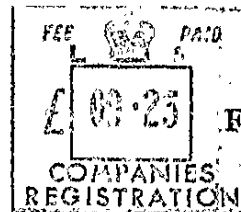


799297

Number of
Company



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.

MUSICAL HARMONY
LIMITED

and by

GOODMAN, DERRICK & CO.,

30 Bow-erie Street,

London, E.C.4.

The Solicitors' Law Stationery Society, Limited
1-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
11 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, PHILIP CHODY

of 30 Bouverie Street, London, E.C.4.

(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

MUSICAL HARMONY

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

STREANCO BUILDING STREET, E.C.4.

the 16th day of March

one thousand nine hundred and sixty-
four

Before me,

[Signature]

Philip Chody

PUBLIC/GUAR



799297



THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL



Memorandum of Association

— OF —

MUSICAL HARMONY LIMITED

1. The name of the Company (hereinafter called "the Association") is

MUSICAL HARMONY LIMITED

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are:-

- (1) To establish maintain and manage a symphony orchestra of high quality.
- (2) To promote sponsor establish and manage anywhere in the world concerts operas ballets and performances of musical works or works including music of every description, including broadcast and television performances.
- (3) To enter into contracts for recording musical works operas ballets and works including music of every description.
- (4) To enter into contracts and engagements with conductors artists composers and authors.
- (5) To acquire hire let manage and turn to account concert halls theatres opera houses rehearsal rooms studios libraries and cinemas of every description.
- (6) To foster musical education and to promote public interest in and appreciation of music.

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- (7) To print issue publish and circulate musical scores and works periodicals circulars programmes posters and other literary and display work of every description.
- (8) To acquire copyright or any other right in musical operatic dramatic and literary works of every description.
- (9) To establish sponsor endow or administer scholarships courses of instruction musical and literary research of every kind and exhibitions of every description.
- (10) To establish sponsor endow contribute to or administer trusts charitable or otherwise for the benefit of musicians.
- (11) To pay the expenses of incorporating the Association.
- (12) To purchase take on lease or in exchange hire or otherwise acquire any real or personal property and other rights or privileges which the Association 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 Association.
- (13) To sell, let, mortgage, dispose of, turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (14) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (15) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (16) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (17) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable

purposes in any way connected with the purposes of the Association or calculated to further its objects.

- (18) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association 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 Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, (except that any Member of the Council of Management or Governing Body may be appointed to be a member of any Orchestra for the time being maintained by the Association whether by way of salary, fees or otherwise) and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

And Provided further that nothing herein shall prevent the distribution to members (including Members of the Council) of any publications of the Association either gratis or on special terms.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, 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 Association 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 among themselves, such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Association there remains, after the

satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Bernard Walton. (BERNARD WALTON.)	116 WYNHURST GATE. LONDON. N. 21. Musician.
J. J. Beers (JAN BEERS)	48 RICHMOND ROAD S. M. 20 MUSICIAN.
Alan Civil (ALAN CIVIL)	21. BROCKLEY PARK. LONDON. S.E. 23. MUSICIAN.
Gwynnion Brooke	119 Elgin Ave London W 9 Musician.
George Crozier. (GEORGE CROZIER.)	51, Aldridge Rise, New Malden. Surrey. Musician
Gareth Morris (GARETH MORRIS)	4 Alwyne Place Canbury London N. 1. Musician
Stanley Smith (STANLEY SMITH)	635 London Road Waltham Musician
Arthur John Wilson	8. ARTILLERY MANSIONS VICTORIA ST SW 1 Musician

DATED the 25th day of March 1964.

WITNESS to the above Signatures:-

RAK Knight

9 OLD SQUARE,
LINCOLN'S INN,
LONDON, W.C. 2.
Solicitor

W-10 51-1
THE COMPANIES ACT, 1948

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COMPANY LIMITED BY GUARANTEE 2 APR 1964
AND NOT HAVING A SHARE CAPITAL

Articles of Association

— OF —

MUSICAL HARMONY 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 Association from time to time in force.
The Association	The above-named Company.
The Council	The Council of Management for the time being of the Association.
Members	The Orchestral and Ordinary Members as hereinafter defined of the Association for the time being and "Member" and "Membership" shall have a corresponding meaning.
The Office	The registered office of the Association.
The Seal	The common seal of the Association.

WORDS	MEANINGS
The United Kingdom	Great Britain and Northern Ireland.
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 in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is unlimited.

