THIRD SUPPLEMENT TO THE GIBRALTAR GAZETTE

No. 5362 GIBRALTAR Thursday 26th November 2026

B. 36/26

BILL

FOR

AN ACT to establish the Gibraltar National Theatre and John Mackintosh Hall to provide enhanced opportunities for cultural enrichment, artistic excellence and community participation.

ENACTED by the Legislature of Gibraltar.

PART 1

Title, commencement and interpretation

Title.

1. This Act may be cited as the Gibraltar National Theatre and John Mackintosh Hall Act 2026.

Commencement.

2. This Act comes into operation on the day appointed by the Minister by notice in the Gazette, and different days may be appointed for different purposes.

Interpretation.

3. In this Act–

"ancillary body" means a committee, advisory panel, working group or other body established by the Board under section 14;

"auditor" means a statutory auditor approved in accordance with the Financial Services (Auditors) Act 2009;

"Board of Governors" means the Board of Governors of the Gibraltar National Theatre and John Mackintosh Hall established under section 12;

"chairperson" means the chairperson of the Board of Governors appointed under section 16(4);

"John Mackintosh Hall" means the facilities, programmes and activities ancillary or connected to the Theatre which are established or maintained for the promotion of cultural, educational, community and creative purposes, including but not limited to exhibition spaces, rehearsal studios, educational facilities (including the library facilities), community engagement spaces, conference Hall facilities and Studio C;

"eSports" means organised competitive video gaming events, tournaments and related activities;

"intellectual property rights" means patents, rights to inventions, copyright and related rights, trademarks, trade names and domain names, rights in get-up, goodwill and the right to sue for passing off, rights in designs, rights in computer software, database rights, rights to preserve the confidentiality of information (including know-how and trade secrets) and any other intellectual property rights, in each case whether registered or unregistered and including all applications (or rights to apply) for and be granted, renewals or extensions of, and rights to claim priority from, such rights and all similar or equivalent rights or forms of protection which may now or in the future subsist in any part of the world;

"Minister" means the Minister with responsibility for the Gibraltar National Theatre and John Mackintosh Hall;

"incapacitated" means a person who is unable to discharge the functions of a member of the Board of Governors by reason of physical or mental illness;

"operating company" means a company established, acquired or contracted with by the Gibraltar National Theatre and John Mackintosh Hall, acting through the Board of Governors, under section 28, including the company appointed under section 29 to manage, operate and administer the Theatre complex;

"Patron" means the patron of the Gibraltar National Theatre and John Mackintosh Hall appointed under section 11;

"overarching objective" means the overarching objective set out in section 6:

"secretary" means the secretary of the Board of Governors appointed under section 26;

"Studio C" means the studio theatre and performance space forming part of the John Mackintosh Hall;

"Theatre" means the Gibraltar national theatre;

"Theatre complex" means the Theatre, Studio C and the John Mackintosh Hall, together with all associated premises, facilities and grounds.

PART 2

Establishment and legal personality

Establishment.

4.(1) There is hereby established the Gibraltar National Theatre and John Mackintosh Hall, building on the legacy of John Mackintosh.

(2) The Gibraltar National Theatre and John Mackintosh Hall is established as an independent body, separate from the cultural facilities administered under the Gibraltar Culture Act 2024, and the Theatre complex shall be managed and operated in accordance with this Act; but nothing in this Act prevents the Gibraltar National Theatre and John Mackintosh Hall from co-operating with the Government, the Chief Culture Officer or any body established under the Gibraltar Culture Act 2024 in the discharge of its functions.

Body corporate.

5. The Gibraltar National Theatre and John Mackintosh Hall is a body corporate, may sue and be sued in its own name, and shall have its own seal.

PART 3

Overarching objective.

Overarching objective.

6.(1) The Board of Governors and all persons exercising functions under this Act shall, when taking decisions or exercising powers conferred by this Act, have regard to and act in furtherance of the overarching objective, subject to the requirement in section 8(3) to act consistently with the Constitution of the John Mackintosh Educational Trust.

(2) The overarching objective is–

(a) to build on the legacy of John Mackintosh and to establish the Gibraltar National Theatre and John Mackintosh Hall, alongside the Theatre complex, as a leading regional cultural, educational and entertainment destination;

(b) to create a venue ecosystem that showcases world-class performances, champions creativity, nurtures local talent, fosters cultural connections and promotes academic and community engagement through an optimised inclusive programme;

(c) to deliver a diverse, flexible and high-quality cultural programme of performances, including community initiatives, eSports tournaments and festival events across the Theatre complex and other venues;

(d) to promote cultural diversity, accessibility and sustainability, engaging the community and supporting educational outreach through collaboration with the Ministry of Education and schools in Gibraltar;

(e) to inspire the community and transform lives through great art and culture;

(f) to work at all times towards achieving and maintaining financial self-sufficiency;

(g) to provide art and culture without borders or boundaries, fuelling the creative economy and becoming the cultural anchor of the community; and

(h) to strike the appropriate balance between local performances and performances from outside Gibraltar.

Values.

7. In pursuing the overarching objective, the Board of Governors and all persons exercising functions under this Act shall be guided by the following values–

(a) creativity: dedication to excellence, innovation, creativity and the promotion and maintenance of high standards of artistic practice;

(b) diversity: fostering intercultural understanding through the arts, celebrating the vibrant, diverse and inclusive cultures of the community;

(c) engagement: developing deeper and wider customer relationships, ensuring all voices are heard;

(d) inclusivity: ensuring that all activities provide equal access to facilities, resources and opportunities for all;

(e) integrity: adhering to the highest standards of ethical and professional practice in all interactions with customers, staff and partners; and

(f) sustainability: ensuring the implementation of sustainable practices and environmental guidelines across all facilities and activities.

PART 4

Powers, functions and duties of the Gibraltar National Theatre and John Mackintosh Hall.

Functions and duties.

