

THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- OF -

THE ASSOCIATION OF PROFESSIONAL THEATRE FOR CHILDREN AND  
YOUNG PEOPLE (INCORPORATING THE BRITISH CENTRE OF ASSITEJ)

1. The name of the Company (hereinafter called "the Association") is The Association of Professional Theatre for Children and Young People (incorporating the British Centre of Assitej).

2. The registered office of the Association shall be situate in England and Wales.

3. The objects for which the Association is established are:-  
to promote, maintain, improve and advance the education of children and young people through the dramatic arts

And the Association shall have the following powers exercisable in furtherance of its said objects but not further or otherwise, namely:

(a) to present, promote, organise, provide, manage and produce, productions, films, broadcasts, concerts, musical pieces, entertainments, conferences, festivals, tours, exhibitions, tutorials, seminars, courses and workshops, whether on any premises of the Association or elsewhere.

(b) to advocate and advance good practice and high standards within the field of Theatre for Children and Young People, to cooperate and work with other agencies or bodies having similar aims (and in particular with ASSITEJ - The International Association of Theatre for Children and Young People), to encourage the provision and development of appropriate support and educational services and to encourage and facilitate the exchange of ideas and information and foster mutual support between the members of the Association.

(c) to undertake or sponsor research and to promote the usual results thereof and to promote a greater knowledge and understanding of theatre for children and young people.

(d) to procure to be written, printed, published and issued gratuitously or otherwise such papers, books, pamphlets or other documents as shall further the above objects.

(e) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to

operate bank accounts in the name of the Association.

(f) to employ staff and/or agents (not being Directors), and to make provision for the proper remuneration of any such persons including power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows widowers and other dependants.

(g) subject to such consents as may be required by law to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Association.

(h) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought necessary for the promotion of its objects.

(i) to undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be necessary for its objects.

(j) subject to such consents as may be required by law to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit PROVIDED ALWAYS that the Association shall undertake no permanent trading activities in raising funds to achieve its charitable objects.

(k) to invest the monies of the Association 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.

(l) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.

(m) to establish, operate and maintain or to cooperate with others in establishing, operating and maintaining at such places as may be deemed appropriate by the Association any dining and refreshment rooms, stalls and facilities for the supply thereof of food, drink and refreshments in furtherance of the objects PROVIDED THAT such food, drink or refreshments shall only be available to persons participating in the activities of the Association.

(n) to establish local branches

(o) to insure and arrange insurance cover for and to indemnify its officers servants voluntary workers and members from and against all such risks as the Association may from time to time think fit.

(p) to do all such other lawful things as shall further any or all of the above objects.

PROVIDED THAT:

(1) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts.

(2) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the directors of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such directors have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the High Court of Justice or the Charity Commissioners over such directors, but they shall as regards to any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association 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 Association.

PROVIDED THAT nothing herein shall prevent the payment, in good faith by the Association:

(A) of reasonable and proper remuneration for any services rendered to the Association to any member, officer or servant of the Association who is not a director, or reasonable out-of-pocket expenses to a director incurred in carrying out any of the business of the Association;

(B) of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Association to act in a professional capacity on its behalf: provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

(C) of interest on money lent by any member of the Association or of a director at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the directors;

(D) of reasonable and proper rent for premises demised or let by any member of the Association or by a director;

(E) of fees remuneration or other benefit in money or money's worth to a company of which a director may be a member holding not more than one hundredth part of the issued capital of such company;

(G) of the payment of any premium in respect of any insurance or indemnity to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the company PROVIDED THAT any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or wilful neglect or default on the part of the directors (or any of them.)

5. No additions, alterations or amendments shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Charity Commissioners for England and Wales

6. The liability of the members is limited.

7. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £10) to the assets of the Association, if it should be wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Association contracted before he or she 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 among themselves.

8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions the governing instrument of which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof such charitable institution or institution to be determined by the members of the Association at or before the time of dissolution.

