

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 210387

The Registrar of Companies for Scotland hereby certifies that

DUMFRIES THEATRE ROYAL TRUST

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the 29th August 2000



NSC210387C



C O M P A N I E S H O U S E



Companies House
— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

210387

Company Name in full

DUMFRIES THEATRE ROYAL TRUST

I,

CAROL GODRIDGE

of

BEN DORAN, AYR STREET, MONIAIVE, DUMFRIES DG3 4HW

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~[Solicitor engaged in the formation of the company]~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Carol Godridge

Declared at

DUMFRIES

Day Month Year

On

03 07 2000

● Please print name.

before me ●

HILARY LANDALE GRIEVE, NOTARY PUBLIC DUMFRIES

Signed

Hilary Grieve

Date

03/07/2000

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

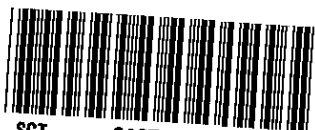
CAROL GODRIDGE.

BEN DORAN, AYR STREET, MONIAIVE

DUMFRIES DG3 4HW Tel 01848 200681.

DX number

DX exchange



SCT SA8TTT9Y 1730
COMPANIES HOUSE 22/08/00

COMPANIES HOUSE 25/07/00

Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



210387

THE COMPANIES ACT 1985

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

**MEMORANDUM and ARTICLES of
ASSOCIATION
of
DUMFRIES THEATRE ROYAL TRUST**

I



SCT SA8TVT90 1728
COMPANIES HOUSE 22/08/00

COMPANIES HOUSE 25/07/00

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

MEMORANDUM of ASSOCIATION

of

DUMFRIES THEATRE ROYAL TRUST

1. The company's name is "Dumfries Theatre Royal Trust".
2. The company's registered office is to be situated in Scotland.
3. This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable for the purposes of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force). Subject to that over-riding qualification, the company's objects are:-

"To advance the education of the public in the field of the performing arts and related cultural activities and the promotion of social welfare of the public at large and in particular the inhabitants of Dumfries and of visitors thereto by the promotion, organisation and production of performances and displays of drama, music and similar arts suitable for the presentation to the general public in appropriate venues, in particular the Theatre Royal Dumfries."

In pursuance of those aims (but not otherwise) the company shall have the following powers:-

- (a) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.
- (b) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.
- (c) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.

- (d) To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- (e) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- (f) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.
- (g) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- (h) To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/er, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- (i) To oppose or object to any application or proceedings which may prejudice the company's interests.
- (j) To enter into any arrangements with any organisation, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organisation, government or authority any right, privilege or concession.
- (k) To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- (l) To effect insurance against risks of all kinds.
- (m) To invest funds not immediately required for the purposes of the company's activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- (n) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the

company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on.

- (o) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects. To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company.
- (p) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise.
- (q) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- (r) To do anything which may be incidental or conducive to the attainment of any of the objects of the company.

And it is declared that:-

- (i) in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated.
 - (ii) In this clause, and throughout this memorandum of association the word "charitable" shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.
4. (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3 of this memorandum of association).
- (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
 - (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.

- (d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

5. The liability of the members is limited.

6. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/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.

7.1 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association.

7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have or may acquire jurisdiction.

7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.

8. Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and addresses of subscribers

1. Howard Hann
18 Moffat Road
Dumfries DG1 1NJ

Howard Hann

2. Carol Godridge
Ben Doran
Ayr Street
Moniaive
Dumfriesshire
DG3 4HW

Carol Godridge

3. George McCall
Nether Brookfield
Craigs Road
Dumfries DG1 4UT

Geo. McCall

Dated 3rd July 2000.

Witness to the above signatures:-

Hilary Landale Grieve

HILARY LANDALE GRIEVE
14 CASTLE STREET
DUMFRIES DG1 1DR.

