Minutes of the General Meeting

Teddington Theatre Club Limited

Monday 6th July 2026

Apologies: Nigel Cole, Roberta Cole, Michael O'Doherty, Lottie Walker

Present: Sally Halsey (Chair) and 35 full members

Proxy and Postal Votes: One proxy vote and four postal votes were received and accepted in accordance with the Articles of Association.

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1. Welcome and Noting of any Board or member Conflicts of interest

The Chair welcomed all present to the meeting. No conflicts of interest were put forward.

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2. Chair's Opening Remarks

The Chair delivered her opening remarks confirming the purpose of this meeting and the recommendations of the Board – **Appendix 1**

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3. Confirmation that a Quorum is Present

The Chair confirmed the number of members present and entitled to vote exceeds the quorum requirements set out in our Articles of Association and declared the meeting properly constituted and able to transact its business.

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4. Confirmation that Due Notice of the Meeting has been Given

The Chair confirmed that notice of this General Meeting was duly given in accordance with the requirements of the Articles of Association and that the meeting has been properly convened.

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5. Special Resolution 1 – Change of Name

The Chair introduced the first resolution concerning the proposed change of the Company's registered name and invited questions and comments from members – **Appendix 2**

The Chair put forward **Special Resolution 1** and asked members to vote.

"It is hereby resolved by way of special resolution, pursuant to section 77 of the Companies Act 2006, that the name of the Charity be changed to 'Hampton Hill Theatre Ltd'."

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6. Confirmation of Voting Result for Item 5

The Chair announced the result of the vote count as **37 in favour and 3 against**, and, after confirming that Resolution 1 has been carried, thanked members for their support.

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7. Special Resolution 2 – Amendments to the Articles of Association

The Chair introduced the second resolution concerning the proposal to adopt the updated Articles of Association and invited questions and comments from members – **Appendix 3**

The Chair put forward **Special Resolution 2** and asked members to vote.

"It is hereby resolved by way of special resolution that the draft Articles of Association circulated with the Notice of and presented at the general meeting, be and are hereby approved and adopted as the Articles of Association of the Charity in substitution for and to the exclusion of all existing Articles of Association of the Charity, PROVIDED THAT any proposed changes which require the prior written consent of the Charity Commission shall, if such consent has not yet been received at the time when this special resolution is voted upon at the general meeting, not be effective unless and until the receipt of such consent."

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8. Confirmation of Voting Result for Item 7

The Chair announced the result of the vote count as **40 in favour and 1 against**, and, after confirming that Resolution 2 has been carried, thanked members for their support.

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9. Next Steps

The Chair confirmed that the Board will now proceed with the necessary administrative and regulatory steps to implement the two resolutions, to include filing the change of name and updated Articles with the appropriate authorities and completing any other required formalities.

The Chair advised that members will be kept informed as the process moves forward and, on behalf of the Board, thanked “everyone who has taken the time to consider these proposals and participate in tonight's meeting. Your engagement and support are vital to the future success of the Club”.

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10. Close of Meeting

There being no further business, the Chair declared this General Meeting closed.

Appendix 1

Chair's Opening Remarks

"The Board has called this meeting to ask members to consider and vote on two important resolutions.

After careful consideration, and having taken professional advice, the Board unanimously recommends both resolutions because we firmly believe they are in the best interests of the Club, both now and for the future.

The first resolution concerns a change to the company's registered name. I want to be absolutely clear from the outset that this proposal is not about changing who we are.

Teddington Theatre Club will continue to operate exactly as it does today. Our productions, our membership, our traditions, our values and our place within the community will remain unchanged. The Board has taken advice from Bates Wells Solicitors and has been assured that the proposed change will not affect the Club's legal status or the way in which it operates.

So why is the Board recommending this change?

The simple answer is that it will increase and enhance our opportunities to secure vital funding for the future of our theatre.

As members know, our day-to-day operating costs are, for the most part, covered by external hires, ticket sales and bar profits. We are fortunate to have strong support from our audiences and hirers, and that income allows us to keep the theatre running.

But simply keeping the doors open is not enough.

If we are to remain a thriving, relevant and attractive venue for future generations, we must continue to invest in the building. We need to maintain what we have, modernise where necessary, improve accessibility, upgrade facilities and ensure that the theatre remains a welcoming and competitive venue for both our members and the wider community.

These improvements require funding, and increasingly that funding comes from grants and external sources. The Board believes that the proposed change will place us in a stronger position when seeking such support, giving us greater opportunities to raise the funds that will be essential for the long-term future of the building. Importantly, the change will have little practical impact on how members or audiences experience the Club.

Many organisations operate under a trading name that is different from their registered company name. If this resolution is passed, we will effectively become Hampton Hill Theatre Limited, trading as Teddington Theatre Club.

In practice, that means audiences will still come to see shows presented by Teddington Theatre Club. Members will still join Teddington Theatre Club. Our publicity, branding and public identity will remain Teddington Theatre Club. The difference will largely be in the background, where the registered company name will better support our strategic and fundraising objectives.