8.(1) The functions of the Gibraltar National Theatre and John Mackintosh Hall are as follows–

(a) to operate, maintain and, as appropriate, provide or develop–

(i) performance venues, including the Theatre and the John Mackintosh Hall;

(ii) exhibition and gallery spaces;

(iii) rehearsal and production facilities;

(iv) educational and community engagement facilities;

(v) recording and digital production facilities;

(vi) library facilities; and

(vii) such other cultural, educational and creative facilities as the Board of Governors may determine;

(b) to provide, present, produce and promote a diverse programme of performances, events, exhibitions, festivals and cultural activities, including drama, music, dance, comedy, eSports tournaments, gaming events and other entertainment;

(c) to nurture, develop and support local artistic talent and emerging performers, motivating and inspiring young artists to enjoy the arts, becoming the audiences and stars of the future;

(d) to provide transformative educational and development opportunities across the arts and culture for all, including through collaboration with the Ministry of Education, local schools, the University of Gibraltar and other educational institutions;

(e) to provide, operate and facilitate programmes for community engagement, outreach and participation in the arts, and to make facilities available for those purposes;

(f) to attract and host local, regional, national and international touring companies, performers and promoters;

(g) to generate increased revenues across all areas of business and reduce dependence on subsidies;

(h) to develop and maintain a strong brand identity for the Theatre complex, marketing the venues locally, regionally and internationally;

(i) to preserve, protect and enhance the heritage and legacy of John Mackintosh and the John Mackintosh Educational Trust, including the advancement of education in Gibraltar;

(j) to provide catering, hospitality, retail and other ancillary commercial services in connection with the Theatre complex;

(2) The Gibraltar National Theatre and John Mackintosh Hall shall exercise its functions principally at the Theatre complex, but may also exercise them at, or in connection with, other venues and locations, whether in Gibraltar or elsewhere.

(3) In exercising functions under this Act in relation to the John Mackintosh Hall, the Gibraltar National Theatre and John Mackintosh Hall, the Board of Governors and all other persons exercising such functions shall at all times act in a manner consistent with the Constitution of the John Mackintosh Educational Trust.

Key strategies.

9. In the discharge of its functions, the Board of Governors shall have particular regard to the following strategic objectives–

(a) arts and learning: empowering artists, participants and audiences to be ambitious and creative, promoting excellence through educational opportunities across all art forms and performance genres;

(b) audience engagement: growing and developing deeper and wider relationships with audiences and the community, reflecting the diversity of Gibraltar as a national and international cultural base;

(c) cultural destination: promoting arts and culture enabling Gibraltar's international recognition as a cultural tourism destination;

(d) customer experience: creating timely, relevant and memorable experiences for customers, exceeding their expectations in everything the Gibraltar National Theatre and John Mackintosh Hall does;

(e) revenue generation: creating sustainable growth through innovation across all areas of commercial activities, leveraging partnerships and the Theatre complex's unique strategic position, being self-financing but not profit-making generally.

Artistic independence.

10.(1) The Board of Governors shall be free from direction or interference in relation to–

(a) the artistic programming and curation of performances, events, exhibitions and cultural activities at the Theatre complex;

(b) the selection and engagement of performers, artists, companies and creative practitioners; and

(c) the content of educational, learning and community engagement programmes.

(2) Nothing in subsection (1) shall affect the accountability of the Board of Governors for the proper use of public funds or compliance with the requirements of this Act.

PART 5

Patron

Patron.

11.(1) The Gibraltar National Theatre and John Mackintosh Hall shall have a patron, who is appointed by the Minister after consultation with the Board of Governors, and who shall be the titular head of the Gibraltar National Theatre and John Mackintosh Hall.

(2) A patron shall hold office for a term of three years and is eligible for reappointment for successive or non-successive terms.

(3) A patron shall not be an employee of any operating company while that person holds office.

(4) If the office of patron becomes vacant for any reason before the expiration of the patron's term of office, the vacancy shall be filled as soon as practicable pursuant to subsection (1).

(5) A person appointed under subsection (4) holds office for the unexpired term of the predecessor in office.

PART 6

Governance and management

Board of Governors

Board of Governors.

12.(1) The Gibraltar National Theatre and John Mackintosh Hall shall have a governing board to be known as the Board of Governors of the Gibraltar National Theatre and John Mackintosh Hall.

(2) The Board of Governors is a supervisory body and shall not itself carry out the day-to-day management, operation or administration of the Theatre complex, for which the operating company appointed under section 29 shall be responsible under that section, subject to the interim arrangements permitted by sections 31 and 32.

Powers of Board of Governors.

13.(1) The oversight, supervision and strategic control of the property, revenue and business of the Gibraltar National Theatre and John Mackintosh Hall, including responsibility for determining its strategic direction, are vested in the Board of Governors.

(2) Without limiting subsection (1) or the general powers conferred on the Board of Governors by this Act, the Board of Governors has the following powers–

(a) to make governance procedures for the meetings of the Board of Governors and its transactions;

(b) to appoint a secretary and such committees as it considers necessary to carry out the Board of Governors' functions, including joint committees with other bodies, and to confer on the committees power and authority to act for the Board of Governors;

(c) to oversee and ensure that the operating company maintains and keeps in proper order and condition the real property of the Theatre complex, and to make governance procedures respecting the management, government and control of the real property, buildings and structures of the Theatre complex;

(d) to appoint, in consultation with the Minister, the operating company under section 29, and to oversee and monitor the performance of the operating company;

(e) to receive from the operating company appointed under section 29, and approve with or without modifications, the annual budget for operating and capital expenditure for the Theatre complex and any revision of that budget, and to submit the approved budget or revision to the Minister for approval in accordance with section 29(9) and (10);

(f) to approve fees, charges and prices–

(i) for the hire, rental and use of venues, facilities and equipment;

(ii) for catering, hospitality and ancillary services;

(iii) for educational and community programmes and courses;

(iv) for membership, sponsorship and corporate hospitality packages;

(g) to administer funds, grants, fees, endowments, sponsorship monies and other assets;

(h) to select a seal and arms for the Gibraltar National Theatre and John Mackintosh Hall and have sole custody and use of the seal;

(i) to enter into agreements on behalf of the Gibraltar National Theatre and John Mackintosh Hall;

(j) to regulate, prohibit and impose requirements in relation to the use of real property, buildings, structures and personal property of the Gibraltar National Theatre and John Mackintosh Hall, including in respect of activities and events;

(k) to acquire and deal with–

(i) an invention or any interest in it, or a licence to make, use or sell the product of an invention; and

(ii) a patent, copyright, trademark, trade name or other proprietary right or any interest in it;

(l) to require, as a term of any agreement with an operating company, that any interest in an invention or all or any interest in intellectual property rights or other proprietary right resulting from such an invention be assigned to the Board of Governors.

