FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 8338605

The Registrar of Companies for England and Wales, hereby certifies that

SADLER'S WELLS FOUNDATION LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **20th December 2012**

N08338605K

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

000043/100

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company

SAME DAY IS LASERFORM

A fee is payable with this form
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a private or public company

✗ **What this f**
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gov uk

THURSDAY
A42
A107CJR4
20/12/2012
COMPANIES HOUSE
#329

Part 1 Company details

A1 **Company name**

To check if a company name is available use our WebCHeck service and select the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company name in full ❶ SADLER'S WELLS FOUNDATION LIMITED

For official use

→ **Filling in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

❶ **Duplicate names**
Duplicate names are not permitted A list of registered names can be found on our website There are various rules that may affect your choice of name More information on this is available in our guidance booklet GP1 at www companieshouse gov uk

A2 **Company name restrictions** ❷

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body

[x] I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response

❷ **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at www companieshouse gov uk

A3 **Exemption from name ending with 'Limited' or 'Cyfyngedig'** ❸

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative

❸ **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this For more details, please go to our website www companieshouse gov uk

A4 **Company type** ❹

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
[x] Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

❹ **Company type**
If you are unsure of your company's type, please go to our website www companieshouse gov uk

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Application to register a company

A5 Situation of registered office ❶

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

[x] England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

❶ **Registered office**
Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6 Registered office address ❷

Please give the registered office address of your company

Building name/number	SADLER'S WELLS
Street	ROSEBERY AVENUE
Post town	LONDON
County/Region	
Postcode	E C 1 R 4 T N

❷ **Registered office address**
You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7 Articles of association ❸

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only **one** box

☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

[x] I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

❸ For details of which company type can adopt which model articles, please go to our website www companieshouse gov uk

A8 Restricted company articles ❹

Please tick the box below if the company's articles are restricted

☐

❹ **Restricted company articles**
Restricted company articles are those containing provision for entrenchment For more details, please go to our website www companieshouse gov uk

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details Public companies are required to appoint at least one secretary

Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1.

Secretary

B1 Secretary appointments ❶

Please use this section to list all the secretary appointments taken on formation
For a corporate secretary, complete Sections C1-C5

Title *	MR
Full forename(s)	ALISTAIR WILLIAM
Surname	SPALDING
Former name(s) ❷	

❶ **Corporate appointments**
For corporate secretary appointments, please complete section C1-C5 instead of section B

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes

B2 Secretary's service address ❸

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

❸ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office

If you provide your residential address here it will appear on the public record

B3 Signature ❹

I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature
X X

❹ **Signature**
The person named above consents to act as secretary of the proposed company

IN01
Application to register a company

Corporate secretary

C1 Corporate secretary appointments ❶

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Additional appointments**
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address
This is the address that will appear on the public record This address must be a physical location for the delivery of documents It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3 only**

→ **No** Complete **Section C4 only**

C3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

Registration number

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5 Signature ❺

I consent to act as secretary of the proposed company named in **Section A1.**

Signature

Signature

X X

❺ **Signature**
The person named above consents to act as corporate secretary of the proposed company

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Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title *	SIR
Full forename(s)	DAVID CHARLES MAURICE
Surname	BELL
Former name(s) ❷	N/A
Country/State of residence ❸	UNITED KINGDOM
Nationality	BRITISH
Date of birth	d3 d0 m0 m9 y1 y9 y4 y6
Business occupation (if any) ❹	COMPANY DIRECTOR

❶ **Appointments**
Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years
Married women do not need to give former names unless previously used for business purposes

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4

❹ **Business occupation**
If you have a business occupation, please enter here If you do not, please leave blank

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page

D2 Director's service address ❺

Please complete the service address below You must also fill in the director's usual residential address in **Section D4**

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

❺ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1.**

Signature

Signature
X X

❻ **Signature**
The person named above consents to act as director of the proposed company

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title *	MR
Full forename(s)	RAB (ROBERT)
Surname	BENNETTS
Former name(s) ❷	
Country/State of residence ❸	UK
Nationality	BRITISH
Date of birth	d 1 4 m 0 4 y 1 9 5 3
Business occupation (if any) ❹	ARCHITECT

❶ **Appointments**
Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in Section D4

❹ **Business occupation**
If you have a business occupation, please enter here If you do not, please leave blank

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page

D2 Director's service address ❺

Please complete the service address below You must also fill in the director's usual residential address in **Section D4**

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

❺ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1.**

Signature

X R. J. Bennetts X

❻ **Signature**
The person named above consents to act as director of the proposed company

