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Form AR27

Trade Union and Labour Relations (Consolidation) Act 1992

Annual Return for an Employers' Association

Name of Employers' Association:	UK THEATRE ASSOCIATION
Year ended:	31 December 2024
List No:	1472E
Head or Main Office:	32 ROSE STREET
	LONDON
Postcode	WC2E 9ET
Website address (if available)	https://uktheatre.org

Has the address changed during the year to which the return relates?	Yes		No	X

('X' in appropriate box)

General Secretary:	CLAIRE RUTH WALKER AND HANNAH MARGARET ESSEX (CO-CHIEF EXECUTIVES)
Contact name for queries regarding the completion of this return:	EMILY WILSON
Telephone Number:	020 7557 6700
E-mail:	ceooffice@soltukt.co.uk

Please follow the guidance notes in the completion of this return

Any difficulties or problems in the completion of this return should be directed to the Certification Office as below or by telephone to: 0330 1093602

You should send the annual return to the following address stating the name of the union in subject:

returns@certoffice.org

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Return of Members

(see note 9)

Number of members at the end of the year				
Great Britain	Northern Ireland	Irish Republic	Elsewhere Abroad (Including Channel Islands)	Totals
265	2			267

Change of Officers

Please complete the following to record any changes of officers during the twelve months covered by this return.

Position held	Name of Officer ceasing to hold office	Name of Officer appointed	Date of Change
MEMBER OF THE BOARD OF MANAGEMENT	SRI SAMAR BHAMRA	RODERICK GAULD	10 July 2024
MEMBER OF THE BOARD OF MANAGEMENT	ALAN DIX	MARIANNE LOUISE LOCATORI	10 July 2024
MEMBER OF THE BOARD OF MANAGEMENT	CAROLYN MAIRI LASHAWN FORSYTH	MICHAEL DAVID OCKWELL	10 July 2024
MEMBER OF THE BOARD OF MANAGEMENT	ELEANOR JEAN LANG		10 July 2024
MEMBER OF THE BOARD OF MANAGEMENT	LOUISE MILES-PAYNE		10 July 2024
MEMBER OF THE BOARD OF MANAGEMENT	MICHELLE ROLFE		10 July 2024
MEMBER OF THE BOARD OF MANAGEMENT	RICHARD SEBASTIAN WARRACK		10 July 2024
ELECTED INTERIM PRESIDENT AND MEMBER OF THE BOARD		KATHERINE ELEANOR DICKENS and AMEENA HAMID	07 May 2024

Officers in post

(see note 10)

Please complete list of all officers in post at the end of the year to which this form relates.

Name of Officer	Position held
STEPHANIE ANN SIRR	JOINT PRESIDENT AND MEMBER OF THE BOARD OF MANA
JONATHAN PATRIC GILCHRIST	JOINT PRESIDENT AND MEMBER OF THE BOARD OF MANA
KRISROFER LORNE BRYCE	VICE PRESIDENT MEMBER OF THE BOARD OF MANAGEME
KATHERINE ELEANOR DICKENS	ELECTED INCOMING PRESIDENT AND MEMBER OF THE BC
JULIEN BOAST	MEMBER OF THE BOARD OF MANAGEMENT
THOMAS DE KEYSER	MEMBER OF THE BOARD OF MANAGEMENT
RODERICK GAULD	MEMBER OF THE BOARD OF MANAGEMENT
AMEENA HAMID	MEMBER OF THE BOARD OF MANAGEMENT
MARIANNE LOUISE LOCATORI	MEMBER OF THE BOARD OF MANAGEMENT
ANTHONY WILLIAM LILLEY	MEMBER OF THE BOARD OF MANAGEMENT
CONRAD CHARLES FRANCIS LYNCH	MEMBER OF THE BOARD OF MANAGEMENT
MICHAEL DAVID OCKWELL	MEMBER OF THE BOARD OF MANAGEMENT
JANTHI ROSE MILLS-WARD	MEMBER OF THE BOARD OF MANAGEMENT
JULIA FRANCES ROBINSON	MEMBER OF THE BOARD OF MANAGEMENT
DAFYDD HARRIES ROGERS	MEMBER OF THE BOARD OF MANAGEMENT
CLAIRE RUTH WALKER	CO-CHIEF EXECUTIVE
HANNAH MARGARET ESSEX	CO-CHIEF EXECUTIVE

UK Theatre Association

Company Information

Directors	J Boast	
	KL Bryce	
	T J De Keyser	
	J P Gilchrist	
	AW Lilley	
	CC F Lynch	
	J R Mills-Ward	
	J F Robinson	
	D H Rogers	
	SA Sirr	
	A Hamid	(Appointed 7 May 2024)
	R Gauld	(Appointed 10 July 2024)
	MD Ockwell	(Appointed 10 July 2024)
Company number	00323204	
Registered office	32 Rose Street Covent Garden London WC2E 9ET	
Auditor	Moore Kingston Smith LLP 6th Floor 9 Appold Street London EC2A 2AP	

UK Theatre Association

Directors' Report

For the year ended 31 December 2024

The directors present their annual report and financial statements for the year ended 31 December 2024.

Principal activities
The principal activity of the company continued to be that of employers membership organisations.

Directors
The directors who held office during the year and up to the date of signature of the financial statements were as follows:

S Bhamra	(Resigned 10 July 2024)
J Boast	
KL Bryce	
T J De Keyser	
K Dickens	(Resigned 10 July 2024)
C M L Forsyth	(Resigned 10 July 2024)
J P Gilchrist	
E J Lang	(Resigned 10 July 2024)
AW Lilley	
CC F Lynch	
L Miles-Payne	(Resigned 10 July 2024)
J R Mills-Ward	
J F Robinson	
D H Rogers	
M L Rolfe	(Resigned 10 July 2024)
SA Sirr	
A Hamid	(Appointed 7 May 2024)
R Gauld	(Appointed 10 July 2024)
R Warrack	(Resigned 31 January 2024)
A Dix	(Resigned 8 September 2024)
MD Ockwell	(Appointed 10 July 2024)

Revenue Account / General Fund

(see notes 11 to 16)

Previous Year			£	£
	Income			
583,740	From Members	Subscriptions, levies, etc	663,671	663,671
	Investment income	Interest and dividends (gross)		
11,269		Bank interest (gross)	9,463	9,463
		Other (specify)		
3,295		Dividends	3,266	3,266
		Total Investment Income	12,729	12,729
	Other Income	Rents received		
		Insurance commission		
		Consultancy fees		
		Publications/Seminars		
		Miscellaneous receipts (specify)		
23,250		Courses	224,182	224,182
78,384		Other	1,135	1,135
41,220		Awards ceremony	60,989	60,989
		Total of other income		286,306
		Total income		962,706
		Interfund Transfers IN		
	Expenditure			
662,158	Administrative expenses	Remuneration and expenses of staff		
		Occupancy costs		
2,040		Printing, Stationery, Post	1,383	1,383
		Telephones		
19,030		Legal and Professional fees	21,631	21,631
		Miscellaneous (specify)		
11,653		Computer	16,425	16,425
13,387		Course & events	110,324	110,324
71,459		Awards ceremony	69,820	69,820
		Management Recharge	790,000	790,000
		Total of Admin expenses		1,009,583
1,159	Other Charges	Bank charges	551	551
		Depreciation		
		Sums written off		
		Affiliation fees		
		Donations		
		Conference and meeting fees		
		Expenses		
		Miscellaneous (specify)		
32,705		Share revaluation	17,362	17,362
12,170		Subscriptions	6,906	6,906
29,625		Research	5,380	5,380
12,091		Other	18,982	18,982
		Total of other charges		49,181
		Taxation	12,638	12,638
		Total expenditure		1,071,402
		Interfund Transfers OUT		
		Surplus/Deficit for year		-108,696
		Amount of fund at beginning of year		367,267
		Amount of fund at end of year		258,571

Accounts other than Revenue Account/General Fund

(see notes 17 to 18)

Account 2			**Fund Account**
Name of account:		**£**	**£**
Income			
	From members		
	Investment income		
	Other Income (specify)		
		Total Income	
	Interfund Transfers IN		
Expenditure			
	Administrative expenses		
	Other expenditure (specify)		
		Total Expenditure	
	Interfund Transfers OUT		
		Surplus (Deficit) for the year	
		Amount of fund at beginning of year	
		Amount of fund at the end of year (as Balance Sheet)	

Account 3			**Fund Account**
Name of account:		**£**	**£**
Income			
	From members		
	Investment income		
	Other income (specify)		
		Total Income	
	Interfund Transfers IN		
Expenditure			
	Administrative expenses		
	Other expenditure (specify)		
		Total Expenditure	
	Interfund Transfers OUT		
		Surplus (Deficit) for the year	
		Amount of fund at beginning of year	
		Amount of fund at the end of year (as Balance Sheet)	

Accounts other than Revenue Account/General Fund

(see notes 17 to 18)

Account 4			Fund Account
Name of account:		**£**	**£**
Income			
	From members		
	Investment income		
	Other income (specify)		
		Total Income	
	Interfund Transfers IN		
Expenditure			
	Administrative expenses		
	Other expenditure (specify)		
		Total Expenditure	
	Interfund Transfers OUT		
		Surplus (Deficit) for the year	
		Amount of fund at beginning of year	
		Amount of fund at the end of year (as Balance Sheet)	

Account 5			Fund Account
Name of account:		**£**	**£**
Income			
	From members		
	Investment income		
	Other income (specify)		
		Total Income	
	Interfund Transfers IN		
Expenditure			
	Administrative expenses		
	Other expenditure (specify)		
		Total Expenditure	
	Interfund Transfers OUT		
		Surplus (Deficit) for the year	
		Amount of fund at beginning of year	
		Amount of fund at the end of year (as Balance Sheet)	