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

ARTICLES of ASSOCIATION

of

DUMFRIES THEATRE RORYAL TRUST

Contents

Membership – application, membership subscription, withdrawal	articles 1 to 17
AGMs & EGMs – notice of meetings, resolutions, quorum etc, voting	articles 18 to 37
Directors – appointment, retiral, etc	articles 38 to 52
Directors – offices, personal interests, powers	articles 53 to 63
Board meetings – calling of meetings, voting, quorum, committees of directors	articles 64 to 76
General – secretary, minutes, etc	articles 77 to 85

Membership

1. The subscribers to the memorandum of association and such other persons as are admitted to membership under articles 4 to 11 shall be the members of the company.
2. Membership shall cease on death.
3. A member may not transfer his/her membership to any other person.

Qualifications for membership

4. Subject to articles 1, 5, 6 and 7
 - a) Full membership shall be open to:

i) any individual of 16 years and over who supports the aims and objectives of the company .

ii) any voluntary or statutory organisation which supports the aims and objectives of the company.

b) Associate (non-voting) membership shall be open to any business which supports the aims and objectives of the company

5. No employee of the company may become a member; a person admitted to membership shall automatically cease to be a member if he/she becomes an employee of the company.

6. The directors shall be entitled at their discretion to refuse to admit any person to membership even if he/she is qualified for membership under article 4 and is not debarred from membership by article 5.

7. A person, once admitted to membership, may remain a member even if he/she ceases to fulfil any of the qualifications under article 4.

Application for membership

8. Any person or organisation wishing to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her/the secretary; an application for membership must be accompanied by a remittance for the full amount of the annual membership subscription.

9. A person applying for membership shall lodge with the company such information and evidence in support of his/her application as the directors require.

10. Each application for membership shall be considered by the directors at the first meeting of the directors which is held after receipt by the company of the written application and remittance (and, if required by the directors, supporting information and evidence) required under articles 8 and 9.

11. The directors shall, within a period of seven days after the meeting at which an application for membership is considered, notify the applicant in writing of the directors' decision as to whether or not to admit him/her to membership; if the decision was to refuse admission, the directors shall return to the applicant the remittance lodged by him/her under article 8.

Membership subscription

12. Unless otherwise determined by ordinary resolution, the amount of the annual membership subscription may be determined by the Directors from time to time.

13. The annual membership subscription shall be due on each accounting reference date of the company and shall (subject to articles 8 and 17) be taken to cover the period

from one accounting reference date to the date falling immediately prior to the next accounting reference date.

14. The directors shall give to the members at least ten days notice of each accounting reference date; each notice shall specify the amount of the membership subscription which will be due and shall state the possible consequence (under the following article) of failure to make payment.
15. If the company has not received a member's annual membership subscription within fourteen days after the accounting reference date on which it fell due, the directors may by resolution expel that person from membership; if, however, proper notice under article 14 was not given, a member shall not be liable to be expelled under this article unless he/she fails to pay the subscription within twenty four days after notice requiring payment has been given to him/her.

Withdrawal from membership

16. Any person who wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such a form as the directors require), signed by him/her; on receipt of the notice by the company he/she shall cease to be a member.
17. A person who ceases to be a member shall not be entitled to any refund (total or partial) of the annual membership subscription.

General meetings

18. All general meetings other than annual general meetings are to be called extraordinary general meetings.
19. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A(2) of the Act).
20. Subject to the preceding article and to the requirements under section 366 of the Act (which lay down the maximum period which can pass before the first annual general meeting and the maximum period between one annual general meeting and the next), the directors may convene general meetings whenever they think fit.

Notice of general meetings

21. At least twenty one clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 26) or a resolution requiring special notice under the Act is to be proposed; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.

22. The reference to “clear days” in article 21 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
23. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (see article 26) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
24. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
25. Notice of every general meeting shall be given to all the members and directors and (if there are auditors in office at the time) to the auditors.

Special resolutions and ordinary resolutions

26. For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 21 and 23; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
27. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
 - (a) to alter its name
 - (b) (subject to the provisions of the Act) to alter its memorandum of association with respect to the company’s objects
 - (c) to alter any provision of these articles or adopt new articles of association.
28. For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against, and (as applicable) the chairperson’s casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 21 and 23.

