

Certificate Number 922845

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

**(updated at the Extraordinary General Meeting held on 3 February
2020)**

OF

SOUTH LONDON THEATRE CENTRE LIMITED

(Incorporated 17 November 1967)

Geoffrey Lill
Company Secretary
South London Theatre Centre Ltd
2a Norwood High Street
London SE27 9NS

The Companies Acts 1948 & 1967

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

MEMORANDUM OF ASSOCIATION

OF

SOUTH LONDON THEATRE CENTRE LIMITED

1. The name of the Company (hereinafter called 'the Company') is SOUTH LONDON THEATRE CENTRE LIMITED.
2. The Registered Office of the Company will be situated in England.
3. The Company is established to promote, maintain, improve and advance the education of the public and all sections of the public by the production of educational plays and the encouragement of the arts, including the arts of drama, mime, dance, singing and music, and to formulate, prepare and establish schemes therefore 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 such plays, dramas, comedies, operas, operettas, burlesques, films, broadcasts, concerts, musical pieces, puppet shows, ballets, entertainments and exhibitions, classes and courses of instruction 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 interests 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, 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 or 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 advisors 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) For the purposes of furthering the objects of the Company to establish, operate and carry on bars and refreshment rooms for the supply of food, drink and other refreshments, and cigarettes, cigars and tobacco of any kind by way of sale during the hours of performances, given or sponsored by the Company, whenever such performances take place, to persons attending such performances and for the purposes aforesaid (but for no other purpose) and during the hours of such performances only, to carry on the business as caterers, victuallers (whether licensed or not) and restaurateurs and vendors of cigarettes, cigars and tobacco and to apply for and obtain and renew in the name of the Company or of any agent servant authorized by the Company all or any necessary or proper licences for the purposes of such sales.

(K) To undertake and execute any charitable trusts having primary objects wholly or partly similar to those of the Company and which may be lawfully undertaken by the Company.

(L) 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.

(M) To invest the moneys 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.

(N) 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 acquiring all or any of the property, rights and liabilities of the Company or 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 this Company in the furtherance of its objects.

(O) To make any charitable donation either in cash or assets in furtherance of the primary objects of the Company.

(P) 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.

(Q) 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 this Company is authorised to co-operate or federate.

(R) To pay out of the funds of the Company the costs, charges and expenses of any incidental to the formation and registration of the Company.

(S) To do all such other things as are necessary or incidental to the attainment 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 objects, 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 the 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 General Council 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 extents as they would as such General Council 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 General Council 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, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company. Provided that nothing herein contained shall prevent the payment in good faith or reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a reasonable and proper rate or money lent or reasonable rent for premises demised or let by any member of the Company.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up 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 ceased 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 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 amongst the members of the Company, but shall be given or transferred to some other society, institution or organisation having objects similar to the objects of the Company, and which is established for charitable purposes only.

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 or 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.

The Companies Acts 1948 & 1967

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

ARTICLES OF ASSOCIATION

OF

SOUTH LONDON THEATRE CENTRE LIMITED

INTERPRETATION

1. In these Articles:-

“the Company” means SOUTH LONDON THEATRE CENTRE LIMITED

“the seal” means the common seal of the company;

“Secretary” means any person appointed to perform the duties of the Secretary of the Company;

“the United Kingdom” means Great Britain and Northern Ireland.

“the General Council” means the General Council for the time being of the Company;

“the Office” means the registered office of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles became binding on the Company.

MEMBERSHIP

2. The number of members with which the Company proposes to register is 2,000, but the General Council may from time to time register an increase in members.

3. Any member of the public desirous of furthering the objects of the Company shall be eligible for membership, but the General Council shall reserve the right to refuse, terminate or suspend membership of any member whose conduct, either inside or outside the premises, is, in the opinion of the General Council, contrary to the interests of the Company or injurious to its reputation without giving any reason for doing so.

