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483573

Form No. 41.

# THE COMPANIES ACT 1948.



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Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

THE MERCURY PLAYERS (BALLET)

LIMITED.

by

Rubinstein Nash & Co.

5/6 Raymond Buildings,

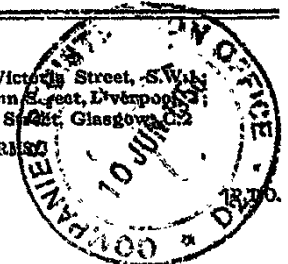
Gray's Inn, W.C.1.



The Solicitors' Law Stationery Society, Limited  
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool;  
St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6c



I, Stanley Jack Rubinstein

of 5/6 Raymond Buildings, Gray's Inn, W.C.1.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") "engaged  
"in the formation"

or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

Do solemnly and sincerely declare that I am (\*) a Solicitor of  
the Supreme Court engaged in the formation

of The Mercury Players (Ballet)

Limited,

And that all the requirements of the Companies Act, 1948, in respect of  
matters precedent to the registration of the said Company and incidental  
thereto have been complied with, And I make this solemn Declaration  
conscientiously believing the same to be true and by virtue of the provisions  
of the Statutory Declarations Act, 1835.

Declared at Raymond Buildings,  
Gray's Inn, London, W.C.1.

the 9th day of June  
one thousand nine hundred and fifty

Before me,

David P. [Signature]  
A Commissioner for Oaths [or Notary Public or  
Justice of the Peace]

Note.—This margin is reserved for binding and must not be written upon.

*Stanley Rubinstein*



483573/2

The Companies Act 1948.



Company Limited by Guarantee and not having a  
Share Capital

**Memorandum of Association**

OF

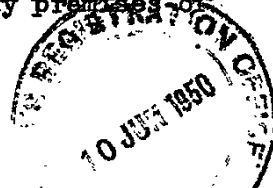
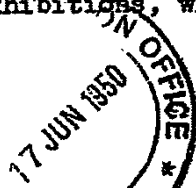
THE MERCURY PLAYERS (BALLET) LIMITED

1. The name of the Company (hereinafter called "the Company") is THE MERCURY PLAYERS (BALLET) LIMITED.

2. The Registered Office of the Company will be situate in England.

3. The Company is established to promote, maintain, improve and advance education, particularly by the production of educational plays and the encouragement of the Arts, including the arts of drama, mime, dance, singing and music, and to formulate, prepare and establish schemes therefor provided that all objects of the Company shall be of a charitable nature. And, as ancillary to the foregoing objects :-

- (A) To cultivate an appreciation of the art of ballet in England by organising performances of high artistic standard and educational value.
- (B) The maintenance of one or more Ballet Companies for performance for London and the provinces. The maintenance of a Ballet School under teachers qualified to pass on the long tradition of ballet and the preservation of certain ballets newly created or rearranged; the production of new ballets; the finding and fostering of new talent in dancers, composers and choreographers.
- (C) The enlarging of public interest in the ballet by publications lectures and demonstrations and by organising and producing dramatic and musical performances and recitals of a high artistic standard.
- (D) To present, promote, organise, provide, manage and produce such plays, dramas, comedies, operas, operettas, burlesques, films, broadcasts, concerts, musical pieces, puppet shows, ballets, entertainments, and exhibitions, whether on any premises or



the Company or elsewhere as are conducive to the promotion, maintenance, improvement and advancement of education or to the encouragement of the Arts.

- (E) To purchase, acquire and obtain interests in the copyright of, or the right to perform or show any opera, play, mime, comedy, drama, film, film scenario, stage piece or musical composition which can be used or adapted for the objects of the Company.
- (F) In furtherance of the objects of the Company to enter into agreements with authors, actors, dancers, composers, musicians, producers and script writers.
- (G) To purchase or otherwise acquire, plant, machinery, furniture, fixtures, fittings, scenery and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the Company.
- (H) To retain or employ professional or technical advisers or workers in connection with the objects of the Company and to pay such fees for their services as may be thought expedient.
- (I) To establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to any association, society or other body, corporate or unincorporate, established for charitable purposes only and for the purpose of promoting any objects of the Company, to co-operate with manufacturers, dealers or other traders, and with the press and other sources of publicity.
- (J) Subject to the provisions of Section 14 of the Companies Act, 1948, to purchase, take on lease or in exchange, hire or otherwise acquire, and to hold, sell, lease or otherwise dispose of any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- (K) Subject to the provisions of the said section to take any gift of property, whether subject to any trust or not, for any one or more of the objects of the Company.
- (L) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.