Proceedings at general meetings

29. No business shall be transacted at any meeting unless a quorum is present; seven members, present in person, shall be a quorum.
30. If the quorum required under article 29 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
31. The convener shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if the convener is not present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson or, if there is only one director present and willing to act, he/she shall be chairperson.
32. A director shall, even if he/she is not a member, be entitled to attend and speak at any general meeting.
33. The chairperson may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.
34. A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson, or by at least two members present in person at the meeting.
35. If a secret ballot is demanded in accordance with the preceding article it shall be taken at once and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Votes of members

36. Every member shall have one vote which (whether on a show of hands or on a secret ballot) must be given personally.
37. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.

Categories of director

38. For the purposes of these articles:

“Member Director” means a director (drawn from the membership of the company) appointed under articles 41 to 47.

“Appointed Director” means a (*non-member*) director appointed or re-appointed by the directors under articles 48 to 51.

Number of directors

- 39. The maximum number of directors shall be eleven, of whom a maximum of 5 directors shall be Appointed Directors.
- 40. The Member Directors shall at all times constitute a majority of the directors.

Election, retiral, re-election: Member Directors

- 41. Any member who wishes to be considered for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming that he/she is willing to be appointed; the notice must be signed by him/her and must be lodged with the company at least seven days before the date of the annual general meeting.
- 42. At an annual general meeting the company may elect as a director (a “Member Director”) any member who has given notice of his/her willingness to accept appointment in accordance with the preceding article.
- 43. The directors may at any time co-opt any member (providing he/she is willing to act) to be a director (a “Member Director”), either to fill a vacancy or as an additional director.
- 44. At the first annual general meeting, all the Member Directors shall retire from office.
- 45. At each annual general meeting (other than the first):
 - (a) any Member Director who was appointed by the directors (under article 43) in the period from the date of the last annual general meeting shall retire from office.and
 - (b) out of the remaining Member Directors, the three directors who have been longest in office since they were last appointed or re-appointed shall retire from office.
- 46. If two or more directors were appointed or re-appointed on the same date, the question of which of them is to retire under paragraph (b) or article 45 shall be decided by some random method.

47. The company may at any annual general meeting re-elect any Member Director who retires from office at the meeting under article 44 or 45 (providing he/she is willing to act); if any such Member Director is not re-appointed, he/she shall retain office until the meeting appoints someone in his/her place or, if it does not do so, until the end of the meeting.

Appointment, vacating of office, re-appointment: Appointed Directors

48. In addition to their powers of appointment under article 43, the directors may at any time appoint any non-member (other than an employee of the company) to be a director (an "Appointed Director") providing he/she is willing to act, either to fill a vacancy or as an additional director.
49. At the conclusion of each annual general meeting (including the first), all Appointed Directors shall vacate office.
50. Immediately following each annual general meeting, the directors may re-appoint any person who, as an Appointed Director, vacated office under the preceding article at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.
51. The directors shall exercise their powers under articles 48 and 50 in such a way as to ensure that at any given time:-

Four of the directors are individuals nominated for office by the Guild of Players

One of the directors is an individual nominated for office by Dumfries and Galloway Council.

Disqualification and removal of directors

52. A director shall vacate office if:-
- (a) he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director
 - (b) he/she is sequestrated
 - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (d) he/she becomes an employee of the company
 - (e) he/she resigns office by notice to the company

- (f) he/she is absent for a period of more than six months (without permission of the directors) from meetings of directors held during that period and the directors resolve to remove him/her from office

or

- (g) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

Appointments to office

53. Directors shall be appointed to hold the offices of convener, vice convener, treasurer and any other offices which the directors may consider appropriate.
54. The appointments under the preceding article shall be made at meetings of directors.
55. Each office shall be held (subject to article 56) until the conclusion of the annual general meeting which next follows appointment; a director whose period of office expires under this article may be re-appointed to that office under article 53 (providing he/she is willing to act).
56. The appointment of any director to an office under article 53 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
57. If the appointment of a director to any office under article 53 terminates, the directors shall appoint another director to hold the office in his/her place.