(m) to make rules consistent with the powers conferred on the Board of Governors by this Act;

(n) to provide for the hearing and determination of disputes arising in relation to–

(i) the contravention of a rule or other instrument made in the exercise of a power under this section;

(ii) the imposition of a penalty in respect of a contravention referred to in subparagraph (i); and

(iii) jurisdictional competences between the constituent bodies of the Gibraltar National Theatre and John Mackintosh Hall;

(o) to oversee and give strategic direction directly to every operating company under section 28, including the company appointed under section 29, and, subject to section 28(6) and (7), to appoint and remove directors and approve business plans and budgets;

(p) to enter into naming rights agreements, sponsorship arrangements, commercial partnerships and other agreements for the promotion, marketing and financial support of the Gibraltar National Theatre and John Mackintosh Hall, subject to such safeguards as the Board of Governors may determine to protect the reputation and public interest of the Gibraltar National Theatre and John Mackintosh Hall;

(q) to ensure that reasonable access to the venues forming part of the Theatre complex is maintained for local productions, community performances and events organised by or for the benefit of the Gibraltar community;

(r) to do and perform all other matters and things that may be necessary or advisable for carrying out and advancing, directly or indirectly, the purposes of the Gibraltar National Theatre and John Mackintosh Hall and the performance of any duty by the Board of Governors or its officers prescribed by this Act.

(3) The setting of prices for tickets, admissions and attendance at performances, events and exhibitions shall be a matter for the operating company, having regard to commercial contracts with promoters, producers and touring agencies, and the Board of Governors shall not be required to approve the same.

(4) In exercising its powers under this section, the Board of Governors shall at all times have regard to the overarching objective set out in section 6 and comply with the requirement in section 8(3) to act consistently with the Constitution of the John Mackintosh Educational Trust in relation to the John Mackintosh Hall.

Power to establish ancillary bodies.

14.(1) The Board of Governors may establish such ancillary bodies as it considers necessary or advisable to assist it in the discharge of its functions under this Act.

(2) Without limiting subsection (1), an ancillary body may take the form of–

(a) an advisory panel or council;

(b) a working group or task force;

(c) a sub-committee of the Board of Governors;

(d) a programming or artistic advisory board;

(e) a community engagement forum; or

(f) such other body as the Board of Governors may determine.

(3) The Board of Governors shall determine and may from time to time vary–

(a) the membership, terms of reference, procedures and duration of any ancillary body;

(b) the powers and functions to be exercised by any ancillary body; and

(c) the reporting requirements applicable to any ancillary body.

(4) An ancillary body may include persons who are not members of the Board of Governors.

(5) The establishment of an ancillary body does not relieve the Board of Governors of any responsibility or liability imposed on it by this Act.

Power to delegate.

15.(1) Without affecting the responsibilities assigned directly to the operating company by section 29 and subject to subsection (3), the Board of Governors may delegate any of its functions or powers under this Act to–

(a) the operating company;

(b) a committee of the Board of Governors;

(c) an ancillary body established under section 14;

(d) a member of the Board of Governors; or

(e) any other operating company established, contracted with or acquired under section 28.

(2) A delegation under subsection (1)–

(a) shall be in writing;

(b) may be subject to such conditions, limitations and restrictions as the Board of Governors may specify;

(c) may be revoked or varied by the Board of Governors at any time; and

(d) does not prevent the exercise by the Board of Governors of the function or power so delegated.

(3) The Board of Governors shall not delegate–

(a) the power to make governance procedures under this Act;

(b) the power to approve the annual budget or any revision of it;

(c) the power to establish or dissolve operating companies under section 28; or

(d) the power to borrow money under section 38; or

(e) the power to determine the strategic direction of the Gibraltar National Theatre and John Mackintosh Hall under section 13(1).

(4) A person or body to whom a function or power has been delegated under this section shall exercise such function or power in accordance with the terms of the delegation and having regard to the overarching objective set out in section 6.

Composition of Board of Governors.

16.(1) The Board of Governors shall be composed of up to nine members, all of whom shall be appointed by the Minister by notice in the Gazette.

(2) One of the members appointed under subsection (1) shall be appointed to represent the John Mackintosh Educational Trust, on the nomination of its trustees, and that seat shall be permanently reserved for the Trust.

(3) In making appointments under subsection (1), the Minister shall have regard to the desirability of including persons with experience or knowledge in the fields of–

(a) the performing arts, culture or entertainment;

(b) education;

(c) tourism;

(d) finance or business management;

(e) law;

(f) the John Mackintosh Educational Trust; and

(g) estate and facilities management.

(4) The Minister shall appoint one of the members as chairperson of the Board of Governors and, once a chairperson has been appointed, the Minister shall consult the chairperson before making any further appointment under subsection (1) or section 23.

(5) No employee of an operating company may be a member of the Board of Governors.

Best interests and conflicts of interest.

17.(1) The members of the Board of Governors shall act in the best interests of the Gibraltar National Theatre and John Mackintosh Hall and shall at all times have regard to the overarching objective set out in section 6.

(2) A member of the Board of Governors who has a direct or indirect personal, financial or other material interest in any matter before the Board of Governors shalldisclose that interest to the Board of Governors at or before the meeting at which the matter is to be considered.

(3) A member who has disclosed an interest under subsection (2) shall not participate in the consideration of, or vote on, the matter and shall withdraw while it is considered, unless the other members present, constituting a quorum without that member, determine that participation to a specified extent is appropriate and consistent with the proper management of the conflict.

(4) The interested member shall not participate in a determination under subsection (3) or be counted towards the quorum for the matter.

(5) Any determination under subsection (3) and the reasons for it shall be recorded in the minutes.

(6) Nothing in subsection (3) permits participation prohibited by any applicable law.

(7) A disclosure under subsection (2) shall be recorded in the minutes of the meeting.

