

THE COMPANIES ACTS, 1908 To 1917

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

of

The People's Theatre

Newcastle-upon-Tyne, Limited.

1. The name of the Company is "THE PEOPLE'S THEATRE, NEWCASTLE-UPON-TYNE, LIMITED."
2. The registered office of the Company will be situate in England. .
3. The Company is established to promote, maintain and advance education by 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, produce, manage and conduct such plays, dramas, comedies, operas, burlesques, masques, puppet shows, pantomimes, films, broadcasts, concerts, musical pieces, ballets, exhibitions, entertainments, lectures, conferences and discussions as are conducive to the promotion, maintenance and advancement of education or to the encouragement of the Arts.
 - (b) To purchase or otherwise acquire and obtain exclusive and other interests in copyrights and rights of representation, and any other literary and dramatic rights of or in any plays, music, songs, words, operas, comedies, burlesques and compositions which can be used or adapted for the objects of the Company.
 - (c) To hire and employ all classes of persons considered necessary for the purposes of the Company, and to pay to them and to other persons in return for services rendered to the Company, salaries, wages, gratuities and pensions.
 - (d) To print, manufacture and publish any newspapers, programmes, magazines, pamphlets, books, plays, paintings, drawings, music, operas, photographs, cinematographic films, sound-producing films, gramophone records, or other compositions, all of which must, directly or indirectly, be calculated to advance the objects of the Company, and to acquire copyrights for the same.
 - (e) To acquire or undertake all or any part of the work, property, rights and liabilities of any person or association carrying on any work which is identical! with or appropriate or auxiliary to THE MAIN objects, or any of them, and to conduct the winding up of any such association.
 - (f) To purchase; take on lease, exchange, hire or otherwise acquire, and to sell and

dispose of any real or personal property which may be deemed necessary or convenient for the objects of the Company, and in particular any buildings or any parts of any buildings or land for the purposes of the erection of buildings, and to erect, maintain, enlarge, alter, pull down and remove any buildings thereon, and to purchase, hire or otherwise acquire, and to sell, or dispose of any furniture, stage furniture, scenery, properties, books, instruments, apparatus, easements, patents, licences and other properties.

- (g) To invest and deal with the moneys of the Company not immediately required upon such securities and/or investments and in such manner as the Company may from time to time deem expedient.
- (h) To receive money on deposit or otherwise, to lend money, with or without security, to such persons, and generally on such terms as may seem expedient, in particular to customers of and other persons having dealings with the Company, and to guarantee the performance of contracts by any such persons, and to guarantee the performance of any contracts, liabilities, obligations or engagements of any subsidiary or associated company.
- (i) To raise or borrow money and to secure the repayment thereof and the interest thereon in such manner and on such terms as may seem expedient and in particular by the issue of debentures or debenture stock, whether perpetual, or otherwise, bills of exchange, promissory notes, bonds or other obligations or securities of the Company, or by mortgage, charge . or lien upon the whole or any part of the property of the Company (both present and future) and to redeem; purchase or pay off any such securities, and also by a similar mortgage, charge of lien to secure and guarantee the performance by. the Company of any .obligation or liability it may undertake.
- (j) To enter into any arrangement with any government or authority; supreme, municipal; local or otherwise commissioners or other persons, corporations or companies that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority or any other company, person or corporation any rights, privileges and concessions which may seem conducive to the Company's objects or any of them, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (k) To draw, make, accept, endorse, discount, execute and Issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments or securities.:
- (l) To effect insurance's against loss or -damage and against liability for any acts, injuries or defaults or persons employed by the Company or for the benefit of persons employed by the Company, and to pay all premiums in respect thereof .
- (m) To do all such other lawful things as are incidental or conducive to the attainment of the objects or any of them.