Directors' interests

58. Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial), a director (notwithstanding his/her office):-
- (a) may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company
- (b) may be a party to, or have some other personal interest in, any transaction in which the company or any associated company has an interest
- (c) may be a director or secretary of, or employed by, or have some other personal interest in, any associated company

and

- (d) shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.
59. For the purposes of the preceding article an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to “associated company” shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.

Directors’ remuneration and expenses

60. No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 53.
61. The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings or meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

Powers of directors

62. Subject to the provisions of the Act, the memorandum of association and these articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.
63. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

64. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
65. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
66. Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.
67. The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed at any other number, shall be four.

68. The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or he/she may act only for the purpose of filling vacancies or of calling a general meeting.
69. Unless he/she is unwilling to do so, the convener shall preside as chairperson at every meeting of the directors at which he/she is present; if the convener is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
70. A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.
71. For the purposes of the preceding article, an interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), shall be treated as a personal interest of the director.
72. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
73. The company may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 70 and 72.

Delegation to committees of directors and holders of offices

74. The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the convener or a director holding any other office such of their powers as they consider appropriate.
75. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and may be revoked or altered.
76. Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

Secretary

77. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

78. The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors, and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present and the minutes of each meeting shall be signed by the chairperson of that meeting.

Accounts

79. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

Notices

80. Any notice to be given in pursuance of these articles shall be in writing; the company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address.
81. Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

Winding-up

82. If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

Indemnity

83. 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 company shall be indemnified out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality, any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

Interpretation

84. In these articles, "the Act" means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at that time.
85. References in these articles to the singular shall be deemed to include the plural.

Names and addresses of subscribers

1. Howard Hann
18 Moffat Road
Dumfries DG1 1NJ



2. Carol Godridge
Ben Doran
Ayr Street
Moniaive
Dumfriesshire DG3 4HW




3. George McCall
Nether Brookfield
Craigs Road
Dumfries DG1 4UT



Dated 3rd July 2000

Witness to the above signatures:-



HILARY LANDALE GRIEVE
14 CASTLE STREET
DUMFRIES. DG1 1DR,



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

30(5)(a)

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

210387

Company Name in full

DUMFRIES THEATRE ROYAL TRUST

I,

CAROL ANN GODRIDGE

of

BEN DORAN, AYR STREET, MONIAIVE, DUMFRIESSHIRE
DX 34HW

† Please delete as appropriate.

a [~~Solicitor engaged in the formation of the company~~][person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985]† do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Carol Godridge

Declared at

DUMFRIES

Day Month Year

on

03 07 2000

• Please print name.

before me •

HILARY WANDALE GRIEVE, NOTARY PUBLIC DUMFRIES

Signed

Hilary Grieve

Date

03/07/2000

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

CAROL GODRIDGE
BEN DORAN, BEN DORAN, AYR STREET,
MONIAIVE
DUMFRIESSHIRE Tel 01848 200681
DX number DX exchange



SCT SASTUT9Z 1729
COMPANIES HOUSE 22/08/00
COMPANIES HOUSE 25/07/00

Form revised June 1998

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

10

First directors and secretary and intended situation of
registered office

210387

Company Name in full

DUMFRIES THEATRE ROYAL TRUST

Proposed Registered Office

(PO Box numbers only, are not acceptable)