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(M) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company, and may seem directly or indirectly to be ancillary to its objects.

(N) To borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit, and whether by the creation and issue of debentures or debenture stock or otherwise.

(O) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

(P) To establish, promote, or assist any Company or Companies with charitable objects all or any of which are similar to the objects of the Company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for the purpose of carrying on any activity which the Company is authorised to carry on or for any other charitable purpose which may seem directly or indirectly calculated to benefit this Company in the furtherance of its objects.

(Q) To make any charitable donation either in cash or assets which the Company may deem expedient.

(R) To establish and support pension, superannuation and other Schemes for the benefit of persons employed by the Company, and to grant pensions or retiring allowances to persons who have been employed by the Company or to their dependants.

(S) To purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any one or more of the associations, societies or bodies with which this Company is authorised to co-operate or federate.

(T) To pay out of the funds of the Company, the costs, charges and expenses of and incidental to the formation and registration of the Company.

(U) To do all such other things as are incidental to the attainment of the objects of the Company or any of them.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company. Provided that nothing herein

contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable rent for premises demised or let by any member to the Company.

5. The liability of the Members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £10.

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Company, but shall be given or transferred to some other society, institution or organisation having objects similar to the objects of the Company, and which is established for charitable purposes only.

8. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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WE, the several persons whose names and addresses are  
subscribed are desirous of being formed into a Company in  
pursuance of this Memorandum of Association.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

R.W.G. Hinde 69. Munster Rd, Fulham, S.W.6 District.

b.T. Tolson 13 Brandon Street Gravesend Secretary

V.P. Phillips, 53 Valentines Road, Elford. Secretary.

W.H. Henderson. 18 Eastwood Road Barchill on. Sec  
Surrey Spinners.

J. Tuck, 5 Henthorn Road, London. S.W.14. - Solicitors Clerk.

R.E. Robinson, 5/6 Raymond Bldgs, Grays Inn, W.C.1. Secretary.

G.E. Ringrose, 20 Falcon Road, Hampton-on-Thames, Middlex.  
Secretary

---

DATED the 9th day of June 1950.

WITNESS to the above Signatures -

Sally Bennett.

5/6. Raymond Buildings.

Grays Inn, W.C.1.

-telephonist.

483573/3



*The Companies Act 1948.*



Company Limited by Guarantee and not having a  
Share Capital

## Articles of Association

OF

THE MERCURY PLAYERS (BALLET) LIMITED

### GENERAL

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

WORDS	MEANINGS
The Act	The Companies Act 1948.
These presents	These Articles of Association, and the regulations of the Company from time to time in force.
The Directors	The Directors for the time being of the Company.
The Office	The registered office of the Company.
The Seal	The common seal of the Company.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

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

Words importing persons shall include corporations.



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

2. The number of members with which the Company proposes to be registered is twenty five, but the Directors may from time to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Company, and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

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

5. The subscribers to the Memorandum of Association, the Directors referred to in Article 29 (a) and such other persons as the Directors shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company.

#### GENERAL MEETINGS

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

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

8. The Directors may whenever they think fit convene an Extraordinary Meeting, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

9. Twenty-one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company;

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but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

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

#### PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Directors and of the Auditors, the election of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided three members personally present shall be a quorum.

13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

14. The Chairman (if any) of the Directors shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose a Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

16. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

17. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

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

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

#### VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote.

22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by section 139 of the Act. A proxy must be a member.

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24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

27. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

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"be) General Meeting of the Company to be held  
"on the                      day of  
"and at every adjournment thereof.  
"As Witness my hand this                      day of                      19                      ."

DIRECTORS

28. Until otherwise determined by a General Meeting, the number of the Directors shall not be less than five nor more than ten.

29. (a) ASHLEY DUKES, DOUGLAS CHARLES EARLE LYNE, THE HONOURABLE JAMES FREDERICK ARTHUR SMITH C.B.E., SAGHEVFERELL SITWELL and GEOFFREY LANGDON KEYNES shall be the first Directors of the Company.

(b) The Directors shall not be entitled to any remuneration for their services in acting as Directors of the Company.

30. The Directors may from time to time and at any time appoint any member of the Company as a Director, either to fill a casual vacancy or by way of an additional Director, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

31. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a Director.

#### POWERS OF THE DIRECTORS

32. The business of the Company shall be managed by the Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

33. The Directors may act notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Directors for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### SECRETARY

34. The Secretary shall be appointed by the Directors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## THE SEAL

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

## DISQUALIFICATION OF DIRECTORS

36. The office of a Director shall be vacated -

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Company.
- (D) If by notice in writing to the Company he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (G) If he ceases to be a member by virtue of section 185 of the Act.