GENERAL MEETINGS

4. An annual general meeting shall be held in every calendar year and not more than fifteen months shall lapse between the date of an annual general meeting and the next. The annual general meeting shall be held at such time and place as the General Council shall appoint.
5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The General Council may summon a general meeting at any time on reasonable notice as later defined in these articles.
7. Any members entitled to attend and vote at a general meeting may summon a general meeting or require one to be summoned at any time on reasonable notice as later defined in these Articles, if thirty of them or one-fifth of the total number of members so entitled, whichever is the fewer, join to do so.
8. All members shall be entitled to attend general meetings.

NOTICE OF GENERAL MEETING

9. 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 the least. For other general meetings at least fourteen days' notice in writing shall be given.
10. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the General Council and auditors, the election of the General Council, the appointment of, and the fixing of the remuneration, of the auditors, except as hereinafter provided in these Articles.
12. No business shall be transacted at a general meeting unless a quorum is present at the time when the meeting proceeds to business. Twenty members entitled to attend and vote at general meetings or one-fifth of the total membership so entitled, whichever is the fewer, present in person shall be a quorum.
13. If within half an hour from the time appointed for the 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, or to such other day and at such other time and place as the General Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be in a quorum.

14. The Chairman of the General Council shall be the chairman at any general meeting. If there is no such chairman, if he is not present, or if he is unwilling, the members present entitled to attend and vote at general meetings may elect one of their number to be chairman for the meeting.

15. 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. At the 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 the result of the show of hands) demanded:-

- (a) by the chairman; or
- (b) by at least three members present in person or by proxy.

17. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

VOTES OF MEMBERS

19. Every member, present in person, shall be entitled to one vote each. Any member represented by proxy shall be entitled to one vote in the case of a poll.

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

21. The instrument appointing a proxy shall be in writing under the hand of the appointer. It shall be in any common form or in such other form as the General Council may approve. The instrument appointing a proxy shall be deposited at the registered office of the Company not less than forty-eight hours before the time appointed for the

holding of the meeting. No instrument appointing a proxy shall be valid except for the meeting mentioned therein and any adjournment thereof.

22. A proxy must be a member of the Company.

THE GENERAL COUNCIL

23. Members entitled to attend and vote at general meetings shall, at each Annual General Meeting, elect from amongst their number twelve persons who have been members of the Company for a minimum of six months ending on the date of the Annual General Meeting, to the following offices on the General Council of the Company from the conclusion of that, until the conclusion of the next Annual General Meeting:

- a) Chair
- b) Deputy Chair
- c) General Secretary
- d) General Technical Manager
- e) (three) Theatre Directors
- f) Membership Director
- g) Publicity Director
- h) Marketing Director
- i) Rights and Payments Director
- j) House Manager

23. The Company may, by Ordinary Resolution, from time to time increase or reduce the minimum or maximum number of members of the General Council or make redefinitions of the titles or numbers of the offices of the General Council.

24. The members of the General Council elected at Annual General Meetings shall for the duration of their period of office be *ipso facto* the Directors of the Company.

25. For the purposes of furthering the objects of the Company, the General Council may invite other persons, who may or may not be members of the Company, to attend all or any meetings of the General Council or its committees, but such invitees shall have no voting rights.

26. The General Council shall have power at any time, and from time to time, to appoint any member entitled to attend and vote at general meetings, to the General Council and thus become a director in order to fill a casual vacancy. Any member of the General Council so appointed shall hold office until the next Annual General Meeting.

27. The office of a member of the General Council shall be vacated in any of the following events, namely:-

- (a) if he resigns by writing under his hand left at the Office;
- (b) if he have a receiving order made against him or compound with his creditors;

- (c) if he be found lunatic or become of unsound mind;
- (d) if he ceases to be a member of the Company.

PROCEEDINGS OF THE COUNCIL

28. The General Council 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 determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Any member of the General Council may, and the Secretary on the requisition of a member the General Council may, at any time summon a meeting of the General Council. It shall not be necessary to give notice of a meeting of the General Council to any member thereof for the time being absent from the United Kingdom.

29. The elected members of the General Council shall at the first meeting following an Annual General Meeting appoint a Financial Advisor who will become a member of the General Council with full voting rights and shall for the duration of their period of office be *ipso facto* a Director of the Company. The General Council may make the appointment from the elected members of the General Council.

