
- (J) To determine who shall be entitled to sign on the Company's behalf bills notes receipts acceptances endorsements cheques releases contracts and documents provided that all cheques are signed by at least two persons
- (K) From time to time to make or secure the making of all such regulations and bye-laws as the Board thinks proper with regard to the affairs and concerns of the Company and from time to time repeal and alter the same or make others in lieu thereof as may seem expedient Provided that the same do not contravene any of the provisions herein contained and provided that no bye-laws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of Section 378 of the Act

## **DISQUALIFICATION OF DIRECTORS**

59. The office of a Director shall be vacated:
- (A) If he becomes bankrupt or insolvent or compounds with his creditors
  - (B) If he becomes of unsound mind
  - (C) If he is convicted of an offence the commission of which by a Director could bring the Company into disrepute
  - (D) If he is requested in writing by a majority of the other of his fellow Directors to resign
  - (E) If he gives to the Board one month's notice in writing to the effect that he resigns his office
  - (F) If his period of office expires or he retires from office or is removed from office pursuant to Article 41, 42 or 45 or the Act
  - (G) By way of retirement at the first meeting of the Board after he attains the age of 70 except that if at the meeting at which he is due to retire all his fellow Directors attending and voting resolve that he be permitted to continue to act he may do so until the equivalent meeting the following year and so on from year to year thereafter

## **DECLARATION OF INTEREST**

60. Without prejudice to Clause 4 of the Company's Memorandum of Association, no Director shall be interested in the supply of services work or goods at the cost of the Company unless:
- (A) he is absent from all meetings of the Board during the relevant discussions and
  - (B) he takes no further part in the relevant discussions and
  - (C) the other members of the Board are satisfied that the transactions arising out of such decisions are advantageous to the charitable purposes of the Company

## **SECRETARY**

61. The Secretary shall be appointed by the Board on such terms as to length of service remuneration and generally as the Board may think fit and the Board may remove any Secretary so appointed. The provisions of Section 283(1)-(3) and 284 of the Act shall be observed. The Board may from time to time appoint a deputy or assistant Secretary who may act in the place of the Secretary if there be no Secretary or no Secretary available to act or capable of acting

## **THE SEAL**

62. The Seal of the Company shall not be affixed to any instrument except by the express authority of a resolution of the Board or of a committee of the Board empowered therefor and in the presence of two Directors or of one Director and the Secretary or such person other than the Secretary as the Board may appoint for the purpose and such Directors and the Secretary or other person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

### **INCOME OF THE COMPANY**

63. The income of the Company shall be applied solely towards the promotion of all or any of the objects of the Company as set forth in the Company's Memorandum of Association as the Board may from time to time think fit with power to the Board to create a reserve fund or reserve funds to be applicable for any such purposes and if the Board shall think fit also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more for such purposes and pending any such application any reserve fund may at the discretion of the Board either be employed in the business of the Company or be invested from time to time in such investment as the Board may think fit

### **ACCOUNTS**

64. The Board shall cause accounting records to be kept in accordance with Sections 221-223 of the Act
65. The books of account shall be kept at the Office or subject to Section 222(1) and (2) of the Act at such other place or places as the Board may determine and shall always be open to the inspection of the Board. The Board may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books and accounts of the Company or any of them shall be open to the inspection of the members not being Directors and the members shall have only such rights of inspection as are given to them by the Act or by such resolution as aforesaid
66. At the Annual General Meeting in every year the Board shall lay before the Company an income and expenditure account for the period since the preceding account or in the case of the first accounts since the incorporation of the Company made up to date not more than six months before such meeting. A balance sheet as at the date on which the income and expenditure account is made up shall be made out and laid before the Company at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General meeting together with a copy of the Auditor's report shall twenty one clear days previously to such meeting be sent to the Auditor and every member entitled to receive notices of General Meeting in the manner in which notices are hereinafter directed to be served

### **AUDIT**

67. Auditors shall be appointed and their duties regulated in the manner provided by Sections 236 237 246 262 384-392 and 713 of the Act or any statutory modification thereof for the time being in force

### **NOTICES**

68. Any notice may be served by the Company upon any member either personally or by sending it through the post addressed to such member at his registered address
69. Any notice if served by post shall be deemed to have been served at the expiration of forty-eight hours after the same shall have been posted and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post office or into any post box subject to the control of the Postmaster General

### **INDEMNITY**

70. Subject to the provisions of the Act every Director Auditor Secretary or other Officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto

### **DISSOLUTION**

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

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

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Names and addresses of Subscribers

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1.           Instant Companies Limited  
              2 Baches Street  
              London N1 6UB

2.           Swift Incorporations Limited  
              2 Baches Street  
              London N1 6UB

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Dated this 1st day of August 1989

Witness to the above Signatures :

Terry Jayne  
2 Baches Street  
London N1 6UB

NOTES TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION  
AS AMENDED ON 4 FEBRUARY 1997

1.     Name

The Company was incorporated as Priorquest Limited on 14 September 1989.

Following a special resolution passed on 8 November 1989, the Company changed its name on 6 February 1990 to Milton Keynes Theatre Development Company

Following a special resolution passed on 12 October 1995, the Company changed its name to Milton Keynes Theatre and Gallery Company on 25 October 1995.

2.     Memorandum of Association

By special resolution passed on 8 December 1989, the Company adopted new objects.

By special resolution passed on 12 October 1995, the Company adopted new Objects.

By special resolution passed on 4 February 1997, the Company amended its Memorandum of Association.

3.     Articles of Association

By special resolution passed on 8 November 1989, the Company adopted new Articles of Association.

By special resolution passed on 12 October 1995, the Company adopted new Articles of Association.

By special resolution passed on 4 February 1997, the Company amended its Articles of Association.

THE COMPANIES ACT 1985  
COMPANY NUMBER : 2422890  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MILTON KEYNES THEATRE AND GALLERY COMPANY

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MEMORANDUM AND ARTICLES OF ASSOCIATION

AS AMENDED ON 4 FEBRUARY 1997

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Solicitors  
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Central Milton Keynes  
Buckinghamshire  
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