## ROTATION OF DIRECTORS

37. At the Annual General Meeting to be held in the year 1951 and in every subsequent year, one-third of the Directors, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

38. The Directors to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring Director shall be eligible for re-election.

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

40. No person not being a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible as a Director at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than three nor more than twenty-eight intervening days.

41. The Company may from time to time in General Meeting increase or reduce the number of Directors and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

42. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.

#### PROCEEDINGS OF THE DIRECTORS

43. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit; and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

44. A Director may, and on the request of a Director the Secretary shall, at any time, summon a meeting of the Directors by notice served upon the Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

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

46. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Directors generally.

47. The Directors may delegate any of their powers to committees consisting of such Director or Directors as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors as aforesaid.

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

49. The Directors shall cause proper minutes to be made of all appointments of officers made by the Directors and of the proceedings of all meetings of the Company and of the Directors and of committees of the Directors, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

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

#### ACCOUNTS

51. The Directors shall cause proper books of account to be kept with respect to -

(A) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the Company; and

(C) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.



52. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.

53. The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Company, or any of them, and subject to such conditions and regulations the accounts and books of the Company shall be open to the inspection of members at all reasonable times during business hours.

54. At the Annual General Meeting in every year the Directors shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Directors and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

#### AUDIT

55. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

56. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

#### NOTICES

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

58. Any member described in the register of members by an address not within the United Kingdom, who shall

from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

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

#### DISSOLUTION

60. Clause 9 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

#### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

*R. G. Hinds, 69, Munster Road, Guilham Stob. Director.*  
*B. J. Tobson 13 Brandon Street Gravesend Clerk*  
*V. P. Phillips, 53 Valentines Road, Salford. Secretary.*  
*M. R. Harrison 18 Eastwood Road Bechill St. Spokesman*  
*J. Tush, 5 Hendon Road, London, N.W.1. Solicitor Clerk*  
*R. E. Robinson 5/6 Raymond Bldgs, Grays Inn, W.C.1. Secretary.*  
*O. E. Ringole 20 Falcon Road, Hampton, Middlesex Secretary*

DATED this 9th day of June, 1950.

WITNESS to the above Signatures -

*Sally Barnett.*

*5/6. Raymond Buildings*

*Grays Inn. W.C.1.*

*Telephonist.*

DUPLICATE FOR THE FILE

No 483573



## Certificate of Incorporation

I Hereby Certify, That

THE MERCURY PLAYERS (BALLET) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Twenty-first day of June ..... One Thousand Nine Hundred and Fifty

*W. J. B. D. D.*  
Registrar of Companies.

Certificate  
received by

*Post.*

Date

21 JUN 1950

THE COMPANIES ACT, 1948.



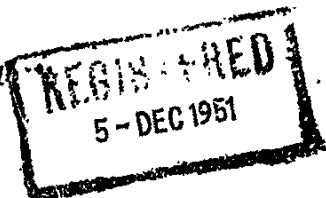
COMPANY LIMITED BY SHARES.

## Special Resolution

— OF —

THE MERCURY PLAYERS (BALLET) LIMITED.

Passed 14th day of November, 1951



At an EXTRAORDINARY GENERAL MEETING of the Members of the above Company, held at the Mercury Theatre on November 14th, 1951 the following Resolution was duly passed as a SPECIAL RESOLUTION:—

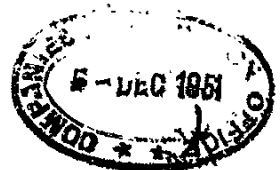
"That the name of the Company be changed to MERCURY THEATRE TRUST LIMITED."

*Arley Dukes*

Chairman.

*Publication No 1/16  
3/6 P. and 2/10  
May 1951*

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nce: C.R. 98/1179/51

BOARD OF TRADE,

COMPANIES ACT, 1948

THE MERCURY PLAYERS (BALLET) Limited

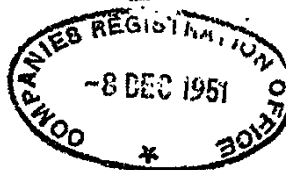
int to the provisions of Sub-Section (1) of Section 18 of the Companies Act,  
the Board of Trade hereby approve of the name of the above-named Company  
changed to MERCURY THEATRE TRUST LIMITED



Signed on behalf of the Board of Trade

This eighth day of December 1951

*A. I. Purby*  
Authorised in that behalf by the  
President of the Board of Trade.



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DUPLICATE FOR THE FILE

No. 415573



## Change of Name

Certificate pursuant to Section 18(3) of the Companies Act, 1948.