^{CG}
~~THEATRE ROYAL~~ BEN DORAN

~~SHAKESPEARE STREET~~ AYR STREET

Post town

~~DUMFRIES~~ MONIAIVE

County / Region

DUMFRIESSHIRE

Postcode

DG3 4HW

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

10

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

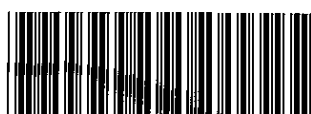
CAROL GODRIDGE

BEN DORAN, AYR STREET, MONIAIVE

DUMFRIESSHIRE Tel 01848 20681.
DG3 4HW

DX number

DX exchange



SCT SA8TST9X 1731
COMPANIES HOUSE 22/08/00

COMPANIES HOUSE 25/07/00

Form revised July 1998

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

DUMFRIES THEATRE ROYAL TRUST

NAME *Style / Title

MRS

*Honours etc

* Voluntary details

Forename(s)

CAROL ANN

Surname

GODRIDGE

Previous forename(s)

—

Previous surname(s)

HENDERSON + KEOGAN

Address

BEN DORAN

Usual residential address

For a corporation, give the registered or principal office address.

AYR STREET

Post town

MONIAIVE

County / Region

DUMFRIESSHIRE

Postcode

DG3 4HW

Country

SCOTLAND

I consent to act as secretary of the company named on page 1

Consent signature

Carol Godridge

Date

12/6/00

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MRS

*Honours etc

Forename(s)

CAROL ANN

Surname

GODRIDGE

Previous forename(s)

~~HENDERSON + KEOGAN~~ cy.

Previous surname(s)

HENDERSON + KEOGAN

Address

BEN DORAN

Usual residential address

For a corporation, give the registered or principal office address.

AYR STREET

Post town

MONIAIVE

County / Region

DUMFRIESSHIRE

Postcode

DG3 4HW

Country

Day Month Year

Date of birth

21 01 1942

Nationality

BRITISH

Business occupation

Public Relations Consultant

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Carol Godridge

Date

12/6/00

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MR		*Honours etc	
* Voluntary details	Forename(s)	IAN CRAWFORD			
	Surname	RENNIE			
	Previous forename(s)				
	Previous surname(s)				
Address	43 CASTLEDYKES RD.				
Usual residential address					
For a corporation, give the registered or principal office address.	Post town	DUMFRIES			
	County / Region	DUMFRIESSHIRE	Postcode	DG1 4SN	
	Country	SCOTLAND.			
	Date of birth	Day	Month	Year	Nationality
		23	11	1938	BRITISH
	Business occupation	RETIRED			
	Other directorships				
	I consent to act as director of the company named on page 1				
	Consent signature	Jon C Rennie		Date	12/6/00

This section must be signed by		
Either		
an agent on behalf of all subscribers	Signed	Date
Or the subscribers	Signed	Date
(i.e those who signed as members on the memorandum of association).		
	Signed	Date
	Signed	Date
	Signed	Date
	Signed	Date

Directors

(see notes 1-5)

NAME	*Style / Title	Mr		*Honours etc	
* Voluntary details	Forename(s)	JOHN TONALEY			
	Surname	PRINCE			
	Previous forename(s)				
	Previous surname(s)				
Address	TIGH NAN IASSAIREAN				
Usual residential address	UNDERWOOD				
For a corporation, give the registered or principal office address.	Post town	DUMFRIES			
	County / Region	DUMFRIES & GALLOWAY	Postcode	DG 2 0JJ	
	Country	SCOTLAND			
	Day	Month	Year		
Date of birth	06	09	19	40	Nationality BRITISH
Business occupation	RETIRED GOVERNMENT OFFICIAL				
Other directorships					
I consent to act as director of the company named on page 1					
Consent signature	J Prince			Date	12/6/00

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

~~Date~~

Or the subscribers

Signed

Date _____

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Directors (continued) (see notes 1-5)

NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)	JENNIFER		
	Surname	WILSON		
	Previous forename(s)	/		
	Previous surname(s)	/		
Address	LAGANATILL			
Usual residential address	BUNSCORE			
For a corporation, give the registered or principal office address.	Post town	BUNFRIES		
	County / Region	WIMBORNE & GALLINGHAM	Postcode	DT2 0JF
	Country	UNITED KINGDOM.		
	Date of birth	Day 18	Month 06	Year 1943
		Nationality BRITISH		
	Business occupation	ARIS ADMINISTRATOR		
	Other directorships			
	I consent to act as director of the company named on page 1			
	Consent signature	Jennifer Wilson		Date 12/6/00