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

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

MEMBERSHIP

5. There shall be three classes of membership of the Association:-

- (A) Orchestral Members.
- (B) Ordinary Members.
- (C) Associate Members.

6. The first Orchestral Members shall be the subscribers to the Memorandum of Association.

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7. No person shall be eligible to be admitted to be an Orchestral Member who is not in the opinion of the Council a regular member of any symphony orchestra for the time being maintained by the Association.

8. The Council may from time to time and at any time admit to be an Ordinary Member of the Association any person whom they think it desirable in the interests of the Association to admit to such membership: Provided always that no person shall be admitted to be an Ordinary Member unless after such admission the number of Ordinary Members for the time being does not exceed one half of the number of Orchestral Members for the time being.

9. No person shall be admitted to Membership unless he shall have complied with the regulations for the time being prescribed by the Council for admission to Membership. Every Member shall on admission lodge at the Office written acceptance of Membership and his name shall then be entered in the register of members.

10. Any person who wishes to be admitted to be an Associate Member of the Association shall lodge at the Office an application in writing in such form as the Council may from time to time prescribe. Such person shall be admitted to Associate Membership upon:-

- (A) his application being approved by the Council
- (B) payment being made to the Association of the entrance fee, if any, and first subscription due from him under the next following Article.

11. The subscription payable by an Associate Member shall be a minimum annual subscription of five guineas or such other amount as the Council may from time to time prescribe. Every person on becoming an Associate Member shall pay to the Association a full year's subscription for the year ending on the 31st March next following his admission and thereafter every annual subscription shall be payable in advance on the 1st April in every year. The Council may at any time and from time to time give either in whole or in part and either generally or in any particular case payment of any entrance fee or subscription for such period and upon such terms as it shall in its absolute discretion think fit.

12. An Orchestral Member, Ordinary Member or Associate Member shall cease to be such in any of the following events:-

- (A) If by notice in writing left at the Office he resigns such membership.
- (B) If, being an Associate Member, any annual subscription shall remain payable and unpaid to the Association for two months after the date fixed for payment thereof.
- (C) If, being an Orchestral Member, the Council shall resolve that he has ceased to be a regular member of a symphony orchestra for the time being maintained by the Association.
- (D) If the Council at a specially convened meeting of the Council shall resolve that it is in the interests of the Association that he shall cease to be such a member.

Provided always that no person shall cease to be an Orchestral Member, Ordinary Member or Associate Member under the last two preceding paragraphs unless he shall have been given not less than seven days' notice of the Meeting of the Council at which such matter is to be considered and shall have been given a reasonable opportunity of attending and being heard.

13. An Associate Member ceasing to be such shall not be entitled to a return of any money paid by him to the Association by way of subscription or entrance fee.

14. An Associate Member shall be entitled to all the privileges of membership except that he shall not by virtue of being an Associate Member be entitled to vote at any General Meeting of the Association or, except as hereinafter expressly provided, be eligible to be a member of the Council. An Associate Member shall be entitled to such other privileges and concessions as the Council shall from time to time determine.

15. The rights of a Member and an Associate Member respectively shall be personal and shall not be transferable and shall cease on the death of such member.

GENERAL MEETINGS

16. The Association 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 Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding

Annual General Meeting, and that so long as the Association 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.

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

18. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General 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.

19. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing 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 Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them 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.

20. 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

21. All business shall be deemed special that is transacted at an Extraordinary General 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 Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

22. 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 seven Members personally present shall be a quorum.

23. 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 Council may determine, 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.

24. The Chairman (if any) of the Council 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 some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some Member who shall be present to preside.

25. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the 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.

26. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, 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 Association 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. The demand for a poll may be withdrawn.

27. Subject to the provisions of Article 28, 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.

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

29. 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.

30. 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

31. Subject as hereinafter provided, every Member shall have one vote.

32. 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 Association 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.

33. 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 appointed as provided by section 139 of the Act. A proxy need not be a Member.

34. 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

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(exclusive of the representative of the Associate Members appointed as hereinafter provided) shall not be less than five nor more than ten.

39. The first members of the Council shall be Bernard Welton, Hugh Bean, Alan Civil, Gareth Morris and William Monro.

40. The Council may from time to time and at any time appoint any Member as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, 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.

41. Save as hereinafter provided no person who is not a Member shall in any circumstances be eligible to hold office as a Member of the Council.