30. The quorum necessary for the transaction of the business of the General Council shall be not less than half its voting membership.

31. The continuing General Council members 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 Articles of the Company as the necessary quorum of the General Council, the continuing General Council members may act for the purpose of increasing the number of General Council members to that number, or of summoning a general meeting of the Company, but for no other purpose.

32. The General Council may delegate any of its powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the General Council.

33. A committee may elect a chairman of its meeting; if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

34. 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 the case of an equality of votes the chairman shall have a second or casting vote.

35. A resolution in writing signed by all members of the General Council or, where the General Council have given delegated authority to a committee of the General

Council, by all the members appointed by the General Council to that committee for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the General Council or that committee duly convened and held, and may consist of several documents in the like form, each signed by one or more members of the General Council or that committee.

POWERS OF THE GENERAL COUNCIL

36. The business of the Company shall be managed by the General Council who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Companies Acts 1948 and 1967 and by these Articles, required to be exercised by the Company in general meeting.

37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipt of monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the General Council shall from time to time determine by bye-laws.

38. The General Council shall cause minutes to be made in books:-

- (a) of all appointments of officers made by the General Council;
- (b) of the names of members of the General Council present at each meeting of the General Council and its committee;
- (c) of all resolutions, and proceedings at all meetings of the Company; and
- (d) of the General Council and its committees.

COMPANY SECRETARY

39. The General Council shall appoint a Company Secretary upon such terms and conditions as are consistent with the Memorandum of Association of this Company; and any Secretary so appointed may be removed by them.

THE SEAL

40. The General Council shall provide for the safe custody of the seal, which shall only be used by the authority of the General Council, and every instrument to which the seal shall be affixed shall be signed by a member of the General Council and shall be countersigned by the Secretary or by a second member of the General Council.

BORROWING POWERS

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

ACCOUNTS AND AUDITORS

42. The General Council 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 matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company;
 - (c) the assets and liabilities of the Company.

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

43. The books of account shall be kept at such place or places as the General Council thinks fit and shall always be open to the inspection of members of the General Council.

44. The General Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and the books of the Company or any of them shall be open to the inspection of members not being members of the General Council.

45. An auditor or auditors shall be appointed at the Annual General Meeting to hold office from the conclusion of that until the conclusion of the next Annual General Meeting.

46. A copy of every balance sheet which is to be laid before the Company in general meeting and any appropriate supporting documents shall be sent to every member entitled to attend and vote at general meetings not less than twenty-one days before the date of the meeting.

NOTICES

47. A notice may be given by the Company to any member :-

- (i) personally
- (ii) by post when service of the notice shall be deemed effective by properly addressing, prepaying and posting a letter containing the notice to the registered address of the member, and to have been effected at the expiration of 48 hours after the letter containing the same is posted.

BYE-LAWS

48. The Company may by Ordinary Resolution at any general meeting adopt and make, alter or revoke bye-laws for the regulation of the Company and otherwise for the furtherance of the purposes for which the Company is established, provided that such bye-laws are not repugnant to the Memorandum or Articles of Association.

49. The General Council shall have the power from time to time to adopt and make, alter or revoke bye-laws for the regulation of the Company and otherwise for the furtherance of the purposes for which the company is established, provided that such bye-laws are not repugnant to the Memorandum or Articles of Association. Any resolution of the General Council for the addition, making, alteration or revocation of such bye-laws shall be subject to confirmation by Ordinary Resolution of the Company at the next annual general meeting, and if it be not so confirmed, shall cease to have effect at the conclusion of that meeting.

50. All such bye-laws for the time being in force shall be displayed prominently in a part of the premises frequented by members and shall be binding upon all members until the same shall cease to have effect hereinbefore provided or shall be varied or set aside by Ordinary Resolution of the Company. No members shall be absolved from such bye-laws by reason of his not having received a copy, or of any alterations made therein or having otherwise no notice of them.

DISCRIMINATION

51. In the conduct of its affairs the Company shall not exercise any discrimination on the grounds of any protected characteristic as defined in the Equality Act 2010 or any subsequent legislation, except where it is a genuine occupational requirement (GOR) for the casting of plays.