(8) The Board of Governors shall maintain a register of interests in which each member shall record any personal, financial or other material interests that could give rise to a conflict, and such register shall be available for inspection by any member of the Board of Governors and by the Minister.

(9) The Board of Governors may make governance procedures supplementing the provisions of this section in relation to the declaration and management of conflicts of interest.

Board of Governors chairperson.

18. The Board of Governors shall select a chairperson from among its members to chair a meeting if the person appointed pursuant to section 16(4) is unable to attend that meeting.

Term of office.

19. Appointments to the Board of Governors shall be for periods of up to three years, renewable, whether consecutively or otherwise, for further periods (each not exceeding three years) but subject usually to a maximum of nine years in total.

Removal from office.

20.(1) If the Minister is satisfied that any member of the Board of Governors–

(a) has been absent from three consecutive meetings of the Board of Governors without the permission of the chairperson of the Board of Governors;

(b) has become bankrupt;

(c) has been convicted of a criminal offence punishable by imprisonment for a term of twelve months or more;

(d) is incapacitated by physical or mental illness;

(e) is in material breach of the terms under which that member was appointed; or

(f) is otherwise unable or unfit to discharge the functions of a member,

the Minister may, in consultation with the Chairperson and after consultation with the other members of the Board of Governors, declare that person's office as a member of the Board of Governors to be vacant and thereupon such office shall become vacant.

(2) The Board of Governors may, by a resolution passed by at least two-thirds of its members excluding the member or members concerned, recommend to the Minister the removal of a member on a ground specified in subsection (1).

(3) A recommendation under subsection (2) shall state its reasons, and the member concerned shall be given a reasonable opportunity to make representations before the Minister determines whether to remove that member under subsection (1).

(4) Unless excused by resolution of the Board of Governors, a member who does not attend at least half of the regular meetings of the Board of Governors in any year is deemed to have vacated that member's seat.

Persons not eligible.

21.(1) The following persons are not eligible to be appointed members of the Board of Governors-

(a) an employee of an operating company; and

(b) a person who has, or has had, within the preceding twelve months, a material financial interest in an operating company.

(2) A member of the Board of Governors who ceases to be eligible during that member's term of office immediately ceases to be a member of the Board of Governors.

Vacancies on the Board of Governors.

22.(1) If a vacancy arises on the Board of Governors because of the death of a member or for any other reason before the end of the term of office for which a member has been appointed, the Board of Governors shall declare the vacancy in the minutes.

(2) A declaration under subsection (1) is conclusive evidence of the vacancy.

Method of filling vacancies and effect of vacancy.

23.(1) If a vacancy exists on the Board of Governors, the Minister shall appoint a person to fill the vacancy.

(2) A vacancy on the Board of Governors does not impair the authority of the remaining members of the Board of Governors to act.

Meetings of Board of Governors.

24.(1) The Board of Governors shall meet as often as is necessary to transact the business of the Board of Governors, and in any event at least once every three months.

(2) Three members of the Board of Governors constitute a quorum for the transaction of business by the Board of Governors.

(3) The chairperson has the same right to vote as the other members of the Board of Governors, and, in the case of a tied vote on a motion, the motion is defeated, and the chairperson shall so declare.

Remuneration and expenses of Board of Governors members.

25.(1) The members of the Board of Governors may be paid such remuneration (if any) as the Minister may from time to time determine.

(2) All members of the Board of Governors shall be entitled to be reimbursed for reasonable expenses incurred in the discharge of their functions as members of the Board of Governors, in accordance with such rates or scales as the Board of Governors may determine with the approval of the Minister.

Secretary.

26. There shall be a secretary to the Gibraltar National Theatre and John Mackintosh Hall, appointed by the Board of Governors, who shall keep the records of the Board of Governors' proceedings and perform such duties as may be required of the secretary in accordance with this Act or as directed by the Board of Governors.

Acting secretary.

27. If the secretary is unable to act or is absent, the Board of Governors may appoint an acting secretary, who shall perform the duties of the secretary and has all the powers of the secretary.

Power to establish and oversee operating companies.

28.(1) The Gibraltar National Theatre and John Mackintosh Hall, acting through the Board of Governors and with the approval of the Minister, may establish, acquire, contract with, hold shares in or otherwise participate in companies (whether in Gibraltar or elsewhere) for carrying out its functions or activities or purposes ancillary or incidental thereto.

(2) Any shares or other ownership interests acquired under this section shall be held in the name of the Gibraltar National Theatre and John Mackintosh Hall and not in the names of individual members of the Board of Governors.

(3) Without limiting subsection (1), the Board of Governors, acting on behalf of the Gibraltar National Theatre and John Mackintosh Hall and subject to subsections (6) and (7), may–

(a) determine or approve the objects, articles of association and governance arrangements of any operating company;

(b) appoint and remove directors of any operating company;

(c) approve the business plans, budgets and strategic direction of any operating company;

(d) require any operating company to report to the Board of Governors on its activities, finances and performance at such intervals and in such manner as the Board may direct;

(e) give directions to any operating company on matters of policy, and the operating company shall comply with such directions;

(f) with the approval of the Minister, wind up or dissolve an operating company, dispose of the Gibraltar National Theatre and John Mackintosh Hall's interest in it, or negotiate, enter into, vary or terminate an agreement for its appointment or services, subject, in the case of the company appointed under section 29, to section 31.

(4) The Board of Governors shall oversee the operating companies so as to ensure that their activities are consistent with the overarching objective set out in section 6 and with the functions of the Gibraltar National Theatre and John Mackintosh Hall set out in section 8.

(5) The Board of Governors shall not establish or acquire an operating company unless satisfied that doing so is necessary or desirable for the efficient and effective discharge of the functions of the Gibraltar National Theatre and John Mackintosh Hall.

(6) Powers under this Act relating to an operating company's constitution, directors, affairs or termination shall be exercised in accordance with applicable company law and the ownership rights or contractual rights of the Gibraltar National Theatre and John Mackintosh Hall.

(7) An agreement with a company not controlled by the Gibraltar National Theatre and John Mackintosh Hall shall secure the rights of oversight, reporting and direction necessary for the performance of the company's functions under this Act; this Act does not itself confer shareholder rights over such a company.