The second resolution concerns the adoption of new Articles of Association.

Our existing Articles were written in the 1960s. They have served the Club well for many decades, but they were drawn up in a very different era and are now long overdue for updating.

The proposed Articles bring our governing document into line with current legislation, modern governance standards and current best practice. They provide greater clarity, remove outdated provisions and ensure that the Club has an appropriate framework for the years ahead.

This is not about changing the nature of the Club. It is about ensuring that the rules by which we operate are fit for purpose in the twenty-first century rather than the mid-twentieth.

Taken together, these two resolutions represent sensible, prudent and forward-looking steps. They are designed to strengthen the Club's governance, improve our ability to secure external funding and help safeguard the future of this wonderful building and the organisation that so many of us value.

The Board would not be putting these resolutions before you unless we genuinely believed they were in the best interests of the Club. We encourage all members to support them and to vote in favour of both resolutions this evening.

Thank you for your attention.

Appendix 2

Special Resolution 1 — Change of registered name to Hampton Hill Theatre Limited

"The Board believes this change will improve and enhance opportunities to secure funding that will be vital to the long-term future of the theatre building, whilst preserving the identity of Teddington Theatre Club as the organisation known and valued by members and audiences alike.

The Board has taken legal advice from Bates Wells Solicitors and has been assured that the proposal will not affect the Club's legal status or the way in which it operates. The Club will continue to trade and present itself as Teddington Theatre Club."

The following is a summary of questions and comments raised by members, and responses given. Answers are summarised for meaning rather than transcribed verbatim. Individual speakers are not named.

Question: A member noted that grant applications already specify Teddington Theatre Club as the payee and asked how a name change would improve funding prospects.

Response: Applications are submitted as Hampton Hill Theatre but paid to Teddington Theatre Club, creating confusion for funders. Recent experience suggests funders are more willing to support a theatre than a club, so the name change is expected to simplify applications and improve funding prospects.

Question: A member asked which bank account would be used after the change and why funding could not simply be sought in the club's name as guardian of the building.

Response: The board explained that funders often view applications from Teddington Theatre Club less favourably than those from a theatre. A recent £50,000 council grant highlighted this issue. The Finance Director confirmed there will continue to be a single bank account, able to receive payments made to either name, and membership and ticket payments will be unaffected.

Follow-up: Any bank or supplier updates would be routine administration; the registered company name is used for formal purposes, while the public-facing brand remains Teddington Theatre Club.

Question: A member asked which entity members would belong to after the change, noting that if Teddington Theatre Club Limited were renamed, it would no longer exist under that name.

Response: The board stated that members would effectively belong to both and advised that the club's solicitors, Bates Wells, had confirmed this position. One member remained unconvinced. The board confirmed that they are reliant on the legal advice received.

Question: A member raised a question on membership, prompting clarification that a person would automatically be a member of Hampton Hill Theatre while having joined Teddington Theatre Club. A further member challenged this, arguing that Teddington Theatre Club Limited is the legal entity members join and that, once renamed, it would no longer exist as an entity to belong to.

Response: The board stated members would effectively be members of both, and that the same question had been put to the club's solicitors (Bates Wells), who provided their assurance on the point.

Comments in support

Several members spoke in favour. A long-standing member (since 1990) noted the local community already recognises the venue as Hampton Hill Theatre and that the club should move with the times ahead of its centenary. Another observed the venue has become a community resource beyond a club, making a community identity important. A further member said they would personally be more inclined to donate to a local theatre than to a club, and that the club must be realistic in 2026.

Alternative suggestion

Question: A member asked whether "Hampton Hill Theatre Club" would work as a combined option.

Response: The board explained this would lose the Teddington Theatre Club identity, which members value and the board wishes to retain; sponsors are more likely to support Hampton Hill Theatre rather than Teddington Theatre Club.

Appendix 3

Special Resolution 2 — Adoption of new articles of association

"As outlined in the papers circulated to members, our current Articles date from the 1960s and are in need of modernisation. The proposed Articles have been prepared with professional legal assistance and are intended to bring our governing document into line with current legislation, regulatory requirements and modern governance practice. The Board believes that these changes are both sensible and necessary and will provide a clear and appropriate framework for the governance of the Club in the years ahead."

The following is a summary of questions and comments raised by members, and responses given. Answers are summarised for meaning rather than transcribed verbatim. Individual speakers are not named.

Question: A member asked why the draft articles increased members' liability on winding up from £1 to £10, noting there was no legal requirement to do so.

Response: The board confirmed this was a drafting error, likely arising from a solicitor's template, rather than an intended change. It confirmed that members' liability remains £1 and that this was formally minuted.

Question: A member asked whether the resolution should be amended to reflect the correction of members' liability from £10 to £1.

Response: The meeting agreed that the vote was cast on the basis that members' liability remains £1. A further clarification was raised regarding whether the charity's legal name would be Teddington Theatre Club or Hampton Hill Theatre Limited.