Accounts other than Revenue Account/General Fund

(see notes 17 to 18)

Account 6			**Fund Account**
Name of account:		**£**	**£**
Income			
	From members		
	Investment income		
	Other income (specify)		
		Total Income	
	Interfund Transfers IN		
Expenditure			
	Administrative expenses		
	Other expenditure (specify)		
		Total Expenditure	
	Interfund Transfers OUT		
		Surplus (Deficit) for the year	
		Amount of fund at beginning of year	
		Amount of fund at the end of year (as Balance Sheet)	

Account 7			**Fund Account**
Name of account:		**£**	**£**
Income			
	From members		
	Investment income		
	Other income (specify)		
		Total Income	
	Interfund Transfers IN		
Expenditure			
	Administrative expenses		
	Other expenditure (specify)		
		Total Expenditure	
	Interfund Transfers OUT		
		Surplus (Deficit) for the year	
		Amount of fund at beginning of year	
		Amount of fund at the end of year (as Balance Sheet)	

Balance Sheet as at [ ]

(see notes 19 and 20)

Previous Year			£	£
	Fixed Assets (as at Page 8)			
	Investments (as per analysis on page 9)			
117,639	Quoted (Market value £	) as at Page 9		100,277
	Unquoted (Market value £	) as at Page 9		
		Total Investments	100,277	100,277
	Other Assets			
714,056	Sundry debtors		829,109	829,109
357,177	Cash at bank and in hand		263,282	263,282
	Stocks of goods			
	Others (specify)			
25,433	Deferred tax		16,722	
		Total of other assets	1,109,113	1,109,113
			Total Assets	1,209,390
367,267		Revenue Account/ General Fund	258,571	
		Revaluation Reserve		
	Liabilities			
	Trade payables		504,410	
184,765	Sundry creditors			
574,993	Accruals & deferred income		425,493	
87,280	Tax & Social Security		20,916	
			Total Liabilities	950,819
			Total Assets	1,209,390

Fixed Assets account

(see note 21)

	Land and Buildings	Fixtures & Fittings	Motor Vehicles & Equipment	Total £
Cost or Valuation				
At start of period				
Additions during period				
Less: Disposals				
Less: Depreciation				
Total to end of period				
Book Amount at end of period				
Freehold				
Leasehold (50 or more years unexpired)				
Leasehold (less than 50 years unexpired				
Total of Fixed Assets				

Analysis of Investments

(see note 22)

		Other Funds
Quoted		
	British Government & British Government Guaranteed Securities	
	British Municipal and County Securities	
	Other quoted securities (to be specified)	
	UK Equities	100,277
	Total Quoted (as Balance Sheet)	100,277
	Market Value of Quoted Investments	
Unquoted	British Government Securities	
	British Municipal and County Securities	
	Mortgages	
	Other unquoted investments (to be specified)	
	Total Unquoted (as Balance Sheet)	
	Market Value of Unquoted Investments	

* Market value of investments to be stated where these are different from the figures quoted in the balance sheet

Analysis of investment income (Controlling interests)

(see note 23)

Does the association, or any constituent part of the association, have a controlling interest in any limited company?	Yes		No	

If Yes name the relevant companies:

Company name	Company registration number (if not registered in England & Wales, state where registered)
N/A	N/A

Incorporated Employers' Associations

Are the shares which are controlled by the association registered in the association's name	Yes		No	

If NO, please state the names of the persons in whom the shares controlled by the association are registered.

Company name	Names of shareholders
N/A	N/A

Unincorporated Employers' Associations

Are the shares which are controlled by the association registered in the names of the association's trustees?	Yes		No	

If NO, state the names of the persons in whom the shares controlled by the association are registered.

Company name	Names of shareholders
N/A	N/A

Summary Sheet

(see notes 24 to 33)

	All Funds	Total Funds
	£	£
Income		
From Members	663,671	663,671
From Investments	12,729	12,729
Other Income (including increases by revaluation of assets)	286,306	286,306
Total Income	962,706	962,706
Expenditure (including decreases by revaluation of assets)		
Total Expenditure	1,071,402	1,071,402
Funds at beginning of year (including reserves)	367,267	367,267
Funds at end of year (including reserves)	258,571	258,571

ASSETS		
	Fixed Assets	
	Investment Assets	100,277
	Other Assets	1,109,113
	Total Assets	1,209,390
Liabilities		
	Total Liabilities	950,819
Net Assets (Total Assets less Total Liabilities)		258,571

Summary Sheet

(see notes 24 to 33)

	All Funds	Total Funds
	£	£
Income		
From Members	663,671	663,671
From Investments	12,729	12,729
Other Income (including increases by revaluation of assets)	286,306	286,306
Total Income	962,706	962,706
Expenditure (including decreases by revaluation of assets)		
Total Expenditure	1,071,402	1,071,402
Funds at beginning of year (including reserves)	367,267	367,267
Funds at end of year (including reserves)	258,571	258,571

ASSETS		
	Fixed Assets	
	Investment Assets	100,277
	Other Assets	1,109,113
	Total Assets	1,209,390
Liabilities		
	Total Liabilities	950,819
Net Assets (Total Assets less Total Liabilities)		258,571

Notes to the accounts

(see note 34)

All notes to the accounts must be entered on or attached to this part of the return.

Please see enclosed Director's Report and Financial Statements

Accounting policies

(see notes 35 & 36)

Please see enclosed Director's Report and Financial Statements

Signatures to the annual return

(see notes 37 and 38)

Including the accounts and balance sheet contained in the return.

Please copy and paste your electronic signature here

Secretary's Signature:		Chairman's Signature:	
			(or other official whose position should be stated)
Name:	CLAIRE WALKER	Name:	KATHY BOURNE
Date:	28 July 2025	Date:	28 July 2025

Checklist

(see note 39)

(please enter 'X' as appropriate)

Is the return of officers attached? (see Page 2)	Yes	X	No	
Has the list of officers been completed? (see Page 2A)	Yes	X	No	
Has the return been signed? (see Note 37)	Yes	X	No	
Has the auditor's report been completed? (see Note 41)	Yes	X	No	
Is the rule book enclosed? (see Note 39)	Yes	X	No	
Has the summary sheet been completed? (see Notes 6 and 24 to 33)	Yes	X	No	

Checklist for auditor's report

(see notes 41 to 44)

The checklist below is for guidance. A report is still required either set out overleaf or by way of an attached auditor's report that covers the 1992 Act requirements.

1. In the opinion of the auditors or auditor do the accounts they have audited and which are contained in this return give a true and fair view of the matters to which they relate? (See section 36(1) and (2) of the 1992 Act and notes 43 and 44)

Please explain in your report overleaf or attached.

2. Are the auditors or auditor of the opinion that the union has complied with section 28 of the 1992 Act and has:

a. kept proper accounting records with respect to its transactions and its assets and liabilities; and
b. established and maintained a satisfactory system of control of its accounting records, its cash holding and all its receipts and remittances.
(See section 36(4) of the 1992 Act set out in note 43)

Please explain in your report overleaf or attached.

3. Your auditors or auditor must include in their report the following wording:
In our opinion the financial statements:

• give a true and fair view of the matters to which they relate to.
• have been prepared in accordance with the requirements of the sections 28, 32 and 36 of the Trade Union and Labour Relations (consolidation) Act 1992.

Auditor's report (continued)

Please see enclosed Annual Report and Financial Statements		
Signature(s) of auditor or auditors:		
Name(s):		
Profession(s) or Calling(s):		
Address(es)		
Date:		
Contact name for enquiries and telephone number:		

N.B. When notes to the accounts are referred to in the auditor's report a copy of those notes must accompany this return.

UK Theatre Association

Annual Report and Financial Statements

For the year ended 31 December 2024

Company Registration No. 00323204 (England and Wales)

UK Theatre Association

Company Information

Directors	J Boast	
	KL Bryce	
	T J De Keyser	
	J P Gilchrist	
	AW Lilley	
	CC F Lynch	
	J R Mills-Ward	
	J F Robinson	
	D H Rogers	
	SA Sirr	
	A Hamid	(Appointed 7 May 2024)
	R Gauld	(Appointed 10 July 2024)
	MD Ockwell	(Appointed 10 July 2024)
Company number	00323204	
Registered office	32 Rose Street Covent Garden London WC2E 9ET	
Auditor	Moore Kingston Smith LLP 6th Floor 9 Appold Street London EC2A 2AP	

UK Theatre Association

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UK Theatre Association

Directors' Report

For the year ended 31 December 2024

The directors present their annual report and financial statements for the year ended 31 December 2024.

Principal activities
The principal activity of the company continued to be that of employers membership organisations.

Directors
The directors who held office during the year and up to the date of signature of the financial statements were as follows:

S Bhamra	(Resigned 10 July 2024)
J Boast	
KL Bryce	
T J De Keyser	
K Dickens	(Resigned 10 July 2024)
C M L Forsyth	(Resigned 10 July 2024)
J P Gilchrist	
E J Lang	(Resigned 10 July 2024)
AW Lilley	
CC F Lynch	
L Miles-Payne	(Resigned 10 July 2024)
J R Mills-Ward	
J F Robinson	
D H Rogers	
M L Rolfe	(Resigned 10 July 2024)
SA Sirr	
A Hamid	(Appointed 7 May 2024)
R Gauld	(Appointed 10 July 2024)
R Warrack	(Resigned 31 January 2024)
A Dix	(Resigned 8 September 2024)
MD Ockwell	(Appointed 10 July 2024)

Statement of directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the surplus or deficit of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

Small companies exemption

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board



.....