IN01
Application to register a company

Corporate director

E1 Corporate director appointments ❶

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Additional appointments**
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address
This is the address that will appear on the public record This address must be a physical location for the delivery of documents It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?
→ **Yes** Complete **Section E3 only**
→ **No** Complete **Section E4 only**

E3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

If applicable, the registration number

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5 Signature ❺

I consent to act as director of the proposed company named in **Section A1**

Signature

Signature
X X

❺ **Signature**
The person named above consents to act as corporate director of the proposed company

Part 3 Statement of capital

Does your company have share capital?
→ **Yes** Complete the sections below
→ **No** Go to **Part 4 (Statement of guarantee).**

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4.**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
		Totals		£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	
Total aggregate nominal value ❹	

❹ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately For example £100 + €100 + $10 etc

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

❸ Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary

F4 **Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1** and **F2**.

Class of share	
Prescribed particulars ❶	

❶ **Prescribed particulars of rights attached to shares**

The particulars are

a particulars of any voting rights, including rights that arise only in certain circumstances,

b particulars of any rights, as respects dividends, to participate in a distribution,

c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and

d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages
Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share	
Prescribed particulars ❶	

❶ **Prescribed particulars of rights attached to shares**

The particulars are
a particulars of any voting rights, including rights that arise only in certain circumstances,
b particulars of any rights, as respects dividends, to participate in a distribution,
c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages
Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

F5 Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record These do not need to be the subscribers' usual residential address

Initial shareholdings
Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

Part 4 Statement of guarantee

Is your company limited by guarantee?
→ **Yes** Complete the sections below
→ **No** Go to **Part 5** (Statement of compliance)

G1 Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for
- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

❶ **Name**
Please use capital letters

❷ **Address**
The addresses in this section will appear on the public record They do not have to be the subscribers' usual residential address

❸ **Amount guaranteed**
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ❶	DAVID CHARLES MAURICE
Surname ❶	BELL
Address ❷	SADLER'S WELLS
	ROSEBERY AVENUE
Postcode	E C 1 R 4 T N
Amount guaranteed ❸	£10.00

Subscriber's details

Forename(s) ❶	RAB
Surname ❶	BENNETTS
Address ❷	SADLER'S WELLS
	ROSBERY AVENUE
Postcode	E C 1 R 4 T N
Amount guaranteed ❸	£10.00

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

IN01
Application to register a company

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸ £10 00

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸ £10.00

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

❶ **Name**
Please use capital letters

❷ **Address**
The addresses in this section will appear on the public record They do not have to be the subscribers' usual residential address

❸ **Amount guaranteed**
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

Part 5 Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

→ **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)

→ **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1 Statement of compliance delivered by the subscribers ❶

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

❶ **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

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Application to register a company

Subscriber's signature	Signature X X	**Continuation pages** Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X X	
Subscriber's signature	Signature X X	
Subscriber's signature	Signature X X	

H2 **Statement of compliance delivered by an agent**

	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association
Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	Signature X X

IN01
Application to register a company

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form The contact information you give will be visible to searchers of the public record

Contact name AMANDA JOY

Company name SADLER'S WELLS

Address ROSEBERY AVENUE

Post town London

County/Region

Postcode E C 1 R 4 T N

Country United Kingdom

DX

Telephone 020 7863 8034

Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses

How to pay

A fee is payable on this form.
Make cheques or postal orders payable to 'Companies House' For information on fees, go to www companieshouse gov uk

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales:
The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption
If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

SADLER'S WELLS FOUNDATION LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	*Authentication by each subscriber*
David Bell	
Rab Bennetts	

Dated 19th December 2012

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

SADLER'S WELLS FOUNDATION LIMITED

(the "Company")

PRELIMINARY

1 In these articles.

"**Act**" means the Companies Act 2006,

"**address**" means, in relation to any electronic communications, any number or address used for the purposes of such communications,

"**articles**" means the articles of the Company,

"**clear days**" in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,

"**communication**" has the same meaning as in the Electronic Communications Act 2000,

"**electronic communication**" has the same meaning as in the Electronic Communications Act 2000,

"**executed**" means any mode of execution,

"**holder**" means, in relation to any share, the member whose name is entered in the register of members as the holder of the share,

"**office**" means the registered office of the Company,

"**secretary**" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary, and

"**United Kingdom**" means Great Britain and Northern Ireland

When any provision of the Act is referred to, the reference is to such provision as modified by any statute for the time being in force Unless the context otherwise requires, expressions defined in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company shall have the meanings so defined.