42. The Associate Members shall be entitled to be represented on the Council by one Member. The Council shall convene a meeting of the Associate Members to be held immediately following the conclusion of the Annual General Meeting of the Council in each year, and the provisions of these Articles as to the proceedings at General Meetings of the Association shall mutatis mutandis apply. At such meeting the Associate Members may elect one Associate Member to be a member of the Council to hold office, subject to Article 48 until the conclusion of the next following Annual General Meeting of the Association and may at such meeting elect one or more Associate Members to fill any casual vacancy arising in such period in such order as the meeting may resolve. Any Member of the Council appointed under this Article shall be eligible for re-election.

POWERS OF THE COUNCIL

43. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association 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 Association, and to such regulations, being not

inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

44. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council 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 Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

ADMINISTRATIVE DIRECTOR AND SECRETARY

45. The Council may from time to time appoint any person to be the Administrative Director to conduct the routine business and correspondence of the Association under the direction of the Council and to carry out such other duties as shall be delegated to him by the Council, and if appointed such Administrative Director shall be and act as Secretary of the Association and Secretary to the Council. The Council shall employ such Administrative Director on such terms and conditions and may pay him such remuneration as they shall think fit.

SECRETARY

46. If there shall be no Administrative Director to act as Secretary, a Secretary shall be appointed by the Council 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 Council 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

47. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members 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 Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

48. The office of a member of the Council 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 or Associate Member as the case may be.
- (D) If by notice in writing to the Association 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 MEMBERS OF THE COUNCIL

49. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office: Provided that a member of the Council holding office as the representative of the Associate Members shall not be subject to retirement by rotation under this Article or be taken into account in determining the rotation of retirement of Members of the Council under this Article.

50. The members of the Council 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 member of the Council shall be eligible for re-election.

51. The Association may, at the meeting at which a member of the Council retires in manner

aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member 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 member shall have been put to the meeting and lost.

52. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council 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 four nor more than twenty-eight intervening days.

53. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, 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.

54. In addition and without prejudice to the provisions of section 184 of the Act, the Association may by Extraordinary Resolution remove any member of the Council 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 member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

55. The Council 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.

56. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

57. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council 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 members of the Council present shall choose one of their number to be Chairman of the meeting.

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

59. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. 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 Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

60. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, 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 member of the Council.

61. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, 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.

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

BYE-LAWS

63. The Council may from time to time make rescind and amend bye-laws for the management of the affairs of the Association: Provided that no bye-law shall have effect to the extent that it is inconsistent with the provisions of the Memorandum of Association of the Association or of these Articles.

ACCOUNTS

64. The Council shall cause proper books of account to be kept with respect to -

- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Association; and
- (C) the assets and liabilities of the Association.

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 Association and to explain its transactions.

65. 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 Council shall think fit, and shall always be open to the inspection of the members of the Council.

66. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting

any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

67. At the Annual General Meeting in every year the Council shall lay before the Association 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 Association) 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 Council 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, subject nevertheless to the provisions of section 158 (1) (c) of the Act, 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

68. Once at least in every year the accounts of the Association 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.

69. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

70. A notice may be served by the Association 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.

71. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association 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 and as provided by the Act, 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 Association.

72. 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

73. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Bernard Walton (BERNARD WALTON).	116 WYNCHATE, LONDON, N.21. Musician.
J. J. Beers TAN BEERS	48. RICHMOND ROAD MUSICIAN.
Alan Civil (ALAN CIVIL)	21. BROCKLEY PARK. LONDON, S.E. 23. MUSICIAN.
Gwyneth Brodie GWYDION BRODIE	119 ELAINE AVE LONDON W.9. (MUSICIAN)
George Crozier. (GEORGE CROZIER.)	51, Aldridge Rise, New Malden Surrey. Musician.
Gareth Morris. (GARETH MORRIS)	4 Alwyne Place Cambridge (indm N1). Musician.
Stanley Smith (STANLEY SMITH)	635 BOND ST Isleworth (MUSICIAN)
Arthur John Wilson.	8. ARTILLERY MANSIONS VICTORIA ST S.W. 1 Musician

D A T E D the 25th day of March 1964

WITNESS to the above Signatures:-

RAK Wright
9 OLD SQUARE,
LINCOLN'S INN,
LONDON W.C.2,
Barrister.

DUPLICATE FOR THE FILE.

No. 799297



Certificate of Incorporation

I Hereby Certify that

MUSICAL HARMONY LIMITED

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

Given under my hand at London this Second day of April
One Thousand Nine Hundred and Sixty Four.

L. S. Whitfield.

Assistant Registrar of Companies.

Certificate
received by

} *Goodman Derrick & Co*

Date

2nd April 1964