This section must be signed by		
Either		
an agent on behalf of all subscribers	Signed	Date
Or the subscribers	Signed	Date
(i.e those who signed as members on the memorandum of association).	Signed	Date
	Signed	Date
	Signed	Date
	Signed	Date

Directors

(see notes 1-5)

* Voluntary details	NAME	*Style / Title	MISS	*Honours etc	
	Forename(s)	ANNE ELIZABETH			
	Surname	ALDRIDGE			
	Previous forename(s)	—			
	Previous surname(s)	—			
Usual residential address For a corporation, give the registered or principal office address.	Address	34 ALDERMANHILL ROAD			
		1			
	Post town	DUMFRIES.			
	County / Region	DUMFRIESSHIRE	Postcode	DG1 2ET.	
	Country	SCOTLAND			
Date of birth	Day	Month	Year	Nationality	
	05	10	1952	BRITISH	
Business occupation	TEACHER				
Other directorships	—				
I consent to act as director of the company named on page 1					
Consent signature	Anne E. Aldridge.			Date	12/6/00

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

Date _____

Or the subscribers

Signed

Date _____

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Directors

(see notes 1-5)

NAME	*Style / Title		MR		*Honours etc		
* Voluntary details	Forename(s)		ALAN JAMES				
	Surname		RITSON				
	Previous forename(s)		—				
	Previous surname(s)		—				
Address			21 CATHERINE STREET				
Usual residential address							
For a corporation, give the registered or principal office address.							
	Post town		DUMFRIES				
	County / Region		DUMFRIESSHIRE		Postcode		DA 1 1 JF
	Country		SCOTLAND				
	Date of birth		Day	Month	Year		Nationality
			01	03	1952		BRITISH
	Business occupation		STAFF DEVELOPMENT OFFICER				
	Other directorships		—				
I consent to act as director of the company named on page 1							
Consent signature		Alan Ritson			Date		12/6/00

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

Date _____

Or the subscribers

Signed

Date _____

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MR	*Honours etc	
* Voluntary details	Forename(s)	GEORGE DOBIE		
	Surname	McCALL		
	Previous forename(s)	N/A		
	Previous surname(s)	-		
Address		NETHER BROOKFIELD, CRAIGS ROAD		
Usual residential address For a corporation, give the registered or principal office address.		1		
	Post town	DUMFRIES		
	County / Region	DUMFRIESSHIRE	Postcode	DG1 4UT
	Country	SCOTLAND		
	Date of birth	Day Month Year 05 05 1951	Nationality	BRITISH
	Business occupation	MANAGING DIRECTOR		
	Other directorships	CALMAC DEVELOPMENTS LTD.		
	I consent to act as director of the company named on page 1			
	Consent signature	Geo. McCally		Date 12/6/00

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed****Date****Or the subscribers****(i.e those who signed
as members on the
memorandum of
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Directors

NAME	*Style / Title	Ms		*Honours etc	
* Voluntary details	Forename(s)	Juliette Mary Cross			
	Surname	Smith			
	Previous forename(s)	N/A			
	Previous surname(s)	N/A			
Address	SPRINGFIELD				
Usual residential address	29 ROSEMOUNT STREET				
For a corporation, give the registered or principal office address.	Post town	DUMFRIES			
	County / Region	DUMFRIESSHIRE	Postcode	DG2 7AF	
	Country	SCOTLAND			
	Date of birth	Day	Month	Year	Nationality
		22	03	1961	IRISH
	Business occupation	LEAD TEACHER ENGLISH AND PRAMA			
	Other directorships	/			
		/			
I consent to act as director of the company named on page 1					
Consent signature	Juliette M C Smith			Date	12/6/00

[illegible]

Directors (continued) (see notes 1-5)