J P Gilchrist
Director

Stephanie Sirr

S A Sirr
Director

Date: …11th June 2025……

Independent Auditor's Report to the Members of UK Theatre Association

Opinion

We have audited the financial statements of UK Theatre Association (the 'company') for the year ended 31 December 2024 which comprise the Profit and Loss Account, the Balance Sheet and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2024 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made;
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs (UK) we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

The objectives of our audit in respect of fraud, are; to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud, through designing and implementing appropriate responses to those assessed risks; and to respond appropriately to instances of fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both management and those charged with governance of the company.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory requirements applicable to the company and considered that the most significant are the Companies Act 2006, UK financial reporting standards as issued by the Financial Reporting Council, and UK taxation legislation.

- We obtained an understanding of how the company complies with these requirements by discussions with management and those charged with governance.

- We assessed the risk of material misstatement of the financial statements, including the risk of material misstatement due to fraud and how it might occur, by holding discussions with management and those charged with governance.

- We inquired of management and those charged with governance as to any known instances of non-compliance or suspected non-compliance with laws and regulations.

- Based on this understanding, we designed specific appropriate audit procedures to identify instances of non-compliance with laws and regulations. This included making enquiries of management and those charged with governance and obtaining additional corroborative evidence as required.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken for no purpose other than to draw to the attention of the company's members those matters which we are required to include in an auditor's report addressed to them. To the fullest extent permitted by law, we do not accept or assume responsibility to any party other than the company and company's members as a body, for our work, for this report, or for the opinions we have formed.

Moore Kingston Smith LLP.

…….

Date: 19 June 2025

James Saunders (Senior Statutory Auditor)
for and on behalf of Moore Kingston Smith LLP, Statutory Auditor
6th Floor, 9 Appold Street, London, EC2A 2AP

UK Theatre Association

Income and Expenditure Account
For the year ended 31 December 2024

	2024	Restated 2023
	£	£
Income	949,977	843,036
Cost of sales	(184,297)	(187,902)
Gross profit	765,680	655,134
Administrative expenses	(857,105)	(763,312)
Operating profit / (deficit)	(91,425)	(108,178)
Interest receivable and similar income	12,729	14,564
Other finance costs	(17,362)	(32,705)
Profit/(deficit) before tax	(96,058)	(126,319)
Tax on profit/(deficit)	(12,638)	60,490
Profit/(deficit) for the financial year	(108,696)	(65,829)

Income in 2023 has been restated to gross up income and cost of sales by £116,442, for income previously stated net of expenses.

Balance Sheet
As at 31 December 2024

	Note	2024 £	2023 £
Fixed assets			
Investments	4	100,277	117,639
Current assets			
Debtors	6	829,109	714,056
Investments	7	-	300,000
Cash at bank and in hand		263,282	57,177
		1,092,391	1,071,233
Creditors: amounts falling due within one year	8	(950,819)	(847,038)
Net current assets		141,572	224,195
Total assets less current liabilities		141,572	341,834
Deferred tax	9	16,722	25,433
Total net assets		258,571	367,267
Reserves			
Profit and loss account		258,571	367,267
		258,571	367,267

The financial statements have been prepared in accordance with the provisions applicable to entities subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved by the board of directors and authorised for issue on 11th June 2025 and signed on its behalf by:

J P Gilchrist
Director

Stephanie Sirr

S A Sirr
Director

Company Registration No. 00323204

Notes to the Financial Statements
For the year ended 31 December 2024

1. Accounting policies

Company information
UK Theatre Association is a private company limited by guarantee incorporated in England and Wales.
The registered office is 32 Rose Street, Covernt Garden, London, WC2E 9ET.

Each of the member is liable to contribute an amount not exceeding £1 towards the assets of the company in the event of liquidation. At 31 December 2024, there were 256 members (2023: 256 members).

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Going concern

The company meets its day to day working capital requirements through the utilisation of its own funds.

The company is undergoing a major strategic review in 2024 which will look to create a modern and effective organisation delivering on members' needs, supported by a robust financial model and enhanced income generation.

After reviewing the company's projections, at the time of approving these financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the next 12 months. The directors therefore consider it appropriate to continue to adopt the going concern basis of accounting in preparing the company's financial statements.

1.3 Income and expenditure

Income is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts and rebates. The following criteria must also be met before revenue is recognised:

Subscriptions
Revenue from subscriptions is recognised over the period to which they relate. These are invoiced to individual and theatre members on an annual basis.

Training and events
Contributions received in respect of the company's training programme are recognised in the period in which the training takes place.

Income from investments
Dividends from investments are recognised when dividends are approved, at which point the receipt of economic benefit is probable and can be measured reliably.

1.4 Research and development expenditure

Research expenditure is written off against profits in the year in which it is incurred. Identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated.

1.5 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in surplus or deficit.

Investments in traded company shares are measured at fair value. Changes in fair value are recognised through profit or loss. Fair value is estimated by using quoted prices.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.6 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

1.7 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets
Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities
Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

1.8 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

2 Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the reporting date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The following are the company's key sources of estimation uncertainty:

Accruals
The management makes an estimate of accruals at the year end based on invoices received after the year end and work undertaken which has not been invoiced based on quotations or estimates of amounts that may be due for payment.

Valuation of fixed asset Investments
The management makes an estimate of the fair value of fixed asset investments at the balance sheet date using quoted prices at that date.

3 Employees

During the year ended 31 December 2024 the directors received no remuneration for their services to the company (2023: £nil). The company does not employ staff directly but utilises the staff of the Society of London Theatre, for which a management charge is paid. In 2023 the compnay had an average number of 4 persons, whose employment transferred to the Society of London Theatre during the year.

4 Fixed asset investments

	2024	2023
	£	£
Listed investments	100,277	117,639

Movements in fixed asset investments

	Listed investments
	£
Cost or valuation	
At 1 January 2024	117,639
Revaluations	
Revaluations	(17,362)
At 31 December 2024	(17,362)
Carrying amount	
At 31 December 2024	100,277
At 31 December 2023	117,639

5 Financial instruments

	2024	2023
	£	£
Carrying amount of financial assets		
Instruments measured at fair value through surplus of deficit	-	300,000

6 Debtors

	2024	2023
Amounts falling due within one year:	£	£
Trade receivables	818,551	682,502
Corporation tax recoverable	-	3,927
Other debtors	10,558	6,957
Prepayments and accrued income	-	20,670
Total	829,109	714,056

7 Current asset investments

	2024	2023
	£	£
Fixed term deposit	-	300,000

8 Creditors: Amounts falling due within one year

	2024	Restated 2023
	£	£
Trade payables	504,410	-
Taxation and social security	20,916	180,237
Other creditors	-	184,765
Accruals and deferred income	425,493	482,036
Total	950,819	847,038

2023 has been restated for VAT of £92,957 included within deferred income.

9 Deferred taxation

The following are the major deferred tax assets recognised by the company and movements thereon:

	2024	2023
	£	£
Balances:		
Investments	16,722	25,433

	2024
	£
Movements in the year:	
Asset as at 1 January 2024	25,433
Credit to the profit or loss	(8,711)
Asset / (Liability) as at 31 December 2024	16,722

10 Members' liability

The company is limited by guarantee, not having a share capital and consequently the liability of members is limited, subject to an undertaking by each member to contribute to the net assets or liabilities of the company on winding up such amounts as may be required not exceeding £1.

11 Reserves

Profit and loss account

Deferred tax provided in respect of these gains amounts to an £16,722 asset (2023: £25,433 asset). Accordingly, there are non-distributable reserves of £16,722 (2023: £71,678) included in retained earnings carried forward.

Included in reserves carried forward are unrealised gains of £99,082 (2023: £116,266) relating to revaluation of fixed asset investments.

Company No: 00323204

THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
UK THEATRE ASSOCIATION

Incorporated on 16 January 1937

Articles of Association adopted by special resolution passed on 7 June 2021

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Company No: 00323204

The Companies Acts 1985 and 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF UK THEATRE ASSOCIATION

(as adopted by special resolution on 7 June 2021)

1. GENERAL

1.1 In these Articles:

"address"	means a postal address or, for the purposes of electronic communication, an e-mail or postal address or a telephone number for receiving text messages or any other contact details for the purpose of communicating by electronic means in each case registered with the Association;
"Affiliate"	means, with respect to any Member, any other person who, directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with such Member. For the purposes of this definition, the term control (including the correlative terms controlling, controlled by and under common control with) means the direct or indirect possession of the power to direct or cause the direction of the management and policies of a Member, whether through the ownership of voting securities, by board appointment, by contract or otherwise;
"Articles"	means these Articles of Association, as amended from time to time;
"Association"	means the above-named company;
"Board"	means all the directors of the Association from time to time;
"Board Member"	means a director of the Association;
"Chief Executive"	means the chief executive of the Association as appointed from time to time pursuant to Article 18.5;
"clear days"	in relation to the period of a notice means a period of calendar days (inclusive of weekends and both public and bank holidays) excluding:

	(a) the day when the notice is given or deemed to be given; and (b) the day for which it is given or on which it is to take effect;
"Committee"	includes any committee, working party, advisory group, sub-committee or other group established by the Board from time to time;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Association;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"Elected Vice-President"	means the vice-president of the Association as elected pursuant to Article 21;
"electronic form" and "electronic means"	have the meaning given in section 1168 of the Companies Act 2006 (including any statutory modification or re-enactment thereof for the time being);
"Equity"	means the trade union, Equity;
"Interim Vice-President"	means the vice-president of the Association as appointed pursuant to Article 21.8;
"Member"	means a member of the Association for the purposes of the Companies Acts;
"Member Representative"	means an authorised representative of a Member appointed pursuant to Article 14;
"Office"	means the registered office of the Association;
"ordinary resolution"	means a resolution agreed by a simple majority of the Members present and voting in person or through their Member Representative or by proxy at a general meeting or, in the case of a written resolution, by Members who together hold a simple majority of the voting rights in the
"President"	means the president of the Association as elected pursuant to Article 21;
"Presidential Office"	means the office of President or Elected Vice-President;

“Registered Address”	means, in relation to a Member or a Board Member, the address entered on the Association’s register of members from time to time in respect of that Member or Board Member:
"Related Organisation"	means, in relation to a Full Member, an organisation which is managed or owned by, and which has some directors in common with, that Member;
“special resolution”	means a resolution agreed by at least 75% of the Members present and voting in person or through their Member Representative or by proxy at a general meeting or, in the case of a written resolution, by Members who together hold at least 75% of the voting rights in the Association;
"The Theatre Council"	means the body comprising the Association, Society of London Theatre and Equity and governed by a constitution which took effect on 1 January 2013, as amended from time to time;
"Vice-Presidents"	means the Elected Vice-President and the Interim Vice-President;
“year”	means calendar year; and
“writing” or “written”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 The Articles are to be interpreted without reference to the model articles under the Companies Act 2006, which do not apply to the Association.