OBJECTS AND POWERS

2 The object of the Company is to apply the income of the Company in or towards defraying the expenses of providing performances at Sadler's Well's theatres of drama, opera, concerts, recitals, cinema, exhibitions or other artistic performances for the recreation and education of poor persons.

3 In furtherance of the above object but not further or otherwise the Company shall have the following powers

(a) To employ, retain and pay mangers, producers, actors, singers, dancers, professional and technical advisers, secretaries, clerks and others

(b) To purchase, hire, take on lease or license or in exchange or otherwise acquire and hold any theatre stage properties plant furniture fittings scenery effects rights privileges and real and personal property of any kind

(c) To apply for, invite and collect and receive from any persons corporations institutions or authorities, subscriptions, donations, gifts, bequests and any other assistance and thereby to raise funds

(d) To accept and receive gifts of real and personal property whether subject to any special trusts or not

(e) To borrow or raise money and secure the repayment thereof for the purposes of the Company in such manner and upon such terms and such securities as the Company shall consider fit and whether by the creation and issue of debentures or debenture stock or otherwise

(f) To lend and advance money or give credit to any person or company to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company

(g) To purchase take on lease or in exchange hire or otherwise acquire and hold sell, manage, let, mortgage, improve, dispose of or otherwise deal with all or any of the property of the Company

(h) To construct, maintain, improve and alter any buildings

(i) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company

(j) To invest the monies of the Company not immediately required for its main object in such manner as may be thought fit but so that monies subject or representing property subject to the jurisdiction of the Charity Commission shall only be invested in such investments and with such sanction (if any) as may for the time being be prescribed by law

(k) To make donations to assist financially or otherwise and co-operate with any charity having objects similar to the objects of the Company

(l) To make all reasonable and necessary provision for the payment of pensions to or on behalf of employees and ex-employees of the Company and their widows children and dependants

(m) (i) To provide indemnity insurance to cover the liability of the directors

(1) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the company,

(2) to make contributions to the assets of the company in accordance with the provisions of section 214 of the Insolvency Act 1986

(ii) Any such insurance in the case of (i)(1) shall not extend to·

(1) any liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the company, or where the directors did not care whether such conduct was in the best interests of the company or not,

(2) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the directors,

(3) any liability to pay a fine

(iii) Any insurance in the case of (i)(2) shall not extend to any liability to make such a contribution where the basis of the director's liability is his knowledge prior to the insolvent liquidation of that company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the company would avoid going into insolvent liquidation.

(n) To do all such things as shall further the attainment of the objects of the Company.

PROVIDED ALWAYS that the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

PROVIDED FURTHER that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commission 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 Board of 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 the Board of Directors would have been if no incorporation had been effected The incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commission over the Board of 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 In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as allowed by law having regard to such trusts

4 The income and property of the Company shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend bonus or otherwise by way of profit to members of the Company and no member of its Board of Directors 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 member of its Board of Directors) for any services rendered to the Company,

(b) of interest on money lent by any member of the Company or of its Board of Directors at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bank of England or 3% whichever is greater,

(c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors,

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Directors may be a member holding not more than 1/100th part of the capital of that company,

(e) to any member of its Board of Directors of out-of-pocket expenses,

(f) of any premium in respect of any indemnity insurance to cover the liability of the directors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company· Provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the company, or where the directors did not care whether such conduct was in the best interests of the company or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the directors

5 The liability of the members is limited

6 Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceased 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 £10

7 If upon the winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object

8 True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being such accounts shall be open to the inspection of the members. Once at least in every year

the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors

MEMBERS

9 Subject to Article 6, all persons who are Directors of the Company shall be admitted to membership of the Company

10 A person who ceases to be a Director of the Company shall automatically cease to be a member of the Company

11 Membership is not transferable

12 A member shall forthwith cease to be a member if he shall die or he shall resign his membership by giving notice in writing to the Company or if his membership is otherwise terminated in accordance with these articles

13 The Directors may without showing cause by a resolution passed by a majority of not less than two-thirds of the Directors present at a meeting of Directors specially convened for the purpose of considering such resolution, refuse to continue as a member of the Company any nominated member and if such resolution shall be so passed by the Directors the nominated member shall cease to be a member of the Company and his name shall be removed from the Register of Members.