4. The liability of the members is limited.

5. 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 whatsoever by way of profit to the members of the Company, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company, or to any member of the Company or other person in return for any services actually rendered to the Company, or prevent the repayment of money borrowed or payment of interest at a rate not exceeding five per cent. Per annum on money borrowed from any member of the Company

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 afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributors among themselves such amounts as may be required, not exceeding two shillings and sixpence.
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 institution or institutions having objects similar to the objects of the Company or some of them, to be determined by the members of the Company at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, or if and so far as the provision aforesaid may fail to take effect, then to some charitable object.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ARTHUR JAMES SIMPSON CROASDELL,
110, Audley Rd., South Gosforth,

Draper:

JOSEPH THORNTON HARDING,
23, Chester Street, Newcastle-upon-Tyne,
Printer's Overseer

EDITH BULMER,
Rodsley Cottage, Whaggs, Whickham,
Commercial Clerk,
Spinster

ISABEL HILL,
Lifton House, Jesmond, Newcastle-on-Tyne,
Commercial Clerk,
Spinster.

NORMAN KIDD VEITCH,
22, Stratford Grove, Newcastle-on-Tyne,

Telephone Engineer

MARY CLIFTON.

Bleak House; So. Gosforth,- Newcastle-on Tyne,
Bank Clerk,
spinster.

HERBERT JAMES SCOTT,

10; Eldon Square; Newcastle-upon-Tyne;
Solicitor.

ARTHUR ROGERS,

18, Eldon Square, Newcastle-upon-Tyne
Bookseller .

COLIN CAMPBELL McKECHNIE VEITCH,

72, Chillingham Road, Newcastle-on-Tyne,
Journalist.

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Dated the 28th day of September, 1929.

Witness to the above signatures,

THOMAS WATLING,

165, Welbeck Road,
Newcastle-upon-Tyne

Clerk with W. J. S. & J. A, S. Scott,
Solicitors, Newcastle-upon-Tyne.

THE COMPANIES ACT 1948
Company Limited By Guarantee And Not Having a Share Capital

ARTICLES OF ASSOCIATION
of
PEOPLE'S THEATRE ARTS GROUP LIMITED

Interpretation

1. In these articles;
"The Act" means the Companies Act 1948.
"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.

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 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 become binding on the Company.

Membership

2. The number of members with which the Company proposes to be registered is 500, but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the Company.
4. Every candidate for membership shall be over the age of sixteen years.
5. Every candidate for membership of the Company shall sign and forward to the Membership Secretary an application which shall contain a copy of clauses 5, 6 and 7 of the Memorandum of Association, with the addition of words in the form or to the effect following;- "I desire to become a member of The People's Theatre Arts Group Limited, in accordance with the Memorandum and Articles of Association. I am willing and desire to assist in the work of the Company." Such application shall comply with the conditions of any bye-laws or other regulations for the time being in force relating to the election of members.

Entrance Fees and Annual Subscriptions

6. Such entrance fees and annual subscriptions shall be payable by the members as the Company in general meeting shall from time to time prescribe.

Payment of Subscriptions

7. The Secretary shall send to a candidate forthwith on his election at the address given upon the application for membership, notice of his election, and a request for payment of his entrance fee (if any) and first annual subscription. Upon payment thereof he shall become a member, but if such payment be not made within three calendar months after the date of election the Board of Directors may in their discretion cancel such election.

Rights of Members

8. Subject to the express provisions of these articles and to the Memorandum of Association, and to any bye-laws for the time being in force made by the Board of Directors as hereinafter provided, all the members shall be entitled at all times to use in common all the premises and property of the Company.

Juniors

9. The Board of Directors may admit any person under eighteen years of age to use in common with the members all the premises and property of the Company on such terms and conditions as the Board may from time to time determine.

Life Members

10. The Board shall have power to elect as life members of the Company subscribers to the Company's funds (whether for capital or income purposes) of ten guineas or upwards, or other persons upon such terms as the Board shall from time to time decide.

Resignation of Membership

11. Any member may withdraw from the Company by giving notice in writing to the Secretary of his intention to do so, and upon receipt of the notice he shall cease to be a member. Unless written notice of resignation shall be received from a member prior to the first day of August in any year, he shall be deemed to have continued his membership for the ensuing year.

Expulsion of Members

12. If a member shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles or bye-laws of the Company or shall be guilty of any conduct which the Board consider to be objectionable or prejudicial to the interest of the Company, such member shall be liable to expulsion by a resolution of the Board, provided that at least one week before the meeting at which such resolution is passed he or she shall have had notice thereof, and of the intended resolution for his or her expulsion, and that he or she shall at such meeting and before the passing of such resolution have had an opportunity of giving, orally or in writing, any explanation or defence he or she may think fit. A member expelled under this Article shall forfeit all right in and claim upon the Company and its property.

