

Number of }  
Company }

606756

Form No. 41

# THE COMPANIES ACT, 1948



A 5s.  
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.

ARDMORE & BEECHWOOD  
LIMITED

Presented by

Herbert Smith & Co.,

62, London Wall,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, W.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

16 JUN 1958

I, PATRICK KEITH DRURY

of 62, LONDON WALL in the CITY OF LONDON

(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) A Solicitor

of the Supreme Court engaged in the formation

of Ardmore & Beechwood

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 20 Copthall Avenue

in the City of London

the 16<sup>th</sup> day of June

one thousand nine hundred and

fifty-eight

*P. K. Drury*

Before me,

*G. H. Ireland*

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

No. of Company 606756 / 1

REGISTERED

23 JUN 1958

ARDMORE &amp; BEECHWOOD

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association or other Document, when the Company is registered.

PUBLISHED AND SOLD BY

WATERLOW &amp; SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 &amp; 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 &amp; 14, BROWN STREET, MANCHESTER, 2.

Presented by

Herbert Smith & Co.,62, London Wall, London, E.C.2.

16 JUN 1958

The NOMINAL CAPITAL of \_\_\_\_\_

\_\_\_\_\_ ARDMORE & BEECHWOOD \_\_\_\_\_ Limited

is £ 1,000 divided into 1,000 shares of £ 1 each

Signature \_\_\_\_\_

Herbert Smith & Co.

~~State whether Director or Secretary.~~

Solicitors

Date 16<sup>th</sup> day of June 1958



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES

REGISTERED

23 JUN 1958

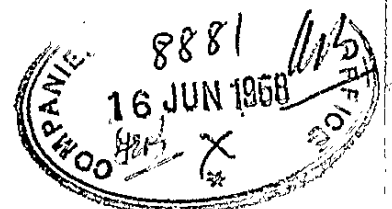
## Memorandum of Association

OF

## Ardmore & Beechwood Limited

1. The name of the Company is " ARDMORE & BEECHWOOD LIMITED ".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :—
  - (1) To carry on business as music and general publishers and printers and as publishers printers and distributors of printed matter of all kinds including sheet music, literature, books, periodicals, pictures, magazines and pamphlets.
  - (2) To purchase and otherwise acquire in any part of the world musical compositions, musical, musical-dramatic, operatic, dramatic, literary and artistic works of all kinds and any or all copyrights and other rights and privileges therein or in connection therewith and to print, publish, circulate, own, sell, lease, licence, exchange, or otherwise dispose or deal with the same.
  - (3) To adapt, arrange, translate, perform, print, reprint, dramatise, deliver, represent, produce, reproduce, exhibit,

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buy, sell, licence, record, copy and publish in any manner musical compositions, musical, musical dramatic, operatic, dramatic, literary and artistic works of all kinds.

- (4) To manufacture, make, form, produce, create, buy or otherwise acquire, sell, import, export, trade, and generally deal in discs, electrical transcriptions, phonograph and gramophone records and record blanks in any form or shape of metal, wax composition or other material or combinations of material to be used in connection with phonographs, gramophones, radiograms, radios, tape recorders, broadcasting, talking machines or sound reproducing instruments or machines, television sets, instruments, apparatus or devices, of every name nature and description.
- (5) To manufacture, produce, create, buy or otherwise acquire, sell, import and export, trade and generally deal in and with phonographs, gramophones, radiograms, tape recorders, radios, talking machines and sound recording and reproducing instruments, television sets and instruments, machines, apparatus or devices of every name, nature and description, needles, horns, speakers, cabinets, accessories, implements and parts incidental thereto.
- (6) To buy; sell, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (7) To purchase, or by any other means acquire, any lands, shops, buildings, offices, factories, works, wharves, and any real or personal property or rights whatsoever.
- (8) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.

- (9) To carry on business as carriers by land, sea or air, and as railway and tramway owners, wharfingers, lightermen, warehousemen, ship owners, builders, and owners of airships, aeroplanes and vessels of all kinds, locomotives, traction engines, motors, wagons and rolling stock and as shipping agents and forwarders of goods ; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management or control of works, undertakings and operations of all kinds, both public and private.
- (10) To carry on in any part of the world any other business, whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above businesses or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (11) To make experiments in connection with any business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (12) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of this Company and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things

aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon.

- (13) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (14) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any persons, company or companies, on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (15) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (16) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient.
- (17) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (18) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and generally to give any guarantees and indemnities that may be deemed expedient.
- (19) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (20) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority



for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any action, steps, proceedings or applications (whether taken or thought likely to be taken) which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.

- (21) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (22) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (23) To act as agents or brokers (but not as stock or share brokers) and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (24) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (25) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the raising of money for the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock of the Company.

- (26) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (27) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (28) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (29) To sell, lease, mortgage or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or securities of any other

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company, whether or not having objects altogether or in part similar to those of the Company.

- (30) To distribute among the Members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (31) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (32) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraph) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: Provided that nothing herein contained shall empower the Company to carry on the business of assurance, insurance or reinsurance within the meaning of the Assurance Companies Acts, 1909 to 1946, or of any Act amending, extending or re-enacting the same.

4. The liability of the Members is limited.

5. The share capital of the Company is £1,000, divided into 1,000 shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p style="text-align: center;">S. SOAMES</p> <p>✓ J. Soames 62 London Wall London E.C.2 Solicitor</p>	<p>one</p>
<p>William George Joseph Ballantyne 62 London Wall London E.C.2 Solicitor</p>	<p>One</p>

DATED this 16<sup>th</sup> day of June, 1958.

WITNESS to the above signatures :—

P. K. Drury,

62, London Wall,

London, E.C.2.

Solicitor

P.K. DRURY,



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

## Articles of Association

OF

# Ardmore & Beechwood Limited



1. The regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.

2. Regulations 24, 53, 75, 77 and 89 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company

3. The share capital of the Company is £1,000, divided into 1,000 shares of £1 each.

4. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

5. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.

6. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate

Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall *ipso facto* vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same.

7. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

8. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

9. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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✓ Jones  
62 London Wall  
London E.C.2  
Solicitor

William George Joseph Buchanan  
62 London Wall  
London E.C.2  
Solicitor

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DATED this 16<sup>th</sup> day of June, 1958.

WITNESS to the above signatures :—

P. K. Jerny,  
62, London Wall,  
London, E.C.2.  
Solicitor

DUPLICATE FOR THE FILE

No. 606756



## Certificate of Incorporation

I Hereby Certify That

ARDMORE & BEECHWOOD LIMITED

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

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

*L. R. (and for)*  
Registrar of Companies

Certificate  
received by

*Herbert Gilt & Co*  
62 London Wall, E.C.2 Date 30<sup>th</sup> June 1958.