HONORARY MEMBERS

14 The Directors may by resolution at a board meeting appoint from time to time any persons who shall sign a written consent to their appointment to be honorary members for such period as the Directors may by resolution determine and the Directors may in like manner determine the period of office and remove any person previously appointed prior to the determination of his period of appointment by effluxion of time Honorary members for the time being shall ex officio be entitled to receive notice of and to attend and speak at any general meeting but not to vote Honorary members shall not exercise other rights of members nor shall they be subject to the obligations of members

GENERAL MEETINGS

15 The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year The annual general meeting shall be held at such time and place as the Directors shall appoint

16 The above-mentioned general meetings shall be called ordinary general meetings All other general meetings shall be called extraordinary general meetings

17 The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened by such requisitionists as provided by Section 303 of the Act If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors

NOTICE OF GENERAL MEETINGS

18 An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at least and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in the case of special business, the general nature of that business and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting

19 Where the notice of meeting is published on a web-site in accordance with article 76, it shall continue to be published in the same place on that web-site from the date of the notification given under article 77(b) until the conclusion of the meeting to which the notice relates

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it so agreed

(a) in the case of a meeting called as the annual general meeting or a meeting called for the passing of an elective resolution, by all the members entitled to attend and vote thereat, and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than ninety-five per cent of the total voting rights at the meeting of all the members

20 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting Where a notice of meeting published on a web-site in accordance with article 76 is by accident published in different places on the web-site or published for part only of the period from the date of the notification given

under article 76(b) until the conclusion of the meeting to which the notice relates, the proceedings at such meeting are not thereby invalidated

PROCEEDINGS AT GENERAL MEETINGS

21 All business shall be deemed special that is transacted at an ordinary meeting with the exception of the consideration of the accounts, balance sheets and the ordinary report of the Directors and Auditors and the fixing of the remuneration of the Auditors

22 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business Save as herein otherwise provided, three members present either in person or by proxy shall be a quorum

23 If within half an hour from the time appointed for a general meeting a quorum is 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 is not present, those members who are present shall be a quorum and may transact the business for which the meeting was called

24 The Chairman of the Board of Directors (the "**Board**"), or in his absence another Director nominated by the Directors, shall preside as Chairman at every general meeting of the Company but if neither the Chairman nor such other Director (if any) is present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose some member present to be Chairman of the meeting

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 take place at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place When a meeting is adjourned for ten days or more, notice of the 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 an adjourned meeting of the business to be transacted at an adjourned meeting

26 Subject to Article 30, 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 on the declaration of a result of the show of hands) demanded by either at least three members present in person or by proxy entitled to vote, or by the Chairman. Unless a poll is duly demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution

27 If a poll is duly demanded, it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

28 In the case of an equality of votes whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have

29 A poll demanded on a question of adjournment shall be taken immediately A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs

30 A resolution concerning the appointment or re-election of a Director put to the vote at any general meeting shall be decided by way of a secret ballot if so requested by any member present in person or by proxy and entitled to vote at such meeting.

31 Every member shall have one vote

32 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit or delivery of forms of appointment of a proxy, or in any other manner specified in the articles for the appointment of a proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable

33 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid

34 On a poll votes may be given either personally or by proxy

35 The instrument appointing a proxy shall be in writing and shall be executed by or on behalf of the appointor, save that, subject to the Act, the directors may accept the appointment of a proxy received in an electronic communication at an address specified for such purpose, on such terms and subject to such conditions as they consider fit The directors may require the production of any evidence which they consider necessary to determine the validity of any appointment pursuant to this article A proxy need not be a member of the Company

36 The instrument appointing a proxy and any authority under which it is executed (or a notarially certified copy of that power or authority) shall

(a) in the case of an instrument in writing be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of an appointment of a proxy contained in an electronic communication, where an address has been specified by or on behalf of the Company for the purpose of receiving electronic communications

(i) in the notice convening the meeting, or

(ii) in any form of appointment of a proxy sent out by the Company in relation to the meeting, or

(iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

received at such address at any time before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote,

(c) in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

37 An instrument appointing a proxy may be in the following form or any other form which the Directors shall approve

SADLER'S WELLS FOUNDATION LIMITED

[name]

"I,

.. ..

.

[address]

of ....

. being [name]

a member of Sadler's Wells Foundation Limited hereby appoint . .

[address]

of

. .. .

.

[name]

or failing him,

. . . . .

[address]

of

. . . .. .