General Meetings

13. 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.
14. All general meetings other than annual general meetings shall be called extraordinary general meetings.
15. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 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

16. 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 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 case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company:

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 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 that meeting of all the members.
17. 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.

Proceedings at General Meetings

18. All business shall be deemed special that is transacted at an extra-ordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts and balance sheets and the reports of the directors and auditors, the election of the Secretary and Treasurer and other directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of the auditors.
19. 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 in person shall be a quorum.
20. 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 directors 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 a quorum.
21. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be Chairman of the meeting.
22. If at any meeting no director is willing to act as Chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall

choose one of their number to be Chairman of the meeting.

23. 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 an 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.
24. 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 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; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

25. Except as provided in Article 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.
26. 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 shows of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
27. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded, may be proceeded with pending the taking of the poll.
28. Subject to the provisions of the Act a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

Votes of Members

29. Every member shall have one vote.
30. Every member shall be eligible for election as an officer or as a member of the Board of Directors, and to attend and vote at any general meeting of the Company; and every member shall be entitled (subject to any bye-laws for the time being in force made by the Board as hereinafter provided) to all the rights and be subject to all the duties of a member.

31. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll vote by proxy.
32. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.
33. On a poll votes may be given either personally or by proxy.
34. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. g proxy need not be a member of the Company.
35. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall b e deposited at the registered office of the Company or at such other place within the United Kingdom a8 is specified For that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not b e treated as valid.
36. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit;-

<p>“</p> <p>I/We</p> <p>County of</p> <p>above named Company, hereby appoint</p> <p>of</p> <p>as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary as the case may be) general meeting of the Company to be held on the</p> <p>and at any adjournment thereof.</p> <p>Signed</p>	<p>of</p> <p>, being a member/members of the</p> <p>or failing him</p> <p>of</p> <p>day</p> <p>19</p> <p>this day of</p>	<p>Limited</p> <p>in the</p> <p>of 19</p> <p>19 “</p>
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37. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

“		Limited
I/We	of	in the county
of	being a member/members of the above	
named Company, hereby appoint	of	
or failing him	of	as my/our
proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as		
the case may be) general meeting of the Company to be held on the		
day of	19	, and at any adjournment thereof
Signed this	day of	19
“		

This form is to be used *in favour of / against** the resolution.
Unless otherwise instructed, the proxy will vote as he thinks fit.
*Strike out whichever is not desired.

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 terms 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 the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Corporations acting by Representatives at Meetings

40. Any corporation which is a member of the Company may by 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.

Officers

41. There shall be the following officers of the Company, namely
- (a) A President
 - (b) Such number of Vice-Presidents as shall be determined on at the annual general meeting of each year.
 - (c) A Secretary
 - (d) A Treasurer

Directors

42. There shall be a Board of directors of the Company consisting of the Secretary, the Treasurer, and such number of members, but not less than three nor more than thirty, as the Company shall from time to time in general meeting determine.
43. No director of the Company shall receive any remuneration for his services. The directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors, or any committee of the directors, or general

meetings of the Company, or in connection with the business of the Company.

Borrowing Powers

44. The directors 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. .

Powers and Duties of Directors

45. The business of the Company shall be managed by the directors, 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 Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed 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 may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him,
47. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such manners as the directors shall from time to time by resolution determine.
48. 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.
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the directors and of committees of directors.