I Hereby Certify that.....

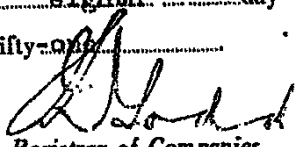
THE MERCURY PLAYERS (BALLLET) LIMITED.

having, with the sanction of a Special Resolution of the said Company and  
with the approval of the BOARD OF TRADE, changed its name, is now called

MERCURY THEATRE TRUST LIMITED.

and I have entered such new name on the Register accordingly.

Given under my hand at London, this.....sighth.....day of  
December..... One thousand nine hundred and fifty-one.....

  
Registrar of Companies.

Certificate received by.....

H.H. Goustable forRubinstein hash & co

Date

17/12/51

1573. / 19

SPECIAL RESOLUTIONS  
OF  
THE MERCURY THEATRE TRUST LIMITED

Passed on Thursday 26th February 1959.

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at the Mercury Theatre, 1, Ladbroke Road, London, W.11. on the twenty-sixth day of February 1959, the subjoined Special Resolutions were duly passed, viz.:

- 1. that pursuant to article 28 of the Articles of Association of the Trust, the number of Directors shall not be less than five nor more than twenty.
- 2. that in pursuance of article 41, the number of the Directors be and hereby is increased to fifteen.
- 3. that Sir David Waley, Lady Juliet Duff, Mr. Harvard Gunn, Mr. Jack Rhipps, Mrs Patricia Strauss, the Hon. Luke Asquith and the Rt.Hon.the Marquess of Londonderry be and are hereby appointed as Directors.
- 4. that the above-named Directors shall retire in rotation in accordance with the Articles of Association in the order in which they are set forth above.

Signed:

*F.S. Bromwich*  
F.S. Bromwich  
Secretary.

I hereby certify that this copy of the Special Resolutions of the Members of the Mercury Theatre Trust Limited has been reproduced by a lithographic process.

The Exchange Telegraph Company Limited

*W. Bond*  
Deputy Secretary.



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MERCURY THEATRE TRUST LIMITED - 483573

EXTRACT FROM THE ANNUAL GENERAL MEETING

HELD ON 13TH NOVEMBER 1987

At the company's annual general meeting the following special resolution was passed:

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered:-

- (a) by inserting Article 32 as follows "a Director shall vacate office or on rotation not be eligible for re-election as a Director at the Annual General Meeting after he attains the age of 65 years or after the 12th anniversary of his first election or co-option as a Director if he has been in office consecutively (whichever event first happens) unless he is proposed for re-election by the Chairman of the Company (or if there is no Chairman by the Director performing the function of Chairman at the Annual General Meeting concerned) and being otherwise eligible is re-elected by a majority of the Members present at the Annual General Meeting"
- (b) by re-numbering the subsequent Articles 33 - 61

*A. Ward-Jackson*  
.....Chairman  
A. Ward-Jackson





COMPANY NO. 483573

MINUTES OF A GENERAL MEETING OF MEMBERS OF MERCURY THEATRE TRUST LIMITED  
HELD ON MONDAY 9 MAY 1988 AT 94 CHISWICK HIGH ROAD, LONDON W4 1SH

Present: Mr A Ward-Jackson (Chairman), Miss V Bourne, Mr T Dyson, Dr J Kane, Miss M Phillips, Mrs A Serota, Mr J Singer

The Special Resolution to replace Clause 28 of the Articles of Association with the following:

"Until otherwise determined by a General Meeting the number of Directors shall not be less than five nor more than thirty."

was passed unanimously by those present and proxy votes in favour were given by Ms Glick for Lord Cecil, Mr A Knight, Mr M Landau, Lady Sainsbury, Lady Spooner, Mr S Walker

*Ruth E Glick*

Ruth Glick  
Company Secretary



No. 483573

Mercury Theatre Trust Limited  
94 Chiswick High Road  
London W4 1SH



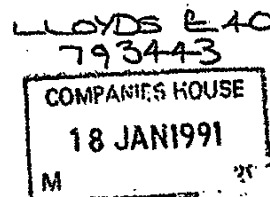
At an Extraordinary General Meeting of the Shareholders of  
the above Company held at 94 CHISWICK HIGH RD., on 17 SEPTEMBER  
1990 the following Resolution was passed as a Special  
Resolution:-

"That the name of the Company be changed to Rambert  
Trust Limited"



*Charles Cecil*

Lord Charles Cecil  
Chairman



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 483573

I hereby certify that

**MERCURY THEATRE TRUST LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**RAMBERT TRUST LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 31 JANUARY 1991

  
P. BEVAN

an authorised officer