[Ordinary/Extraordinary]

as my proxy to vote for me and on my behalf at the .. . . .. General Meeting of the Company to be held on the . ... . day of

and at any adjournment thereof

Signed this . . . day of . . . 20

38 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

39 A vote given in accordance with the term of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

40 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members If a resolution in writing is described as a special resolution or as an extraordinary resolution, it has effect accordingly

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

41 Any corporation which is a member of the Company may by the resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that corporation could exercise if it were an individual member of the Company

NUMBER OF DIRECTORS

42 The members of the Board shall be members of the Company and shall not be less than two persons or more than sixteen persons

43 No remuneration shall be paid to any Director in respect of any work or services rendered to the Company

44 A resolution in writing signed by all the members of the Board or any committee shall be as valid and effectual as if it had been passed at a meeting of the Board or committee duly called and constituted

POWERS AND DUTIES OF DIRECTORS

45 The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the Act or by these articles required to be exercised by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

46 The Directors shall cause minutes to be made in books provided for the purpose

(a) of all appointments of officers made by the Directors,

(b) of the names of the Directors present at each meeting of the Directors and of any Committee of the Directors, and

(c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of Committees of Directors

47 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking or property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as a security for any debt, liability or obligation of the Company or of any third party

48 The Directors may by resolution at a board meeting appoint from time to time a President and one or more Vice-Presidents, for such period or respective periods of office as the Directors may by such resolution determine, who need not be members of the Company and the Directors may in like manner determine the period of office and remove any person previously appointed prior to the determination of his period

of office by effluxion of time The President and Vice-Presidents may, at the invitation of the Directors, attend and speak at any general meeting or board meeting but (without prejudice to the rights as members of any who may be members) may not vote

APPOINTMENT AND REMOVAL OF DIRECTORS

49 The Company may by resolution of the Directors appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed the number fixed by or in accordance with these Articles as the maximum number of Directors.

50 No person is incapable of being appointed a Director by reason of his having reached the age of 70 or another age No special notice is required in connection with the appointment or the approval of the appointment of such person. No Director is required to vacate his office at any time because he has reached the age of 70 or another age

51 Each Director shall be appointed for a term of up to three years (the "**Term**") and (except in the case of a person holding office as Chairman at the relevant time) shall resign at the next meeting of Directors held after the expiration of the Term Such Director shall be eligible for re-election at such meeting of Directors for a further period of up to three years, PROVIDED that no Director may serve for a continuous period in excess of nine years.

52 No Director who retires at the expiry of the ninth consecutive year of holding office as a Director shall be eligible for re-election as a Director at the meeting at which he retires or at any adjournment thereof, or at any time before the annual general meeting next to be held thereafter, nor shall he for a period of one year from the date of his retirement be eligible to fill a casual vacancy on the Board

53 The office of a Director shall be vacated

(i) if by notice in writing to the Company he resigns the office of Director; or

(ii) if he absents himself from the meetings of the Directors during a continuous period of three months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office, or

(iii) if he becomes bankrupt or insolvent or enters into any arrangement or composition with his creditors, or

(iv) if he is prohibited from being a Director by virtue of any provision of the Act or if he becomes prohibited by law from being a director; or

(v) if he becomes, in the opinion of all his co-Directors, incapable by reason of mental disorder or discharging his duties as Director, or

(vi) if he ceases to be a member of the Company, or

(vii) if he holds any office or profit under the Company without the consent of the Company in general meeting, or

(viii) if he is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interests in the manner required by Section 177 of the Act

PROCEEDINGS OF DIRECTORS

54 The Directors of the Company may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit Questions arising at any meeting shall be decided by a majority of votes In the case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors

55 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two

56 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,

(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and

(c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

57 For the purposes of article 56

(a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified, and

(b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

58 Without prejudice to the obligation of a director to disclose his interest in accordance with section 177 of the Act and under these articles, a director may vote at any meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty. The director shall be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote shall be counted

59 A Director may validly participate in a board meeting through the medium of conference telephone or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting A Director participating in this way is deemed to be present in person at the meeting and is counted in the quorum and entitled to vote. All the business transacted this way by the board is for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the board although fewer than three Directors are physically present at the same place The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is

60 The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the numbers of Directors to that number or of summoning a general meeting of the Company but for no other purpose

61 All acts done at any meeting of the Directors or of a committee of the Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any such Directors or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a director

62 It shall not be necessary to give notice of meetings to any Director for the time being absent from the United Kingdom. Notice of a board meeting is deemed to be duly given to a director if it is given to him personally or by word of mouth or by electronic communication to an address given by him to the Company for that purpose or sent in writing to him at his last known address or other address given by him to the Company for that purpose. A director may waive the requirement that notice be given to him of a meeting of directors or a committee of directors, either prospectively or retrospectively

CHAIRMAN OF THE BOARD

63 The Directors of the Company shall by secret ballot at a board meeting appoint one of their number to be Chairman of the Board for a period not exceeding three years as shall be determined at the time of the appointment Subject to the requirement that no individual shall serve a consecutive period on the Board of more than nine years in the capacity of Chairman such individual shall be eligible for re-appointment as Chairman (again by secret ballot) for a further term (as shall be determined at the time of re-appointment) which shall not exceed three years.