Disqualification of Directors

49. The office of director shall be vacated if the director
- (a) without the consent of the Company in general meeting holds any other office of profit under the Company, or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (c) becomes prohibited from being a director by reason of any order made under section 188 of the Act, or
 - (d) becomes of unsound mind, or
 - (e) resigns from his office by notice in writing to the Company, or
 - (f) ceases to be a director of virtue of section 185 of the Act,
 - (g) is directly or indirectly interested in any contract with the Company and Pails to

declare the nature of his interest in manner required by section 199 of the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

Rotation of Directors

50. At every annual meeting of the Company the Board of Directors and the other officers shall retire from office but shall be eligible for reelection at the same or any other general meeting.
51. The election of the Board of Directors and of the other officers shall take place in the following manner
 - (a) Any two members shall be at liberty to nominate any other member, or in the case of the President or a Vice-President any member or other person, to serve as an officer or other member of the Board.
 - (b) The name of each person so nominated, together with the names of the proposer and seconded, shall be sent in writing to the Secretary at least seven days before the annual meeting.
 - (c) A list of the candidates names in alphabetical order with the proposers' and seconders' names shall be posted in a conspicuous place in the principal place of business of the Company for at least four days immediately preceding the annual general meeting.
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual meeting shall be entitled to vote for any number of such candidates not exceeding the number of the vacancies.
 - (e) In case there shall not be a sufficient number of candidates nominated, the Board shall fill up the remaining vacancy or vacancies.
 - (f) If two or more candidates obtain an equal number of votes, another ballot shall, if necessary, be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes, the Chairman of the meeting shall select by lot from such candidates the candidate or candidates who is or are to be elected.
52. All casual vacancies arising among the officers or other members of the Board shall be filled by the Board. Any person so chosen shall retire at the following annual meeting, but shall be eligible as a candidate for election as an officer or member of the Board at such annual meeting. A member chosen to fill a casual vacancy as aforesaid shall retain his office so long as the vacating person would have retained the same if no vacancy had occurred.
53. The Company may by ordinary resolution of which special notice has been given in accordance with section 142 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.
54. The Company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding Article. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

Proceedings of Directors

55. The directors 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. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.

56. 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.
57. 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 Articles of the Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Company, but for no other purposes.
58. The directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but, 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 directors present may choose one of their number to be Chairman of the meeting.
59. The Board of Directors may from time to time make, alter and repeal all such bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company. Provided, nevertheless, that no bye-laws shall be inconsistent with, or shall affect or repeal, anything contained in the Memorandum or Articles of Association of the Company, and that any bye-law may be repealed by an extraordinary resolution of a general meeting of the Company.
60. The Board may from time to time delegate any of their powers to such sub-committee or sub-committees, consisting of one or more members of the Board as they shall think fit to appoint, and may recall or revoke any such delegation or appointment. Any such sub-committee shall in the exercise of the power so delegated, conform to any resolutions that may be prescribed by the Board. The Board shall have power to associate with any sub-committee any member or members of the Company, or, as experts, other persons of knowledge and practical experience in matters submitted to the sub-committee with full privilege to act and vote on such sub-committee.
61. 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.
62. 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.
63. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
64. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a

meeting of the directors duly convened and held.

Secretary

65. 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 as both director and as, or in the place of, the Secretary.

The Seal

66. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the directors for the purpose.

Accounts

67. 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 matters in respect of which the receipt and expenditure takes place,
 - (b) all sales and purchases of goods by the Company, and
 - (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.
68. The books of account shall be kept at the registered office of the Company, or, subject to section 147 (3) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the director's.
69. The directors 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 books of the Company or any of them shall be open to the inspection of members not being directors and no member not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in general meeting.
70. The directors shall from time to time in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
71. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditors report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company, Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

Audit

72. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

Notices

73. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
74. Notice of every general meeting shall be given in any manner herein before authorised to:-
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them,
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting, and
 - (e) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

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N°. of Company 242886.

THE COMPANIES ACT 1948
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Special Resolution .
(Pursuant to Section 141 (2))
OF
**THE PEOPLE'S THEATRE,
NEWCASTLE UPON TYNE, LIMITED. ,**

Passed 31st March, 1953

AT AN EXTRAORDINARY GENERAL MEETING Of the above named Company, duly convened and held at the People's Theatre. Rye Hill, Newcastle upon Tyne, at 7.15 p.m. on Tuesday, 31st day of March, 1953, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

“That Clause 3 (comprising subsections (a) to. (s) inclusive) of the Memorandum of Association of the Company be entirely deleted, and that the following Clause be substituted in its place :

" 3. The Company is established to promote, maintain and advance education by 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, produce, manage and conduct such plays, dramas, comedies, operas, burlesques, masques, puppet shows, pantomimes, films, broadcasts; concerts, musical pieces, ballets, exhibitions, entertainments, lectures, conferences and discussions as are conducive to the promotion, maintenance and advancement of education or to the encouragement of the Arts.