---

THE COMPANIES ACTS 1985 & 1989  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

THE ASSOCIATION OF PROFESSIONAL THEATRE FOR CHILDREN AND YOUNG  
PEOPLE (INCORPORATING THE BRITISH CENTRE OF ASSITEJ)

GENERAL

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

WORDS

MEANINGS

the Act.....	The Companies Act 1985 including any statutory modification thereof.
these presents.....	These Articles of Association and the regulations of the Association from time to time in force.
the Association.....	The above-named Company.
the directors.....	The directors of the Association (and "director" has a corresponding meaning.)
the secretary.....	Any person appointed to perform the duties of the secretary of the Association.
the office.....	The registered office of the Association
the seal.....	The common seal of the Association
the United Kingdom.....	Great Britain and Northern Ireland

month.....Calendar Month

clear days.....in relation to the period of a notice means the periods 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

in writing.....Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

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

Words importing persons shall include corporations.

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

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

3. The number of members with which the Association proposes to be registered is 3 but the directors may from time to time register an increase in members.

4. The subscribers to the Memorandum of Association and such other person as the Association shall admit to membership in accordance with such regulations as the directors shall make from time to time shall be members of the Association.

5. The directors shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED ALWAYS that the member concerned shall have a right to be heard before a final decision is made.

6. The provisions of section 352 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

#### GENERAL MEETINGS

7. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Association and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

8. All Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

9. 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 368 of the Act and if at any time there are not within the United Kingdom sufficient directors to form a quorum any director or any member of the Association may convene an Extraordinary General Meeting.

10. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; PROVIDED THAT a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in these presents, be deemed to have been duly called if it is so agreed:-

a) in the case of the Annual General Meeting by all the members entitled to attend and vote; and

b) in the case of any other meeting by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights of all the members.

11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

12. The business to be transacted at an Annual General Meeting, shall include consideration of the income and expenditure account and balance sheet, and the reports of the Directors and the

Auditors, the election of members of the Board of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

13. No business shall be transacted at any General Meeting unless a quorum of members is present when the meeting proceeds to business. Save as herein otherwise provided 10 or one-tenth (whichever is the greater number) of the members shall be a quorum.
14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
15. The chairperson (if any) of the directors shall preside as chairperson at every General Meeting, but if there be no such chairperson, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the meeting or shall be unwilling to preside, the members present shall choose a directors, or if no such member be present, or if all the directors present decline to take the chair, the members shall choose some member of the Association who shall be present to preside.
16. A director shall be entitled to attend and speak at any General Meeting.
17. The chairperson 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. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Otherwise, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by
  - a) the Chairperson; or
  - b) at least three members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairperson of the meeting that a resolution

has been carried, or carried unanimously or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

19. Subject to the provisions of Article 20, if a poll be demanded under Article 18, it shall be taken at such time and place, and in such manner, as the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. On a poll every member present in person or by proxy shall have the number of votes specified in Article 23.

20. No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

22. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

23. Subject to Article 21, every individual member shall have one vote and every corporate or unincorporated member shall have four votes.

24. No member shall be entitled to vote on any question at any General Meeting unless all monies presently payable by him or by her to the Association have been paid.

#### BOARD OF DIRECTORS

25. The number of directors shall never be less than 3, and until otherwise determined by a General Meeting shall not be more than 18.

26. The first directors shall be the subscribers to the Memorandum of Association.

27. The directors may from time to time and at any time appoint any member of the Association as a director, either to fill a casual vacancy or by way of addition to their number, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his or her office only until the next Annual General Meeting, but he or she shall then be eligible for re-election.

POWERS OF THE DIRECTORS

28. The business of the Association shall be managed by the directors who may pay expenses incurred in the promotion and formation of the Association as they think fit, and may exercise all such powers of the Association required to be exercised or done by the Association in General Meeting. Any such requirement may be made either by the Act or by these presents or by any regulation made by the Association in General Meeting; but no such regulation shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

29. The directors may act notwithstanding any vacancy in their body; PROVIDED ALWAYS that in case the directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

30. All cheques and other negotiable instruments and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the directors shall from time to time determine.

31. The directors shall cause minutes to be made:

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each directors meeting;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the directors, and any such minutes of any meeting if purported to be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting shall be conclusive evidence of the facts stated in the minutes.