64 Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Board at which he is present but if he is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairman of the meeting

COMMITTEES OF DIRECTORS

65 A) The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit Any committee which is formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Directors All acts and proceedings of committees shall be fully and promptly reported to the Board

B) Any committee having delegated powers shall consist entirely of Directors or shall contain a majority of Directors and all acts, proceedings and decisions of any such committee shall be reported back to the Board as soon as possible

66 A committee may elect a Chairman of its meetings, if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting

67 A committee may meet and adjourn as it thinks proper Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairman shall have a second or casting vote

ACCOUNTS

68 The Directors shall cause proper books of account to be kept with respect to·

(a) all sums of money received and expended by the Company and the matter in respect of which the receipt and expenditure occurred;

(b) all sales and purchases of goods by the Company and the property credits and liabilities of the Company, and

(c) all assets and liabilities of the Company

69 The books of account shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Directors think fit and shall always be open to the inspection of the members of the Company at all reasonable times, subject to any reasonable restrictions and conditions which the Directors of the Company in general meeting may from time to time impose

70 Any accounts, directors' report or auditor's report required or permitted to be sent by the Company to any person pursuant to any statute shall be treated as sent to such person if

(a) sent by electronic communication to an address for the time being notified to the Company by that person for that purpose,

(b) published on a web-site, provided that the following conditions are met

(i) the Company and that person have agreed that such documents may be accessed by him on a web-site (instead of their being sent by post or otherwise delivered to him), and

(ii) that person is notified, in a manner for the time being agreed for the purpose between him and the Company of

(A) the publication of the documents on a web-site,

(B) the address of that web-site;

(C) the place on that web-site where the documents may be accessed, and

(D) how such documents may be accessed

SECRETARY

71 The Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

72 A provision of the Act or these articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in the place of the Secretary

AUDIT

73 The Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

NOTICES

74 Any notice to be given to or by any person pursuant to the articles (other than a notice convening a meeting of the board or of a committee of the board) shall be in writing or in an electronic communication to an address for the time being notified for that purpose to the person giving the notice

75 Subject to article 76, the Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address, or by leaving it at that address, or by sending it using electronic communications to an address for the time being notified to the Company by such member for that purpose In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders Any member whose registered address is not within the United Kingdom shall be entitled to have notices given to him at that address or at an address specified by him to which notices may be sent using electronic communications

76 A notice of general meeting may, instead of being sent to the member in any of the ways specified in article 75, be given to a member by the Company by publishing the notice on a web-site, provided that the following conditions are met

(a) the member and the Company have agreed that notices of general meetings may be accessed by him on a web-site instead of being sent to the member in one of the ways specified in article 75, and

(b) the member is given a notification, in the manner agreed for the time being between the member and the Company, containing the following information

(i) the fact that the notice has been published on the web-site,

(ii) the address of the web-site,

(iii) the place on the web-site where the notice may be accessed and how it may be accessed,

(iv) a statement that it concerns a notice of general meeting served in accordance with the Act,

(v) the place, date and time of the general meeting; and

(vi) whether the general meeting is to be an annual or extraordinary general meeting

77 A notice given under article 76 is deemed to be given at the time of the notification given under paragraph (b) of that article

78 A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting, and, where requisite, of the purposes for which it was called

79 Every person who becomes entitled to any share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been given to the person from whom he derives his title

80 A notice sent to a member (or other person entitled to receive notices under the articles) by post to an address within the United Kingdom is deemed to be given

(a) 24 hours after posting, if pre-paid as first class, or

(b) 48 hours after posting, if pre-paid as second class.

81 Proof that an envelope containing the notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given A notice not sent by post but left at a member's registered address is deemed to have been given on the day it was left

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

83 A notice contained in an electronic communication sent in accordance with the articles other than a notice given under article 76 (to which the provisions of article 77 apply) is deemed to be given at the expiration of 48 hours after the time it was sent

84 Notice of every general meeting shall be given in such manner hereinbefore authorised to every member except those members who (having no registered address in the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them or an address to which notices can be sent by electronic communications