1.3 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

1.4 Words or expressions contained in the Articles and not otherwise defined which are defined in the Companies Acts (but excluding any statutory modification not in force when these Articles become binding on the Association) shall have the same meaning.

1.5 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2. OBJECTS

2.1 The objects for which the Association is established are:-

(a) to establish and conduct an association for the encouragement and development of the production and presentation of theatre and the other performing arts and the support and professional development of individuals working in theatre and the other performing arts in the United Kingdom ("**Theatrical Management**");

(b) to take all such steps as may be considered expedient for those purposes including the provision of legal and other professional advice and assistance;

(c) to adjust controversies between Members and promote the settlement of them by arbitration or otherwise without recourse to legal proceedings;

(d) to facilitate concerted action in any matters generally connected with the welfare of Theatrical Management or for such other purposes as the Association may determine;

(e) to collect and distribute statistical and other information relating to Theatrical Management;

(f) to consider all questions affecting the interests of Theatrical Management, and any legislation, bye-laws or regulation affecting those interests;

(g) to initiate, support or oppose such legislation or regulations either by petition, public meetings or otherwise;

(h) to support or oppose any proceedings, legal or otherwise, affecting the general body of Members;

(i) to codify and amend, as may be considered expedient, the practice and customs relating to Theatrical Management; and

(j) to do anything else which the Board decides to do in the spirit of the above objects.

3. LIABILITY OF MEMBERS

3.1 The liability of the Members is limited.

3.2 The liability of each Member for:

(a) the payment of the Association's debts and liabilities contracted before they or it cease(s) to be a Member;

(b) payment of the costs, charges and expenses of winding up; and

(c) the adjustment of the rights of the contributors among themselves,

is limited to £1 (being the amount that each Member undertakes to contribute to the assets of the Association in the event of it being wound up while they are or it is a Member, or within one year after they or it cease(s) to be a Member).

4. APPLICATION OF INCOME AND PROPERTY

4.1 The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in Article 2. None of the income or property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any Member.

4.2 The provisions of Article 4.1 do not prevent the payment, in good faith, of:

(a) reasonable and proper remuneration to any officer or employee of the Association, or to any Member (who is not a Board Member) for any goods supplied or services rendered to the Association; or

(b) reasonable and proper remuneration to any Board Member for any services rendered to the Association (including services rendered in the capacity of a Board Member) or goods supplied to the Association as may be agreed by the Board from time to time; or

(c) the reimbursement of out-of-pocket expenses of any Board Member, officer or employee of the Association or of any Member;

(d) reasonable and proper remuneration to any other entity in which any Member, officer or employee of the Association has a direct or indirect interest for any goods supplied or services rendered to the Association; or

(e) interest on money lent to the Association at a reasonable and proper rate by any Board Member, Member, Related Organisation or entity in which a Member has a direct or indirect interest; or

(f) reasonable and proper rent for premises let to the Association by any Board Member, Member, Related Organisation or entity in which a Member has a direct or indirect interest.

4.3 Board Members shall not be appointed to any salaried office of the Association.

5. SUBSCRIPTION SCHEME

5.1 The Association may operate one or more subscription schemes for individuals, corporate bodies and other entities professionally involved in the production and/or presentation and/or management of the performing arts in the United Kingdom (each a "**Subscription Scheme**").

5.2 Subscribers to a Subscription Scheme ("**Subscribers**") shall not be Members of the Association unless appointed as Individual Members in accordance with Article 15.9.

5.3 Any Subscriber which is not an individual may appoint an individual to act as its representative ("**Subscriber Representative**").

6. MEMBERSHIP

6.1 The Association will have the following categories of Members and such other categories as the Board determines pursuant to Article 6.3:

(a) "**Full Members":** being companies, firms, charitable trusts or local authorities

professionally involved in the production and/or presentation of theatre in the United Kingdom;

(b) "**Group Members":** being Members appointed pursuant to Article 6.2;

(c) "**Individual Members**": being individuals (other than Member Representatives) who are Board Members;

(d) "**Honorary Members**": being persons appointed to honorary membership of the Association by the Board (at its discretion).

6.2 Full Members may from time to time apply to the Board to have a Related Organisation professionally involved in the production and/or presentation of theatre in the United Kingdom admitted to membership of the Association as a "**Group Member".** There is no limit to the number of Group Members that may be admitted to membership in relation to a Full Member.

6.3 Subject to Article 7, the Board will be entitled at its absolute discretion at any time to:

(a) create other categories of membership in addition to those set out in Article 6.1;

(b) approve or reject any application for membership and determine into which category of membership the applicant will be admitted without being required to state the reason; and

(c) determine the benefits afforded to any category of membership.

7. APPLICATION FOR MEMBERSHIP

7.1 All applicants for membership as Full Members and Group Members must complete an application form in such form as the Board may determine. An application must be submitted to the Chief Executive and will be considered as follows:

(a) the Chief Executive will arrange such meetings with the applicant as they consider necessary, following which they will refer the application to the Board with their recommendation as to whether or not the applicant should be accepted into membership.

(b) if the Board at its discretion considers that the applicant should be accepted into membership, the Chief Executive will notify:

(i) the general secretary of Equity and the Members of the application; and

(ii) the applicant that, if no objection is received by the Chief Executive within 21 days, the applicant will be accepted into membership, subject to paying the appropriate subscription;

(c) any Member may object to the application, providing they state their reason in writing to the Chief Executive within 21 days of the date of notification by the Chief Executive in accordance with Article 7.1(b)(i). Any objection will be considered by the Board and may be accepted or rejected, such decision to be taken by a simple majority vote of the Board;

(d) objection to the application may be lodged by Equity under The Theatre Council's constitution within 21 days of the date of the notification by the Chief Executive in accordance with Article 7.1(b)(i). If the objection is upheld by The Theatre Council the application will be rejected;

(e) subject to Article 7.1(c) and 7.1(d) above, the applicant will be accepted into membership as soon as payment of the appropriate subscription has been made; and

(f) upon acceptance into membership the Member will receive a copy of the Articles.

7.2 If the application is unsuccessful at any stage the Chief Executive will inform the applicant. The Chief Executive need not give any reason for the failure of an application.

7.3 Honorary Members shall be appointed to honorary membership of the Association by the Board (at its discretion).

8. SUBSCRIPTION

8.1 Full Members and Group Members will pay an annual subscription by 1 January each year in respect of that year.

8.2 Individual Members and Honorary Members will not pay an annual subscription.

8.3 The Board will fix the annual subscriptions for Full Members and the basis on which they are calculated, but they will (unless otherwise determined by the Board) be based on a Member's business turnover. The meaning of business turnover for the purposes of this Article 8.3 will be as determined by the Board at its discretion.

8.4 The annual subscription payable by a Group Member (or by a Full Member on behalf of its Group Member(s)) will be as determined by the Board at its discretion.

8.5 Where a Full Member or a Group Member is accepted into membership of the Association during the course of a year, the Member's annual subscription for that year will be calculated pro-rata according to the number of months remaining in that year.

8.6 In the event that a Full Member or Group Member ceases to be a Member, the Association will not be liable to refund any part of the annual subscription for that year or any other sum paid by the Member. Any sums due in respect of the year during which the Member resigns will remain due and payable.

9. TERMINATION OF MEMBERSHIP

9.1 Membership is terminated if:

(a) the Member concerned gives 7 clear days' written notice of resignation to the Chief Executive;

(b) the Member concerned dies or (in the case of an organisation) ceases to exist;

(c) the Member concerned, being an individual, has a bankruptcy order made

against them;

(d) the Member concerned, being an unincorporated association, trust or partnership, is dissolved;

(e) in the case of an Individual Member, the Member concerned ceases to be a Board Member;

(f) the Member concerned is removed from membership pursuant to Article 9.2;

(g) the Member concerned is deemed to have resigned pursuant to Article 9.7.