SECRETARY

32 (a) The secretary shall be appointed by the directors for such time, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The provisions of section 283 of the Act shall apply and be observed. The directors may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

(b) A provision of the Act or of these presents 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 director and as, or in the place of,

secretary.

#### THE SEAL

33. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the directors and in the presence of at least one director and of the secretary, the said director and secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### DISQUALIFICATION OF DIRECTORS

34. The office of director shall be vacated:

(A) If he or she is disqualified from acting as a charitable trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision)

(B) If he or she is adjudged bankrupt or he or she makes any arrangement or composition with his or her creditors.

(C) If he or she becomes incapable by reason of mental disorder illness or injury of managing and administering his or her property and affairs.

(D) If he or she becomes prohibited from being a director by reason of any order made under section 295 of the Act or by virtue of any provision in the Act or other statute.

(E) If by notice in writing to the Association he or she resigns his or her office.

(F) If he or she is removed from office by a resolution duly passed pursuant to section 303 of the Act.

(G) If he or she fails without reasonable excuse to attend three consecutive meetings of the directors.

(H) If he or she ceases to hold office by reason of any order made under the Company Directors' Disqualification Act 1986.

(I) If he or she ceases to be a member of the Association

#### ROTATION OF DIRECTORS

35. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the directors for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

36. The directors to retire shall be those who have been longest in office since their last election or appointment. As between directors of equal seniority, the directors to retire shall in

the absence of agreement be selected from among them by lot. The length of time a director has been in office shall be computed from his or her last election or appointment. A retiring director shall be eligible for re-election.

37. The Association may, at the meeting at which a director retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such a director shall have been put to the meeting and lost.

38. No person not being a director retiring at the meeting shall, unless recommended by the director for election, be eligible for election as director at any General Meeting, unless not less than 4 nor more than 21 clear days before the date set for the meeting there shall have been given to the secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his or her intention to propose such person to be proposed and of his or her willingness to be elected.

39. The Association may from time to time in General Meeting increase the number of directors, and determine in what rotation such increased number shall go out of office, and may make the appointments necessary for effecting any such increase.

40. In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any director before the expiration of his or her period of office and may by an Ordinary Resolution appoint another director in his or her stead; but any person so appointed shall retain his or her office so long only as the director in whose place he or she is appointed would have held the same if he or she had not been removed.

#### PROCEEDINGS OF THE BOARD OF DIRECTORS

41. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that the quorum for meetings of the directors shall never be less than 1/3 or 3 (whichever is the greater number) of the directors. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairperson shall have a second or casting vote.

42. A director may, and on the request of a director the secretary shall, at any time, summon a meeting of the directors by notice served upon the directors. A director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

43. The directors shall from time to time elect a Chairperson who shall be entitled to preside at all meetings of the directors at which he or she shall be present, and may determine for what period he or she is to hold office, but if no such Chairperson be elected, or if at any meeting the chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the directors present shall choose one of their number to be chairperson of the meeting.

43. A meeting of the directors at which a quorum is present shall be competent to exercise all the regulations of the Association for the time being vested in the directors generally.

44. The directors may delegate any of their powers to sub-committees consisting of such directors and others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the directors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the directors so far as applicable and so far as the same shall not be superseded by regulations made by the directors. Any such committees shall report to the directors on any decisions taken as soon as possible. No such committee shall incur expenditure on behalf of the Association except in accordance with a budget which has been approved by the directors.

45. All acts bona fide done by any meeting of the directors or by any committee of the directors, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a director.

46. A resolution in writing signed by all directors or of any committee of directors who are entitled to receive notice of a meeting of the directors or of such committee shall be as valid and effectual as if it had been passed at a duly convened and constituted meeting of the directors or such committee (as the case may be).

#### ACCOUNTS

47. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

#### NOTICES

48. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the register of members.

49. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which such notices may be served upon him or her shall be entitled to have notices served upon him or her at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

50. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### DISSOLUTION

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

#### INDEMNITY

52. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.