(8) Every operating company other than the company appointed under section 29 shall report directly to the Board of Governors on its activities, finances and performance at least quarterly and promptly notify the Board of any material risk or issue.

(9) The terms of participation or engagement of an operating company referred to in subsection (8) shall specify its functions, reporting obligations, applicable directions and the grounds and procedures for termination.

(10) The Board may give directions directly to any operating company within the terms referred to in subsection (9); no delegation or coordination by the company appointed under section 29 shall displace the direct accountability required by subsection (8).

Role of operating company.

29.(1) The Board of Governors, acting on behalf of the Gibraltar National Theatre and John Mackintosh Hall and in consultation with the Minister, shall appoint one operating company as the principal company responsible under this section for the management, operation and administration of the Theatre complex.

(2) The company appointed under subsection (1) may be established or acquired by the Gibraltar National Theatre and John Mackintosh Hall or be an independent company contracted for that purpose under section 28.

(3) In this section and sections 30 to 32, references to the operating company mean the company appointed under subsection (1).

(4) The appointment of the operating company shall be on such terms and conditions as the Board of Governors, in consultation with the Minister, may determine, and shall be recorded in a written agreement.

(5) The operating company shall have the following responsibilities under this Act, subject to the Board of Governors' oversight and strategic direction and to the written agreement under subsection (4), which shall be consistent with this Act–

(a) to prepare proposals for the strategic direction of the Gibraltar National Theatre and John Mackintosh Hall for determination by the Board of Governors, implement the strategy determined by the Board and provide artistic and operational leadership within that strategy;

(b) to manage the day-to-day operations of the Theatre complex;

(c) to employ, appoint, promote, suspend and dismiss such staff, officers and employees as are necessary for the purposes of the Theatre complex, and to set their salaries and define their duties;

(d) to coordinate the day-to-day activities of any other operating company only to the extent authorised in writing by the Board of Governors and provided for in the

relevant agreements, without displacing that company's direct reporting and accountability to the Board under section 28(8) to (10); any operational instruction shall be consistent with the Board's directions, which shall prevail in the event of inconsistency;

(e) to authorise performances, events, exhibitions and activities to be held or undertaken at the Theatre complex;

(f) to develop and implement the artistic programme and cultural offer across the Theatre complex;

(g) to develop and maintain relationships with touring companies, performers, promoters, agents and other industry partners;

(h) to prepare and publish an annual report on the progress of the Theatre complex;

(i) to prepare an annual budget for operating and capital expenditure for the Theatre complex, and any proposed revision, and submit it to the Board of Governors for approval and onward submission to the Minister under subsections (9) and (10), including a report on measures taken towards becoming or remaining financially self-sufficient pursuant to section 35(2);

(j) to report to the Board of Governors on any matter referred to it by the Board of Governors;

(k) to establish such committees as the operating company considers necessary or advisable for the efficient discharge of its functions; and

(l) to set the prices for tickets, admissions and attendance at performances, events and exhibitions at the Theatre complex, having regard to commercial contracts with promoters, producers and touring agencies and to the need to ensure that the Theatre complex remains financially accessible to local producers, companies and community groups in accordance with subsection (7); and

(m) to establish and maintain a robust facilities management and maintenance programme for the Theatre complex, and to report to the Board of Governors on the implementation and effectiveness of such programme at such intervals as the Board of Governors may direct.

(6) In the discharge of its responsibilities, the operating company shall at all times have regard to the overarching objective set out in section 6.

(7) The operating company shall prepare, and submit to the Board of Governors for approval, a pricing and access policy which shall– (a) set out the fees and charges payable by local producers, companies and community groups for the hire, rental and use of venues, facilities and equipment at the Theatre complex, including such concessionary, reduced or tiered rates as may be appropriate; (b) set out the principles by which prices for tickets, admissions and

attendance at local productions and community events are set; and (c) be designed to ensure that local producers, companies and community groups are not, by reason of cost, unreasonably prevented from using the Theatre complex.

(8) The operating company shall publish the pricing and access policy once it has been approved, shall keep it under review, and shall report on its operation to the Board of Governors in the annual report prepared under subsection (5)(h).

(9) The annual budget and any revision shall take effect only after approval by the Board of Governors and the Minister.

(10) If the Minister does not approve a budget or revision submitted by the Board, the Minister shall give reasons to the Board, which shall consult the Minister and require the operating company to prepare revised proposals for approval in accordance with subsection (9).

(11) Pending approval under subsection (9), expenditure shall be confined to existing commitments and expenditure authorised under the last approved budget, if any, or interim expenditure approved by the Board and the Minister, and shall in every case comply with section 37.

Reporting obligations of operating company.

30.(1) The operating company shall report to the Board of Governors at such intervals and in such manner as the Board of Governors may direct, and in any event no less frequently than once every three months.

(2) Without limiting subsection (1), the operating company shall provide the Board of Governors with–

(a) quarterly reports on the operations, finances and performance of the Theatre complex;

(b) prompt notification of any material event, risk or issue affecting the Gibraltar National Theatre and John Mackintosh Hall or Theatre complex;

(c) such further information as the Board of Governors may reasonably require.

Termination of operating company appointment.

31.(1) The Board of Governors may, in consultation with the Minister, terminate the appointment of the operating company if–

(a) the operating company is in material breach of the management agreement;

(b) the operating company becomes insolvent or is unable to pay its debts as they fall due;

(c) the Board of Governors is satisfied, on reasonable grounds, that the operating company is no longer capable of discharging its responsibilities under this Act; or

(d) such other grounds as may be specified in the management agreement.

(2) Upon termination of the appointment of the operating company, the Board of Governors shall, in consultation with the Minister, appoint a replacement operating company as soon as practicable.

(3) The Board of Governors may, in consultation with the Minister, make such interim arrangements as may be necessary for the management of the Theatre complex pending the appointment of a replacement operating company.

Acting arrangements.

32. If the operating company is for any reason unable to discharge its responsibilities, the Board of Governors may, in consultation with the Minister, make such interim management arrangements as may be necessary to ensure the continued operation of the Theatre complex, including the temporary appointment of another person or body to perform the management functions.