NAME	*Style / Title	Professor		*Honours etc	
<small>* Voluntary details</small>	Forename(s)	REX			
	Surname	TAYLOR			
	Previous forename(s)				
	Previous surname(s)				
Address	DALSWINTON MILL				
Usual residential address	DALSWINTON				
<small>For a corporation, give the registered or principal office address.</small>	Post town	DUMFRIES			
	County / Region	Dumfriesshire	Postcode	DG2 0XY	
	Country	SCOTLAND			
	Date of birth	Day	Month	Year	Nationality
		30	12	1939	BRITISH
	Business occupation	UNIVERSITY PROFESSOR			
	Other directorships	Dumfries & Galloway ENTERPRISE			
	I consent to act as director of the company named on page 1				
	Consent signature	We. J.		Date	12-6-2000

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

Date

Or the subscribers

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	COUNCILLOR		*Honours etc					
* Voluntary details	Forename(s)	GEORGE LIVINGSTONE							
	Surname	MC BURNIE.							
	Previous forename(s)	N/A							
	Previous surname(s)	N/A.							
Address	4 ST MICHAEL'S TERRACE								
Usual residential address	HENRY STREET								
For a corporation, give the registered or principal office address.	Post town	DUMFRIES							
	County / Region	S. W. SCOTLAND	Postcode	DG1 2LJ					
	Country	U.K.							
	Date of birth	Day	Month	Year	Nationality				
		1	0	2	1	9	4	5	BRITISH.
	Business occupation	RETIRED CIVIL ENGINEER							
	Other directorships	NONE.							
	I consent to act as director of the company named on page 1								
Consent signature	George M. Burnie.			Date	12/6/00				

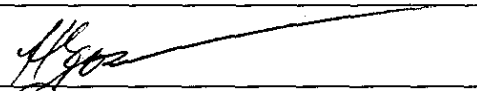
This section must be signed by		
Either		
an agent on behalf of all subscribers	Signed	Date
Or the subscribers	Signed	Date
(i.e those who signed as members on the memorandum of association).		
	Signed	Date
	Signed	Date
	Signed	Date
	Signed	Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	SIR		*Honours etc	
* Voluntary details	Forename(s)	NEIL			
	Surname	MCINTOSH			
	Previous forename(s)				
	Previous surname(s)				
Address	BIRNOCK LODGE				
Usual residential address	WELL ROAD				
For a corporation, give the registered or principal office address.	Post town	MOFFAT			
	County / Region	DUMFRIEShire	Postcode	DG10 9JT	
	Country				
	Date of birth	Day	Month	Year	Nationality
		30	01	1940	SCOTTISH
	Business occupation	CONSULTANT			
	Other directorships	BT SCOTLAND - NON-EXEC DIRECTOR			
		SCVO - CONVENOR			
	I consent to act as director of the company named on page 1				
	Consent signature	N. McIntosh		Date	12/6/00

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed****Date****Or the subscribers****Signed****Date****(i.e those who signed
as members on the
memorandum of
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MR.		*Honours etc						
* Voluntary details	Forename(s)	HOWARD GEORGE								
	Surname	HANN								
	Previous forename(s)	-								
	Previous surname(s)	-								
Address	18, MOFFAT ROAD,									
Usual residential address For a corporation, give the registered or principal office address.	Post town	DUMFRIES								
	County / Region	DUMFRIES AND GALLOWAY	Postcode	DG1 1NT						
	Country	SCOTLAND								
	Date of birth	Day	Month	Year	Nationality					
		1	7	0	3	1	9	4	7	BRITISH
	Business occupation	RETIRED DIRECTOR OF LEISURE SERVICES								
	Other directorships									
	I consent to act as director of the company named on page 1									
	Consent signature				Date	12/6/00				

This section must be signed by**Either**an agent on behalf
of all subscribers**Signed****Date****Or the subscribers**(i.e. those who signed
as members on the
memorandum of
association).**Signed**

Carol Cordidge

Date

12/6/00

Signed**Date**

12/6/00

Signed

Leo McCann

Date

12/6/00

Signed**Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.