9.2 The Board may (in its sole discretion) terminate the membership of any Member by giving the Member written notice if:

(a) the Member concerned, being an individual:

(i) makes any voluntary arrangement or composition with their creditors generally or otherwise; or

(ii) is deemed either unable to pay its debts or as having no reasonable prospect of so doing, in either case, within the meaning of section 268 of the Insolvency Act 1986;

(b) the Member concerned, being a corporate body, or any of its Affiliates:

(i) suspends, or threatens to suspend, payment of its debts or is unable to pay its debts as they fall due or admits inability to pay its debts or is deemed unable to pay its debts within the meaning of section 123 of the Insolvency Act 1986 as if the words "it is proved to the satisfaction of the court" did not appear in sections 123(1)(e) or 123(2) of the Insolvency Act 1986;

(ii) commences negotiations with all or any class of its creditors with a view to rescheduling any of its debts, or makes a proposal for or enters into any compromise or arrangement with any of its creditors (other than for the purpose of a solvent amalgamation or a solvent reconstruction);

(iii) is the subject of a petition, a notice, a resolution, or order, for or in connection with a winding up (other than for the purpose of a solvent amalgamation or a solvent reconstruction);

(iv) is the subject of an application or an order for the appointment of an administrator, or a notice of intention to appoint an administrator or an administrator, administrative receiver, receiver or manager is appointed over any of its assets or undertaking (or any person becomes entitled to appoint an administrative receiver, receiver or manager over any of its assets or undertaking); or

(v) any event occurs, or proceeding is taken, in any jurisdiction that has an effect equivalent or similar to any of the events mentioned in (i) to (iv) above;

(c) a Full Member or Group Member fails to pay the annual subscription by 1

May of the year for which it is due; or

(d) in the case of an Honorary Member, the Board determines (in its discretion) that the honorary membership should be terminated.

9.3 At any general meeting the Members may remove from membership of the Association any Member who has, in their opinion, acted in a manner so as to cause damage to the reputation or financial standing of the Association provided that:

(a) a document signed by at least 5 Members specifying the complaint against the Member has been submitted to the Chief Executive at least 14 days before the general meeting;

(b) a copy of the document has been sent by the Chief Executive to the Member complained of at least 10 days before the general meeting together with a notice of the time, date and place of the meeting; and

(c) at the general meeting the Member complained of:

(i) (if present) will be heard in answer to the complaint; and

(ii) may (after being heard, if applicable) be removed from membership by special resolution.

9.4 A Member removed as described in Article 9.2 may only be re-admitted as a Member by special resolution.

9.5 If a Full Member or Group Member ceases for a continuous period of not less than one year to be professionally involved in the production and/or presentation and/or management of the performing arts, the Board may at its discretion request that the Member resign from membership of the Association. The Chief Executive will notify the Member of such request in writing.

9.6 The Member may, within 14 days of receipt of notification pursuant to Article 9.5, submit to the Board written reasons why they should not resign their membership. The Board will consider the submission within 14 days and its decision will be final and binding.

9.7 If no submission is made by the Member pursuant to Article 9.6, they will be deemed to have resigned after 14 days from receipt of notification pursuant to Article 9.5.

10. GENERAL MEETINGS

10.1 The Association will hold in each year one general meeting as its annual general meeting and will specify the meeting as such in the notice calling it.

10.2 The Board will be entitled to arrange for general meetings to be held in addition to that set out at Article 10.1 above.

10.3 General meetings of the Association will be called by the Chief Executive on the instructions of the President or, if unavailable, the Elected Vice-President or, if neither is available, not less than 3 Board Members.

10.4 On the requisition of Members representing not less than 5% of the total voting rights of all the Members having a right to vote at general meetings, the Board will

immediately convene a general meeting. If there are insufficient Board Members within the United Kingdom to call a general meeting, any Board Member or any Member may call a general meeting.

11. NOTICE OF GENERAL MEETINGS

11.1 All general meetings must be called by at least 14 clear days' notice in writing.

11.2 A general meeting may be called by shorter notice if so agreed by at least 90% of Members having a right to attend and vote on all matters on the agenda for that meeting.

11.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. The notice should also contain a statement setting out the rights of the Members to appoint a proxy under section 324 of the Companies Act 2006 and Article 25.

11.4 Notice of every general meeting shall be given in a manner authorised under Article 28 to:

(a) every Member except those Members who have supplied to the Association for the giving of notice neither a postal address within the United Kingdom nor an address for the purpose of giving notice in electronic form; and

(b) every Board Member except those Board Members who have supplied to the Association for the giving of notice neither a postal address within the United Kingdom nor an address for the purpose of giving notice in electronic form; and

(c) the auditor or auditors for the time being of the Association.

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

11.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it or because of an accidental omission by the Association to give notice.

12. PROCEEDINGS AT GENERAL MEETINGS

12.1 No business may be transacted at any general meeting unless there is a quorum present. Except as specified in Article 12.2, 20 Members, present in person or through their Member Representative and entitled to vote, constitutes a quorum.

12.2 No special resolution of the type described in Article 9.2 may be passed at a meeting unless the greater of:

(a) 20 Members; and

(b) one-tenth of the Members

entitled to vote at the meeting are present in person or through their Member Representative when the resolution is put to a vote.

12.3 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting will be adjourned.

12.4 Any Member may appoint a proxy in accordance with Article 25 to vote on their behalf at any general meeting.

12.5 The chair of general meetings will be:

(a) the President; or

(b) (if the President is unavailable or unwilling) any of the Vice-Presidents; or

(c) (if neither the President nor any of the Vice-Presidents is available or willing) a Board Member chosen by the Members present in person or through their Member Representative or by proxy; or

(d) (if no Board Member is available or willing) a Member or Member Representative chosen by the Members present in person or through their Member Representative or by proxy.

12.6 Every resolution will be proposed and seconded by a Member.

12.7 Except where otherwise provided in these Articles or required by the Companies Acts, every resolution at a general meeting is to be decided by a majority of the votes cast. Such a resolution must be decided by a show of hands of those Members present in person or through their Member Representative or by proxy and entitled to vote, unless a secret ballot has been demanded pursuant to Article 12.8.

12.8 At any general meeting not less than one-third of those Members present in person or through their Member Representative or by proxy and entitled to vote may demand that a secret ballot be taken.

12.9 Any Member intending to propose the rescission of any resolution must give written notice to the Chief Executive at least 10 days before the general meeting at which the proposal is to be made. The Chief Executive will give written notice to every Member of this fact at least 7 days before the general meeting. A resolution may only be rescinded by a two-thirds majority of Members present in person or through their Member Representative or by proxy and entitled to vote at the general meeting at which it is considered.

12.10 A resolution in writing agreed by Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be valid and effective as if it had been passed at a general meeting of the Association duly convened if a simple majority (or in the case of a special resolution a majority of not less than 75%) of those Members has signified its agreement to the resolution within the period of 28 days beginning with the circulation date. In the case of a Member that is an organisation, its authorised representative may signify its agreement.

12.11 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

12.12 A Member signifies their agreement to a resolution in writing when the Association receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a resolution in writing, once signified, cannot be revoked. For these purposes:

(a) if the document is sent to the Association in hard copy form, it is authenticated if it bears the signature of the person sending it;

(b) if the document is sent to the Association in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Association or, where no such manner has been specified by the Association, if it is accompanied by a statement of the identity of the sender and the Association has no reason to doubt the truth of that statement.

12.13 If at any general meeting any votes are counted which ought not to have been counted, the error will not invalidate the result of the voting unless it is pointed out at the same meeting. Even then the error will not invalidate the result unless, in the opinion of the chair of the meeting, it is of sufficient magnitude to invalidate the result.

12.14 Any Member may participate in a general meeting by means of video or telephone conference or any other suitable electronic means which permits each participant to hear each of the other participants addressing the meeting and, if they wish to do so, to address all the other participants simultaneously. Participation in the meeting in this manner constitutes presence of the person at the meeting and entitles any Member so present to vote and count in the quorum. Such a meeting shall be regarded as taking place where the largest number of the group of those participating is or, if there is no such largest number, where the chair is for that meeting. It shall not be necessary for 2 or more Members to be physically present in the same place for such a meeting to take place.

13. VOTES OF MEMBERS

13.1 Subject to Articles 13.2 to 13.4, at a general meeting each Member present in person or through their Member Representative or by proxy will have one vote.

13.2 A Full Member and Group Members which are Related Organisations of the Full Member ("**Group**") may not have more than 5 (or such other number as the Board may from time to time decide) votes between them on any matter (including, without limitation on any election and on any resolution of Members). If the number of Members in a Group exceeds the number of votes allocated to it pursuant to this Article, the Full Member shall notify the Chief Executive which Member(s) or Member Representative(s) of the Group shall be appointed to exercise the votes of the Group. If the Full Member fails to provide such notice, the Chief Executive shall, in their absolute discretion decide which Member(s) or Member Representative(s) of the Group shall exercise the votes of the Group. A Member may at any time change the Member(s) or Member Representative(s) so appointed by giving not less than 14 days' prior notice in writing to the Chief Executive.

13.3 Notwithstanding any other provision in these Articles, Honorary Members will not be entitled to vote on any matter, propose or second any resolutions, exercise any rights to nominate individuals for election, or receive voting forms or any other notices or communications to be sent to Members pursuant to these Articles.

13.4 In the case of an equality of votes, whether on a show of hands or in a secret ballot, the chair of the meeting will have a casting vote.

14. MEMBER REPRESENTATIVES

14.1 Any Full Member or Group Member shall appoint such person as it thinks fit to act as its authorised representative for all purposes, including at any meeting of the

Association, and the person so appointed (a "**Member Representative**") may exercise the same powers on behalf of the Member which they represent as that Member could exercise if it were an individual.

14.2 A Member Representative will be appointed by a Member giving written notice of the name of its Member Representative to the Chief Executive not later than 14 days after the Member has been elected as a Member.

14.3 A Member may at any time remove a Member Representative and appoint a replacement Member Representative by not less than 7 days' prior notice in writing to the Chief Executive.

14.4 Any notice given to the Chief Executive will be conclusive evidence that the representative is entitled to represent the Member or that their authority has been revoked. The Association shall not be required to consider whether a Member Representative has been properly appointed by the Member.