PART 7

Interim governing arrangements.

Initial governing body.

33.(1) In advance of establishing the Board of Governors, the Minister may–

(a) designate an initial governing body for the Gibraltar National Theatre and John Mackintosh Hall, consisting of one or more members;

(b) appoint the member or members of the initial governing body and if more than one member is appointed the Minister shall designate one of them as its chairperson;

(c) specify the name of the initial governing body;

(d) confer or impose on the initial governing body any powers or duties the Minister considers necessary in connection with the carrying out of its responsibilities.

(2) The initial governing body shall exercise its powers and perform its duties until it is dissolved by the Minister.

(3) In advance of the establishment of the Board of Governors, the initial governing body shall take all reasonable steps to ensure that a core operating team is in place to ensure a viable programme is in place for the opening of the Theatre complex.

Powers and duties of initial governing body.

34.(1) Despite anything in this Act and in addition to the powers and duties conferred or imposed on the initial governing body under section 33(1)(d), the initial governing body of the Gibraltar National Theatre and John Mackintosh Hall –

(a) may exercise the powers and perform some or all of the duties of the Board of Governors, until the commencement of the Board of Governors' first meeting; and

(b) may exercise the powers and perform the duties referred to in paragraph (a) either in its own name or in the name of the Board of Governors as the case may be.

PART 8

Financing and Investments

Annual grant etc.

35.(1) The Government may procure an annual grant, loan or other periodic financial assistance to the Gibraltar National Theatre and John Mackintosh Hall in order to provide for capital, operating or other expenditures.

(2) Notwithstanding subsection (1), the Gibraltar National Theatre and John Mackintosh Hall complex shall use its best endeavours to become and remain financially self-sufficient.

(3) The role of the Board of Governors is not necessarily to generate a profit. If a profit is generated, it shall be reinvested into the Theatre and the John Mackintosh Hall.

Financial self-sufficiency strategy.

36. The Board of Governors shall, no later than one year after the commencement of this Act and at regular intervals thereafter, prepare and publish a strategy setting out the measures to be taken to achieve and maintain financial self-sufficiency, including through–

(a) revenue generation from ticket sales, venue hire, sponsorship, catering and other commercial activities;

(b) the development of corporate hospitality and membership schemes;

(c) the exploitation of intellectual property rights and brand licensing;

(d) the attraction of private investment, endowments, donations and philanthropic support; and

(e) innovation across all areas of commercial activities, leveraging the Gibraltar National Theatre and John Mackintosh Hall's unique strategic position and partnerships.

Expenditures.

37.(1) The Board of Governors shall not incur any liability or make any expenditure in a financial year beyond the amount unexpended of any grant, loan or assistance provided to the Gibraltar National Theatre and John Mackintosh Hall and the estimated revenue of the Gibraltar National Theatre and John Mackintosh Hall up to the end of that financial year, unless an estimate of the increased liability or over-expenditure has been first approved by the Minister.

(2) The Board of Governors and the operating company must at all times manage the expenditures of the Gibraltar National Theatre and John Mackintosh Hall and Theatre complex prudently.

Power to borrow.

38.(1) The Board of Governors may borrow money, with the approval of the Minister, for the purpose of–

(a) purchasing or otherwise acquiring land for the use of the Theatre complex;

(b) erecting, repairing, adding to, refurbishing, furnishing or equipping any building or other structure for the use of the Theatre complex;

(c) funding the establishment or operations of an operating company;

(d) acquiring plant, equipment, technology or other assets for the purposes of the Theatre complex; or

(e) such other purposes as the Board of Governors may determine to be necessary or desirable for the carrying out of its functions under this Act;

(f) providing security in connection with any borrowing or other financial obligation of the Gibraltar National Theatre and John Mackintosh Hall; and

(g) giving guarantees, indemnities or other financial undertakings in connection with the functions and activities of the Gibraltar National Theatre and John Mackintosh Hall.

(2) The Board of Governors may–

(a) enter into any agreement that it may consider necessary or advisable for carrying out the purposes mentioned in this section; and

(b) execute in the name of the Gibraltar National Theatre and John Mackintosh Hall all agreements, deeds and other instruments considered necessary or advisable to carry into effect the provisions of the instrument.

Investments.

39. Subject only to a contrary intent expressed in a gift, devise, bequest or trust the Board of Governors –

(a) may invest money belonging to the Gibraltar National Theatre and John Mackintosh Hall and available for investment; and

(b) shall, when investing under paragraph (a), make investments that a prudent person would make.

PART 9

Property

Property.

40.(1) For the purposes of carrying out and advancing, directly or indirectly, the purposes of the Gibraltar National Theatre and John Mackintosh Hall, the Gibraltar National Theatre and John Mackintosh Hall may acquire, by gift, purchase or any other manner, and hold, property of any kind.

(2) Subject to the prior approval of the Minister and to the terms of any leasehold, grant, conveyance, gift or devise of land, the Gibraltar National Theatre and John Mackintosh Hall may mortgage, sell, transfer, lease or otherwise dispose of its land.

(3) Subject to the prior approval of the Minister and to the terms of any leasehold, grant, conveyance, gift or bequest of any personal property, the Gibraltar National Theatre and John Mackintosh Hall may mortgage, sell, transfer, lease or otherwise dispose of its property.

(4) Without prejudice to subsections (2) and (3), any mortgage, sale, transfer, lease or other disposal of land under this section shall at all times be subject to and in accordance with the terms of any lease, licence or other document of title pursuant to which the Gibraltar National Theatre and John Mackintosh Hall holds or occupies the land in question.

(5) Nothing in this Act shall authorise the Gibraltar National Theatre and John Mackintosh Hall, the Board of Governors or any operating company to mortgage, charge, sell, transfer, lease or otherwise dispose of, or to apply, any property held on or subject to the trusts of the John Mackintosh Educational Trust otherwise than in accordance with the terms of those trusts and of any agreement entered into between the Government and the trustees of that Trust.

(6) Every lease made under this section shall contain provisions, satisfactory to the Minister, for re-entry and taking possession by the Gibraltar National Theatre and John Mackintosh Hall of the land leased and all buildings on it.

Exemption from taxation.