“(b) To purchase or otherwise acquire and obtain exclusive and other interests in copyrights and rights of representation, and any other literary and dramatic rights of or in any plays, music, songs, words, operas; comedies, burlesques and compositions which can be used or adapted for the objects of the Company.

“(c) To hire and employ all classes of persons considered necessary for the purposes of the Company, and to pay to them and to other persons in return for services rendered to the Company, salaries, wages, gratuities and pensions.

“(d) To print, manufacture and publish any newspapers, programmes, magazines, pamphlets, books, plays, paintings, drawings, music, operas, photographs, cinematographic films, sound-producing films, gramophone records, or other compositions, all of which must, directly or indirectly, be calculated to advance the objects of the Company, and to acquire copyrights for the same.

“(e) To acquire or undertake all or any part of the work, property, rights and liabilities of any .person or association carrying on any work which is identical with or appropriate or auxiliary to THE MAIN objects, or any of them, and to conduct the winding up of any such association.

“(f) To purchase, take on lease, exchange, hire or otherwise acquire, and to sell

and dispose of any real or personal property which may be deemed necessary or convenient for the objects of the Company, and in particular any buildings or any parts of any buildings or land for the purposes of the erection of buildings, and to erect, maintain, enlarge, alter, pull down and remove any buildings thereon, and to purchase, hire or otherwise acquire, and to sell, or dispose of any furniture, stage furniture, scenery, properties, books, instruments, apparatus, easements, patents, licences and other properties.

“(g) To invest and deal with the moneys of the Company not immediately required upon such securities and/or investments and in such manner as the Company may from time to time deem expedient.

“(h) To receive money on deposit or otherwise, to lend money, with or without security, to such persons, and generally on such terms as may seem expedient, in particular to customers of and other persons having dealings with the Company, and to guarantee the performance of contracts by any such persons, and to guarantee the performance of any contracts, liabilities, obligations or engagements of any subsidiary or associated company.

“(i) To raise or borrow money and to secure the repayment thereof and the interest thereon in such manner and on such terms as may seem expedient and in particular by the issue of debentures or debenture stock, whether perpetual or otherwise, bills of exchange, promissory notes, bonds or other obligations or securities of the Company, or by mortgage, charge or lien upon the whole or any part of the property of the Company (both present and future) and to redeem, purchase or pay off any such securities, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

“(j) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, commissioners or other persons, corporations or companies that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority or any other company, person or corporation any rights, privileges and concessions which may seem conducive to the Company's objects or any of them, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

“(k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments or securities.

“(l) To effect insurances against loss or damage and against liability for any acts, injuries or defaults or persons employed by the Company or for the benefit of persons employed by the Company, and to pay all premiums in respect thereof.

“(m) To do all such other lawful things as are incidental or conducive to the attainment of the objects or any of them.”

ARTHUR W. KAY, Chairman.

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PEOPLE'S THEATRE (Newcastle upon Tyne) LIMITED

SPECIAL RESOLUTION

Passed the 20th day of December, 1962

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the said Company duly convened and held at the Arts Centre, Heaton, Newcastle upon Tyne, 6, on the 20th day of December, 1962, the following Special Resolution was duly passed:

“That the name of the Company be changed to PEOPLE'S THEATRE ARTS GROUP LIMITED.”

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NOTICE OF AN EXTRAORDINARY GENERAL MEETING

PEOPLE'S THEATRE ARTS GROUP LIMITED

Notice is hereby given that an Extraordinary General Meeting of the above-named Company will be held at the People's Theatre Arts Centre on Thursday the 10th day of December, 1964, at 7.30 p.m. for the purpose of considering and if thought fit passing the following resolution as a Special Resolution.

That the Regulations contained in the printed document sent herewith be approved and adopted as the Articles of Association of the Company, in substitution for and to the exclusion of, all the existing Articles thereof

By Order of the Committee

Stephenson Road,
Newcastle upon Tyne; 6.

R. A. Watson
Secretary

Note:- A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.

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