15. THE BOARD

15.1 Unless otherwise determined by the Members in general meeting, the number of Board Members will not be less than 4 nor more than 21 and the number of Elected Board Members shall not be less than 4.

15.2 The President, the Elected Vice-President and the Interim Vice-President (if any) will be members of the Board during their terms of office.

15.3 The chair of the industrial relations committee (the "**IRC Chair**") will be a member of the Board during their term of office. In the event that the IRC Chair is an Elected Board Member immediately preceding their appointment, they shall cease to be an Elected Board Member at the time of their appointment as IRC Chair.

15.4 The Subscribers to each Subscription Scheme may appoint such number of Subscribers or Subscriber Representatives from their Subscription Scheme as the Board may from time to time decide to act as Board Members (any Subscriber or Subscriber Representative so appointed being an "**Subscriber Board Member**") provided that the total number of Subscriber Board Members appointed will at no time exceed 3. The Subscribers to each Subscription Scheme shall be entitled at any time to remove or substitute any Subscriber Board Member so appointed from their Subscription Scheme by delivering written notice to the Association. If for any reason any Subscriber Board Member resigns or is removed in accordance with these Articles or otherwise ceases to be a Board Member, the Subscribers to that Subscription Scheme shall be entitled to appoint another Subscriber or Subscriber Representative from their Subscription Scheme to act as a Subscriber Board Member in their place.

15.5 Board Members appointed pursuant to Article 15.4 shall cease to hold office immediately on receipt by the Association of notice removing them or, if later, on the date stated in the notice.

15.6 8 Board Members may be elected by the Members in accordance with Article 16 below ("**Elected Board Members**").

15.7 The Board may co-opt any individual prepared to assist in the advancement of the objects of the Association as an additional Board Member as the Board in its discretion deems fit ("**Co-opted Board Member**"), provided that the number of Co-

opted Board Members will at no time exceed 6.

15.8 In the event that any Board Member is unable to complete their term of office, the Board may appoint any individual prepared to assist in the advancement of the objects of the Association as a Board Member for the remainder of that term.

15.9 Subscriber Board Members and Co-Opted Board Members (provided that they are not a Member Representative) shall automatically be appointed as Individual Members for the duration of their term of office as Board Members.

16. ELECTION OF ELECTED BOARD MEMBERS

16.1 Any person will be eligible to stand for election to the Board as an Elected Board Member provided they are a Member Representative and has been the Member Representative of a Full Member or Group Member for at least 3 months immediately preceding the nomination for election.

16.2 Nominations for the election of Board Members will be requested from the Members by the Chief Executive each year prior to the date of the annual general meeting. Each such request shall specify a date prior to the date of the annual general meeting by which a nomination must be given to the Chief Executive. A nomination shall only be valid on receipt by the Chief Executive of a written notice of a nomination signed by the proposer and counter-signed by the nominee indicating their willingness to stand for election.

16.3 A Board Member offering themselves for re-election will be deemed to have been nominated.

16.4 The nominations will be considered as follows:

(a) if the number of nominations for election or re-election does not exceed the number of vacancies for Elected Board Members, the nominees will be deemed elected or re-elected as appropriate and the Chief Executive will notify this fact to the Members;

(b) if the number of nominations for election or re-election exceeds the number of vacancies for Elected Board Members, the process and format for the elections of the Elected Board Members shall, subject to Article 16.5, be laid down by the Board.

16.5 If an election is necessary pursuant to Article 16.4(b) voting forms shall be issued to all Members eligible to vote. Votes will be counted using the single transferable voting system. In the event of there being equal numbers of votes for the last vacancy, the Chief Executive will draw the name of one candidate (using any method where each candidate has an equal chance of being drawn) and that candidate will be elected. The Chief Executive shall announce the outcome of any vote at the annual general meeting. The Board may (in its discretion) appoint independent scrutineers to supervise the counting of votes and declare the result of voting.

17. TERMS OF OFFICE, RETIREMENT AND DISQUALIFICATION OF BOARD MEMBERS

17.1 For the purposes of this Article 17 a year is the period between 2 annual general meetings, however long it may be.

17.2 Elected Board Members will remain in office until the end of the annual general meeting which takes place in the third year after their election. Retiring Elected Board Members may seek re-election for a further 3-year term. Elected Board Members may not serve for more than 6 consecutive years and will not be eligible for re-election as an Elected Board Member or appointment as a Subscriber Board Member or for co-option as a Co-opted Board Member until 1 year has elapsed.

17.3 Co-opted Board Members will remain in office until the end of the annual general meeting which takes place in the third year of their co-option. Co-opted Board Members may not serve for more than 3 consecutive years and will not be eligible for election as an Elected Board Member or appointment as a Subscriber Board Member or for co-option as a Co-opted Board Member until at least 1 year has elapsed.

17.4 Any Board Member who is the President or Elected Vice-President (other than an Elected Vice-President appointed by the Board under Article 21.10) will not be eligible for re-election, appointment or co-option as a Board Member until 1 year has elapsed following the date on which such person ceases to hold any Presidential Office. For the avoidance of doubt and subject always to Article 17.5, nothing in this Article 17.4 shall prevent:

(a) a Board Member from taking office as President following their term(s) as Elected Vice-President; or

(b) a Board Member from taking office as Elected Vice-President following their term(s) as President,

notwithstanding that their term(s) as Elected Vice-President and President are consecutive.

17.5 No Board Member (except for the IRC Chair) shall serve for more than twelve consecutive years. No Board Member (except for the IRC Chair) shall be eligible for election, re-election, appointment or co-option as a Board Member, President or Elected Vice-President if the term for which they would be elected, re-elected, appointed or co-opted would result in them serving more than twelve consecutive years.

17.6 The President in office at the date of adoption of these Articles shall be permitted to serve the remainder of their current term notwithstanding that this would cause them to serve more than twelve consecutive years as a Board Member. Article 17.4 shall apply at the end of such person's term.

17.7 The office of a Board Member will terminate if:

(a) (except where they are the IRC Chair) the organisation for which they are the Member Representative ceases to be a Member;

(b) (except where they are the IRC Chair) they are removed as a Member Representative in accordance with Article 14.3;

(c) (where they are a Board Member appointed under Article 15.3) they cease to be a Subscriber or the Subscriber for which they are a Subscriber Representative ceases to be a Subscriber;

(d) he or she resigns their office by giving 7 days' written notice to the

Association;

(e) they have a bankruptcy order made against them or they make any voluntary arrangement or composition with their creditors generally;

(f) they, in the written opinion of a registered medical practitioner who is treating the Board Member, have become physically or mentally incapable of acting as a director and may remain so for more than 3 months;

(g) they are removed from office by a resolution duly passed under section 168 of the Companies Act 2006; or

(h) they fail to attend 3 consecutive meetings of the Board in any period between 2 annual general meetings (and the termination shall take effect at the end of the third of such consecutive meetings) unless prevented from doing so by reason of ill-health.

17.8 The Board will have the right at its discretion to rescind any termination pursuant to Article 17.7(h) at its next meeting.

18. POWERS AND DUTIES OF THE BOARD

18.1 Subject to the provisions of the Companies Acts, the Articles and to any special resolution of the Association, the business of the Association will be managed by:

(a) the President;

(b) the Vice-Presidents; and

(c) the Board,

who may exercise all the powers of the Association.

18.2 The Members may, by special resolution, direct the Board to take, or refrain from taking specific action. If there is any conflict between such a direction and the legal or fiduciary duties of the Board then those duties shall prevail.

18.3 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Board.

18.4 Any meeting of the Board at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board Members.

18.5 The Board will from time to time appoint a chief executive (the "**Chief Executive**") who will be responsible for the day to day conduct of the Association's business, including the keeping of proper books of account, and will be responsible for appointing the staff of the Association.

18.6 The Board may at its discretion appoint and change the Association's bankers and decide on authorities to operate bank accounts.

18.7 Once in each year a report disclosing all payments made to Board Members since the date of the last report must be presented to the Board.

19. PROCEEDINGS OF THE BOARD

19.1 The Board may regulate its meetings as it thinks fit.

19.2 The Board will meet at least 4 times a year.

19.3 Any Board Member may call a meeting of the Board by giving notice to the Board Members of the meeting, and the secretary (if any) must call a meeting of the Board if requested to do so by any 2 Board Members.

19.4 Subject to Article 19.5, notice of a meeting of the Board must be given to each Board Member but need not be in writing.

19.5 Notice of a meeting of the Board need not be given to Board Members who waive their entitlement to notice of that meeting by giving notice to that effect to the Association not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting.

19.6 Except where otherwise provided in these Articles or in the Companies Acts, questions arising at any Board meeting will be decided by a majority of votes cast.

19.7 In the case of an equality of votes at a Board meeting, the chair of the relevant meeting will have a casting vote.

19.8 The quorum at any meeting of the Board is 4 Board Members, although the Board may fix a higher quorum by simple majority resolution.

19.9 The chair of Board meetings will be:

(a) the President; or

(b) (if the President is unavailable or unwilling) the Elected Vice-President; or

(c) (if neither the President nor the Elected Vice-President is available, willing or present within 10 minutes after the time appointed for holding the meeting) a Board Member chosen by the Board Members present.

19.10 Subject to Article 19.11 below, the Board Members may act even if there are vacancies in their number.

19.11 If the number of Board Members is reduced below the number fixed as the quorum for Board meetings, the continuing Board Member(s) may only act as Board Member(s) to admit persons to membership of the Association, fill vacancies in the Board or call a general meeting.

19.12 All acts done by any meeting of the Board or a committee of Board Members, or by any person acting as a Board Member, shall be valid even if it is later discovered that there was a defect in the appointment of any individual, or that any individual was disqualified from their role.