41.(1) Unless otherwise provided in an Act, the property vested in the Gibraltar National Theatre and John Mackintosh Hall, and held or used by or on behalf of the Gibraltar National Theatre and John Mackintosh Hall for its purposes, and any income of the Gibraltar National Theatre and John Mackintosh Hall, is exempt from taxation.

(2) The exemptions referred to in subsection (1) shall also apply to any subsidiary, affiliate, associated company or operating company of the Gibraltar National Theatre and John Mackintosh Hall.

Powers regarding certain property.

42. Without limiting its powers to acquire and hold property, the Gibraltar National Theatre and John Mackintosh Hall may acquire, take and hold all property–

(a) mortgaged or pledged to it by way of security;

(b) foreclosed, or conveyed to it in satisfaction of debts previously contracted.

PART 10

Accountability and reporting

Reports to Minister.

43. At the request of the Minister, the Gibraltar National Theatre and John Mackintosh Hall shall provide the Minister with reports and any other information that the Minister considers necessary to carry out the Minister's responsibilities in relation to the Gibraltar National Theatre and John Mackintosh Hall.

Annual report.

44.(1) The Board of Governors and the operating company shall provide an annual report to the Minister, in which they shall set out–

(a) a balance sheet and a statement of revenue and expenditure for the preceding financial year;

(b) a report on the progress towards achieving financial self-sufficiency;

(c) a report on the activities and performance of any operating companies;

(d) a report on the fulfilment of the overarching objective and the functions set out in sections 6 and 8;

(e) the results of the annual audit required under section 45; and

(f) other particulars the Minister may require.

(2) A copy of the annual report shall be sent promptly to the patron.

(3) The Minister shall cause a copy of the annual report and the audited accounts to be laid before the Gibraltar Parliament as soon as practicable after receipt.

Audit.

45. The Board of Governors shall arrange for an audit of annual accounts or consolidated accounts of the Gibraltar National Theatre and John Mackintosh Hall (including the accounts of any operating company) and shall send a copy of the audited accounts to the Minister promptly.

PART 11

Miscellaneous

Use of name and insignia etc.

46.(1) A person other than the Gibraltar National Theatre and John Mackintosh Hall shall not, without the consent of the Board of Governors, hold themselves out as the Gibraltar National Theatre and John Mackintosh Hall or use the title or style of the Gibraltar National Theatre and John Mackintosh Hall.

(2) A person shall not assume or use, in the course of trade, occupation or calling, or otherwise–

(a) the coat of arms, logo, insignia or emblem of the Gibraltar National Theatre and John Mackintosh Hall or used in the various offices or of the Gibraltar National Theatre and John Mackintosh Hall;

(b) any design in imitation of that coat of arms, logo, insignia or emblem, or calculated by its resemblance to deceive; or

(c) any paper or other material on which the coat of arms, logo, insignia or emblem or any design in imitation, or resemblance calculated to deceive, is stamped, engraved, printed or otherwise marked.

No liability for acts of visitors or audience members.

47. No action, prosecution or other proceeding shall lie against the Gibraltar National Theatre and John Mackintosh Hall, the Board of Governors or the members of the Board of Governors, or the operating company or any officer or employee of the operating company, or against the initial governing body or any of its members, directors, officers or employees in respect of any act or omission of a visitor, audience member or participant arising out of an event, performance, exhibition or activity organised, managed or controlled, in whole or in part, by the Gibraltar National Theatre and John Mackintosh Hall or an operating company.

Immunity from suit.

48.(1) No action or proceeding shall be brought against a member of the Board of Governors, the secretary or acting secretary appointed under section 26 or 27, or a member of the initial governing body, in respect of an act or omission done or omitted in good faith in the course of the execution of that person's duties on behalf of the Gibraltar National Theatre and John Mackintosh Hall.

(2) The limitations of liability specified in subsection (1) shall not apply to acts or omissions arising from gross negligence.

(3) No action shall lie against the Gibraltar National Theatre and John Mackintosh Hall if it appears that the Gibraltar National Theatre and John Mackintosh Hall acted under the authority of this Act or any other Act, save for any action the trustees of the John Mackintosh Educational Trust may have against the Gibraltar National Theatre and John Mackintosh Hall in respect of any arrangements for the occupation of the John Mackintosh Hall.

Execution of documents.

49. All documents required to be in writing, including deeds, transfers, mortgages, instruments or documents required to be in writing to which the Gibraltar National Theatre and John Mackintosh Hall is a party shall be regarded as properly executed by the Theatre Gibraltar National Theatre and John Mackintosh Hall only if executed–

(a) by one member of the Board of Governors in the presence as witness of the secretary or an authorised signatory appointed by the Board of Governors;

(b) by two members of the Board of Governors;

(c) by two authorised signatories appointed by the Board of Governors by way of written resolution; or

(d) by affixing the seal of the Gibraltar National Theatre and John Mackintosh Hall in the presence of two members of the Board of Governors or any two authorised signatories appointed by the Board of Governors by way of written resolution.

Charitable status.

50.(1) Nothing in this Act shall restrict the ability of the Gibraltar National Theatre and John Mackintosh Hall to apply for registration under the Charities Act.

(2) Nothing in this Act shall affect the rights, powers and duties of the trustees of the John Mackintosh Educational Trust under the Will of the late John Mackintosh or the terms of any lease, agreement or other arrangement relating to the John Mackintosh Hall, and the provisions of this Act shall be construed and applied accordingly.

Offences.

51. A person who contravenes section 46, or who knowingly provides false or misleading information in a report required to be submitted to the Minister under this Act, commits an offence and is liable on summary conviction to imprisonment for six months or to a fine not exceeding twice level 5 on the standard scale or to both.

Power to make subsidiary legislation.

52.(1) The Minister may make such rules, regulations or orders, or provide for such other statutory instruments as the Minister considers necessary or useful to fulfil the purposes and objects of this Act.

(2) The power referred to in subsection (1) may be exercised for the purpose of implementing an international obligation.

Data protection.

53. The Gibraltar National Theatre and John Mackintosh Hall , the Board of Governors, the operating companies and all persons exercising functions under this Act shall comply with applicable data protection legislation in the collection, processing, storage and use of personal data, including but not limited to data relating to audiences, ticket holders, members, participants, employees and other persons with whom the Gibraltar National Theatre and John Mackintosh Hall, the Board of Governors and the operating companies has dealings.

Dissolution.

54.(1) The Minister may, by order published in the Gazette, dissolve the Gibraltar National Theatre and John Mackintosh Hall if the Minister is satisfied, after consultation with the Board of Governors, that it is in the public interest to do so.

(2) An order under subsection (1) shall make provision for–

(a) the winding up of the affairs of the Gibraltar National Theatre and John Mackintosh Hall;

(b) the transfer or disposal of the property, rights, assets and liabilities of the Gibraltar National Theatre and John Mackintosh Hall;

(c) the discharge of outstanding obligations of the Gibraltar National Theatre and John Mackintosh Hall;

(d) the treatment of staff, including the transfer of employment, redundancy or other provision for the protection of the interests of employees; and

(e) such other matters as the Minister considers necessary or expedient in connection with the dissolution.

(3) Upon dissolution, any property, rights or assets of the Gibraltar National Theatre and John Mackintosh Hall remaining after the discharge of its liabilities shall vest in the Government, unless the order under subsection (1) provides otherwise; save that any property held on or subject to the trusts of the John Mackintosh Educational Trust shall revert to, or continue to be held by, the trustees of that Trust, to be applied in accordance with those trusts.

(4) The dissolution of the Gibraltar National Theatre and John Mackintosh Hall shall not affect the validity of anything previously done by or in relation to the Gibraltar National Theatre and John Mackintosh Hall.

EXPLANATORY MEMORANDUM

This Act establishes the Gibraltar National Theatre and John Mackintosh Hall. The Act provides the legal framework for the governance, management, financing and operation of the Theatre complex, including the Theatre, Studio C and all associated cultural, educational and community facilities. Its overarching objective is to establish the Gibraltar National Theatre and John Mackintosh Hall as a leading regional cultural, educational and entertainment destination, nurturing local talent and promoting community engagement.

Part 2 establishes the Gibraltar National Theatre and John Mackintosh Hall as a body corporate.

Part 3 sets out the overarching objective to which the Board of Governors and all persons exercising functions under the Act must have regard. This includes delivering a diverse programme of performances and events, promoting cultural diversity and accessibility, achieving financial self-sufficiency and providing art and culture without borders or boundaries. Part 3 also establishes the core values of integrity, inclusivity, creativity, sustainability, engagement and diversity that are to guide all persons exercising functions under the Act.

Part 4 sets out the functions and duties of the Gibraltar National Theatre and John Mackintosh Hall. These include the operation, maintenance and, as appropriate, provision or development of performance venues, exhibition spaces, rehearsal and production facilities, educational and

community engagement facilities, recording and digital production facilities, and library facilities. The exercise of functions in relation to the John Mackintosh Hall must at all times be consistent with the Constitution of the John Mackintosh Educational Trust; this requirement also applies to the pursuit of the overarching objective under Part 3 and the exercise of the Board of Governors' powers under Part 6. Part 4 further provides for the key strategic objectives of customer experience, audience engagement, revenue generation, cultural destination and arts and learning. Artistic independence is preserved by ensuring freedom from direction or interference in relation to artistic programming, the selection and engagement of performers and the content of educational programmes.

Part 5 provides for the appointment by the Minister of a patron as the titular head of the Theatre and John Mackintosh Hall.

Part 6 establishes the governance and management framework. The Board of Governors determines strategy and supervises the principal operating company, which has direct statutory responsibility for day-to-day management. The Board approves the annual budget and revisions before submitting them for Ministerial approval; reconsideration and interim expenditure arrangements apply pending agreement. The Board retains specified non-delegable powers. The Trust has a permanently reserved representative seat, appointments are made by Gazette notice, conflicts are managed by the other Board members, and the Board may recommend removal of a member to the Minister. Corporate interests are held by the statutory body, and powers over companies are exercised within applicable company law and ownership or contractual rights.

Part 6 provides for one principal operating company, which may be newly established, acquired or independently contracted. It prepares strategy proposals, implements Board strategy, manages daily operations, employs staff and prepares budgets and reports. Additional operating companies remain directly accountable to the Board and report at least quarterly; the principal company coordinates their operational activities only within written authority and the relevant agreements, and Board directions prevail. Agreements specify functions, reporting, directions and termination. Termination of the principal operator's appointment is distinct from winding up the company, and replacement and interim management arrangements preserve continuity. Provision is also made for a secretary and acting secretary.

Part 7 provides for the designation by the Minister of an initial governing body to exercise the powers and duties of the Board of Governors until the Board's first meeting.

Part 8 provides for financing and investments, including the power for the Government to provide an annual grant, loan or other financial assistance. The Theatre is to use its best endeavours to become and remain financially self-sufficient. Provision is made for a financial self-sufficiency strategy, expenditure controls, the power to borrow (with Ministerial approval) and the power to invest.

Part 9 provides for the property powers of the Gibraltar National Theatre and John Mackintosh Hall, including the power to acquire and hold property and, subject to Ministerial approval, to mortgage, sell, transfer, lease or otherwise dispose of land and personal property. Part 9 also

provides for exemption from taxation for the property and income of the Theatre and John Mackintosh Hall and its operating companies.

Part 10 sets out the accountability and reporting framework, including the obligation to provide reports to the Minister on request, to prepare an annual report (including audited accounts, progress towards financial self-sufficiency and a report on the fulfilment of the overarching objective) and to arrange for an annual audit.

Part 11 contains miscellaneous provisions, including the protection of the name and insignia of the Gibraltar National Theatre and John Mackintosh Hall, limitations on liability for acts of visitors and audience members, immunity from suit for acts done in good faith, provisions for the execution of documents, the ability to apply for charitable status, offences, the power to make subsidiary legislation, data protection obligations and provisions for the dissolution of the Theatre and John Mackintosh Hall. The immunity under section 48(3) does not bar any action the trustees of the John Mackintosh Educational Trust may have against the Gibraltar National Theatre and John Mackintosh Hall in respect of arrangements for the occupation of the John Mackintosh Hall.

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