19.13 A resolution in writing agreed by a simple majority of all the Board Members entitled to receive notice of a meeting of the Board or of a committee of Board Members and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of Board Members duly

convened and held provided that:

(a) a copy of the resolution is sent or submitted to all the Board Members eligible to vote; and

(b) a simple majority of Board Members has signified its agreement to the resolution in an authenticated document or documents which are received at the Office or such other address as shall be determined by the Board.

19.14 A resolution in writing may comprise several documents containing the text of the resolution in like form to each of which 1 or more Board Members has signified their agreement.

19.15 Any Board Member or member of a committee of Board Members may participate in a meeting of the Board or such committee by means of video or telephone conference or any other suitable electronic means which permits each participant to hear each of the other participants addressing the meeting and, if they wish to do so, to address all the other participants simultaneously. Participation in the meeting in this manner constitutes presence of the person at the meeting and entitles any Board Member or member of a committee of the Board Members so present to vote and count in the quorum. Such a meeting shall be regarded as taking place where the largest number of the group of those participating is or, if there is no such largest number, where the chair is for that meeting. It shall not be necessary for 2 or more Board Members to be physically present in the same place for such a meeting to take place.

19.16 The Board will cause details of any proposed revision or substitution of a collective agreement between the Association and a trade union or trade unions to be circulated to those Members likely to be concerned with that agreement prior to ratifying the same. The Board will note any comments that Members submit to the Chief Executive within 14 days from the circulation of the details. If not less than 15 Members object to the proposed revision or substitution within those 14 days the Board will call an informal meeting of the Association on 7 days' notice. If less than 15 Members so object, the Board will ratify the agreement.

20. INTERESTS OF BOARD MEMBERS

20.1 A Board Member must avoid a situation (a "**Conflict Situation**") in which they have, or could have, a direct or indirect interest that does or may conflict with the interests of the Association. A conflict of interest includes for this purpose a conflict of interest and duty and a conflict of duties.

20.2 If a Board Member has no knowledge of an interest and it is unreasonable to expect them to have knowledge of such interest, it shall not be treated as an interest of theirs.

20.3 An interest which cannot reasonably be regarded as likely to give rise to a conflict of interest shall not be treated as an interest of a Board Member.

20.4 Conflict Situations may include (but shall not be limited to) the exploitation of any property, information or opportunity even if the Association cannot take advantage of such property, information or opportunity, unless it has been authorised in accordance with this Article 20.

20.5 The Board may authorise a Conflict Situation on such terms and subject to such

conditions and/or limitations as the Board Members may in their absolute discretion determine.

20.6 The relevant Board Member ("**Conflicted Board Member**") shall not vote or count in the quorum in respect of any resolution of the Board authorising their Conflict Situation or imposing, varying or terminating any such conditions or limitations. Any such conditions and/or limitations may be imposed at the time of or after the authorisation and may be subsequently varied or terminated.

20.7 If any Conflict Situation is authorised or otherwise permitted under these Articles, the Conflicted Board Member (for as long as they reasonably believe such Conflict Situation subsists):

(a) shall not be required to disclose to the Association (including the Board or any committee of the Board) any confidential information relating to such Conflict Situation which they obtain or have obtained otherwise than in their capacity as a Board Member of the Association, if to make such disclosure would give rise to a breach of duty or breach of confidence owed by them to another person in relation to such Conflict Situation;

(b) shall be entitled to attend (and vote at) or absent themselves from all or any meetings of the Board (or any committee of the Board) at which anything relating to such Conflict Situation will or may be discussed;

(c) shall be entitled to make such arrangements as they think fit to receive or not to receive documents or information (including, without limitation, Board papers (or those of any committee of the Board)) relating to any such Conflict Situation and/or for such documents or information to be received and read by a professional adviser on their behalf; and

(d) shall not, by reason of their office, be liable to account to the Association for any dividend, profit, remuneration, superannuation payment or other benefit which they derive from any matter, office, employment or position which relates to such Conflict Situation,

and in so doing, the Conflicted Board Member shall not be in breach of any general duty they owe to the Association pursuant to the provisions of Companies Act 2006.

20.8 The provisions of Article 20.7 shall not affect any equitable principle or rule of law which may excuse the Conflicted Board Member from disclosing information or attending meetings or receiving documents or information, in circumstances where such disclosure, attendance or receipt would otherwise be required under these Articles.

20.9 Where a Conflict Situation has been authorised or is otherwise permitted under these Articles:

(a) no contract, arrangement, transaction or proposal shall be avoided on the grounds of the Conflicted Board Member having any interest in the Conflict Situation or receiving any such dividend, profit, remuneration, superannuation payment or other benefit; and

(b) the receipt of any such dividend, profit, remuneration, superannuation payment or other benefit so authorised or permitted shall not constitute a

breach of the duty not to accept benefits from third parties as set out in section 176 of the Companies Act 2006.

20.10 Board Members must disclose any interest they have in a proposed transaction or arrangement to be entered into by the Association and provided a Board Member has declared the nature and extent of their interest, a Board Member may attend and vote at a meeting of the Board or of a committee of Board Members on any resolution concerning that matter. The Board Member shall be counted in the quorum present at a meeting when any such resolution is under consideration and if they vote their vote shall be counted.

20.11 If a question arises at a meeting of the Board or of a committee of Board Members as to the right of a Board Member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any Board Member other than the chair is to be final and conclusive.

20.12 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by the Board at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

20.13 The Board may keep a register of interests identifying each Conflict Situation which applies to any Board Member.

21. PRESIDENT AND VICE-PRESIDENTS

21.1 For the purposes of this Article 21 a year is the period between 2 annual general meetings, however long it may be.

21.2 The election of the President and Elected Vice-President will take place once every 3 years. The election shall be held prior to the annual general meeting to be held 1 year prior to the date on which the then serving President's and Elected Vice-President's terms of office expire.

21.3 The President's and Elected Vice-President's terms of office will run concurrently and will commence on the date of the annual general meeting held 1 year after the annual general meeting at which their election is announced.

21.4 The President may serve a maximum of 2 consecutive terms of office as President or any greater number of terms provided no more than 2 terms of office are served consecutively and at least 1 year has elapsed between the non-consecutive terms of office as President. The Elected Vice-President may serve a maximum of 2 consecutive terms of office as Elected Vice-President or any greater number of terms provided no more than 2 terms of office are served consecutively and at least 1 year has elapsed between the non-consecutive terms of office as Elected Vice-President.

21.5 Any Board Member is eligible to stand for election as President or Elected Vice-President.

21.6 The Chief Executive will in writing to the Board Members invite nominations for candidates for the office of President and Elected Vice-President. Each such request shall specify a date prior to the date of the annual general meeting by which a nomination must be given to the Chief Executive. A nomination shall only be valid on receipt by the Chief Executive of a written notice of a nomination signed by the

proposer and counter-signed by the nominee indicating their willingness to stand for election. The nominations will be considered as follows:

(a) where only 1 nomination is received for either office then the nominee will be deemed elected and the Chief Executive will notify this fact to the Members;

(b) where there are 2 or more candidates for either office, the process and format for the elections of President and/or Elected Vice-President shall, subject to Article 21.7, be laid down by the Board;

(c) in the event that no nomination is received for the office of either President or Elected Vice-President within such time period as specified on the invitation for nominations, then the current President or Elected Vice-President (as applicable) will remain in office for a further year and the Members will be informed.

21.7 If an election is necessary pursuant to Article 21.6(b) voting forms shall be issued to all Members eligible to vote. Votes will be counted using the single transferable voting system. In the event of there being equal numbers of votes for the candidates for the office concerned, the Chief Executive will draw the name of one candidate (using any method where each candidate has an equal chance of being drawn) and that candidate will be elected. The Chief Executive shall announce the outcome of any vote at the annual general meeting. The Board may (in its discretion) appoint independent scrutineers to supervise the counting of votes and declare the result of voting.

21.8 In the event that:

(a) a President is not re-elected for a second consecutive term; or

(b) a President does not stand for election for a second consecutive term as President; or

(c) a President is serving their second consecutive term as President,

the Board Member elected as the next President shall be appointed Interim Vice-President for the remainder of the President's term of office until they assume office as President in accordance with Article 21.2.

21.9 In the event that the President is unable to complete their term of office, the Elected Vice-President will assume the role of President for the remainder of the term.

21.10 In the event that the Elected Vice-President is unable to complete their term of office, including where they have become the President pursuant to Article 21.9, the Board will appoint a Board Member to the office of Elected Vice-President for the remainder of the term. The Board may also make such other consequential changes to the appointment process and timing as it thinks fit to respond to these circumstances or to any subsequent inability of a President or Elected Vice-President to continue.

21.11 A Board Member appointed to the office of Elected Vice-President pursuant to Article 21.10 shall at the end of their term of office as Elected Vice-President resume their position as Elected Board Member, Co-Opted Board Member or Subscriber Board Member (as applicable) and serve the remainder of their term (if any) as Elected Board Member, Co-Opted Board Member or Subscriber Board Member (as

applicable).

22. COMMITTEES

22.1 The Board at its discretion may set up Committees to operate on a continuing basis or to fulfil a specific and limited function, which may include the following:

(a) finance and strategy; and

(b) industrial relations.

22.2 The manner in which Committees operate and their composition will be at the discretion of the Board. Committees may include individuals who are not Members. Minutes of Committee meetings will be kept.

23. DISPUTE RESOLUTION: CONCILIATION BOARD

23.1 In the event of any dispute or difference arising in the conduct of their business between 2 Members who are Full Members or Group Members and the parties failing to resolve the dispute or difference within a reasonable time, either party may refer it to the Chief Executive who will establish a conciliation board consisting of 2 Members or Member Representatives selected at the discretion of the Chief Executive.

23.2 The conciliation board will meet to hear the matter and give a decision within not more than 28 days of the referral to the Chief Executive. Any such decision will be final and binding on the parties to the dispute or difference.

23.3 The Chief Executive (or their nominee) will be in attendance at any meeting of a conciliation board.

24. DISCIPLINARY COMMITTEE

24.1 Any Full Member, Group Member or Individual Member who objects to the professional conduct of another Member in their or its business dealings with the complainant may inform the President in writing, specifying the details of the complaint.

24.2 The President will write to the Member whose conduct is the subject of the complaint informing them of the complaint against them and the Member may within the next 14 days respond to the complaint in writing to the President. The President will provide a copy of the response to the complainant.

24.3 The President will appoint a disciplinary committee of 3 Board Members, on the basis of their relevant experience, which will consider the complaint.

24.4 Meetings of the disciplinary committee will be conducted as follows:

(a) the disciplinary committee will meet within 14 days after the expiry of the 14 days referred to in Article 24.2 to investigate the complaint;

(b) the quorum for meetings of the disciplinary committee will be 3;

(c) the Chief Executive (or their nominee) will be in attendance at meetings of the disciplinary committee;

(d) the parties involved may present their case in person or in writing as the disciplinary committee may require and, subject to its observation of the rules of natural justice, the disciplinary committee will adopt such procedures as it thinks fit for its meetings to hear complaints.

24.5 In the event that the disciplinary committee upholds the complaint the matter will be referred to the next general meeting together with a recommendation of the sanction(s) to be imposed, which may be any of:

(a) suspension of the Member's right to vote;

(b) suspension of the right to receive Association circulations (other than notices of general meetings); and

(c) termination of membership.

24.6 A majority of two-thirds of the Members present in person or through their Member Representative or by proxy and entitled to vote at the general meeting is required to impose any such sanction.

24.7 The Chief Executive must notify the Member whose conduct is the subject of the complaint in writing of the outcome within 7 days of the general meeting.

24.8 Any Member whose membership is terminated pursuant to this Article 24 may apply for membership at any time in the future.

24.9 Where a Member refers a complaint to the President for consideration by a disciplinary committee, the Member will be deemed to have waived any right to take action by way of legal proceedings, arbitration or complaint pursuant to Article 9.2 against the other Member until after the disciplinary committee has completed its consideration of the case and any sanctions recommended have been imposed or rejected by the Members in general meeting. A Member may refer a complaint to the President for consideration by a disciplinary committee after taking action by way of legal proceedings, arbitration or a complaint pursuant to Article 9.2 against another Member.

25. PROXIES

25.1 Proxies may be appointed by a notice in writing (a "**proxy notice**") which:

(a) states the name and address of the Member appointing the proxy;

(b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Board may determine; and

(d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

25.2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

25.3 Only Individual Members, Member Representatives and employees of Full Members or Group Members may be appointed as proxies.

25.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on 1 or more resolutions.

25.5 Unless a proxy notice indicates otherwise, it must be treated as:

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

25.6 The proxy notice shall be deemed to confer authority to demand or join in demanding a poll.

25.7 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.

25.8 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

25.9 A notice appointing or revoking a proxy appointment only takes effect if it is delivered not less than 48 hours before the start of the meeting or adjourned meeting to which it relates, unless otherwise determined by a resolution of the Board.

25.10 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

26. RECORDS AND ACCOUNTS

26.1 The Board will cause proper minutes to be made of the proceedings of all formal meetings of the Association and of the Board, and of all business transacted at such meetings. Any such minutes of any meeting, if signed by the chair of such meeting, or by the chair of the next succeeding meeting, will be conclusive evidence without any further proof of the facts stated in them. The Board will also cause copies to be kept of all resolutions of Members passed otherwise than at general meetings. All such records must be kept for at least 10 years from the date of the meeting or resolution.

26.2 The Board will, through the Chief Executive, cause proper books of accounts to be kept with respect to:

(a) the assets and liabilities of the Association;

(b) the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure took place; and

(c) all those matters required by the Companies Acts to be shown in the

accounts of the Association.

26.3 The books of account must be kept at the Office or, subject to the Companies Acts, at such other place or places as the Board thinks fit and shall be made available for inspection by any Board Member at any time during normal office hours and, subject to any reasonable restrictions as to the time and manner of inspection that may be imposed by the Board in accordance with the Articles, shall also be made available for inspection by Members who are not Board Members.

26.4 Members must annually at the annual general meeting:

(a) receive the accounts of the Association for the previous financial year;

(b) receive a report on the Association's activities; and

(c) appoint reporting accountants or auditors for the Association.

26.5 Subject to the provisions of the Companies Acts, a copy of every balance sheet (including every document required by law to be annexed to such balance sheet) which is to be laid before the Association in general meeting, together with a copy of the auditor's report (if any), must be sent to every Member not later than

(a) the end of the period for filing accounts and reports; or

(b) if earlier, the date on which it actually delivers its accounts and reports to Companies House,

provided that this Article will not require a copy of those documents to be sent to any person of whose address the Association is not aware or who is not otherwise entitled to receive notice pursuant to Article 11.4.

27. AUDIT

27.1 At least once in every year the accounts of the Association will be examined and the correctness of the income and expenditure account and balance sheet ascertained by at least 1 properly qualified auditor.

27.2 The auditor will be appointed at the annual general meeting.

28. MEANS OF COMMUNICATION TO BE USED

28.1 Except where otherwise specified in these Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.

28.2 Any notice to be given to or by any person pursuant to the Articles must be in writing.

28.3 The Association may give any notice to a Member or Board Member either:

(a) personally (and in the case of a Member which is not an individual this includes when notice is handed to the relevant Member Representative); or

(b) by sending it by first class post in a prepaid envelope addressed to the

Member or Board Member at their or its Registered Address or (if they have or it has no Registered Address within the United Kingdom) to the address, if any, within the United Kingdom supplied by them or it to the Association for the giving of notice to them or it; or

(c) (subject to Article 28.5) by sending it in electronic form:

(i) to the address or number for the time being notified for that purpose by the Member or Board Member to the Association; or

(ii) through publication on the Association's website.

28.4 Where a notice is:

(a) served personally in the case of personal service, the notice shall be deemed effective at the time of delivery;

(b) served by first class post to an address within the United Kingdom, the Isle of Man or the Channel Islands, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice and to have been effected 3 days after the letter containing the same is posted;

(c) served in electronic form, service of the notice shall be deemed to be effected by properly addressing and sending an electronic transmission containing the notice and to have been effected at the time the transmission is sent; or

(d) served by publication on the Association's website, service of the notice shall be deemed to be effected when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

28.5 A document or information including notices of general meetings may only be sent by the Association in electronic form to a Member who has agreed that the document or information may be sent by those means and who has provided an address for that purpose.

28.6 Proof that:

(a) an envelope containing a notice was properly addressed, prepaid and posted by first class post, or

(b) electronic mail transmission setting out the terms of the notice was properly addressed and despatched,

is conclusive evidence that the notice was given.

28.7 A Member present in person or through their Member Representative or by proxy at any meeting of the Association shall be deemed to have received notice of the meeting and, when required, of the purposes for which it was called.

28.8 The postal address for service of the Association is the Office. The address for service of the Association by electronic means shall be as notified by the Chief Executive from time to time.

28.9 Any Member whose address recorded in the register of Members is outside the United Kingdom, who from time to time gives to the Chief Executive an address within the United Kingdom or an electronic mail address at which notice may be served on them or it, is entitled to have notices served on them or it at that address or electronic mail address.

29. INDEMNITY

29.1 Subject to the provisions of the Companies Act 2006:

(a) every Board Member or other officer of the Association shall be entitled to be indemnified out of the assets of the Association against all losses or liabilities which they may sustain or incur in or about the execution of the duties of their office or otherwise in relation to their office, including without limitation, any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under sections 661 or 1157 of the Companies Act 2006 in which relief is granted to them by the court;

(b) no Board Member or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the execution of the duties of their office or otherwise in relation to their office; and

(c) the Board may exercise all the powers of the Association to purchase and maintain insurance for each Board Member against risks in relation to their office as the Board may reasonably specify including, without limitation, any liability 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 Association or other liability which may lawfully be insured against by the Association.

30. DISSOLUTION

30.1 The Members (or failing resolution by the Members, the Board) may at any time before, and in expectation of, its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be given or transferred to:

(a) some other society, institution or organisation having objects similar to those of the Association and which shall be established for similar purposes only and which shall prohibit the distribution of its income and property among its or their members to an extent at least as great as imposed on the Association by these Articles; or

(b) if they cannot be given or transferred in accordance with Article 30(a), some charitable object.

LIST OF PRESIDENTS	
Sir Henry Irving	1894-1905
Sir Herbert Beerbohm Tree	1905-1912
Cyril Maude	1912-1915
Tom B Davis	1915-1929
Percival M Selby OBE	1929-1955
Charles Killick	1955-1966
Frederic Lloyd	1967-1970
Thomas Pyper	1970-1971
Charles Vance	1971-1972
Frederick Bromwich	1972-1973
Charles Vance	1973-1976
Guy Bloomer	1976-1979
Laurence Harbottle	1979-1985
Andrew Leigh	1985-1991
Prudence Skene	1991-1992
Roger Spence	1992-1995
A K Bennett-Hunter	1995-1998
Barbara Matthews MBE	1998-2001
Maggie Saxon	2001-2004
Derek Nicholls	2004-2010
Rachel Tackley	2010-2016
Fiona Allan	2016-