

871107 //

Certificate No.....

REGISTERED

10 FEB 1966

Form No. 41.

Filing Fee 5/-

## THE COMPANIES ACT, 1948.

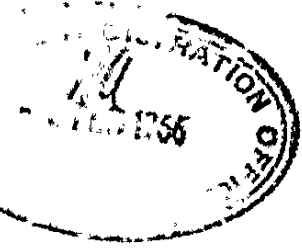
DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, when applying for Registration of a Company.

Insert the  
Name of the  
Company.

**CENTRAL NURSING AGENCY  
LIMITED.**

Presented for filing by

LEWIS, COATES & LUCAS, LTD.  
6-9, SURREY STREET,  
STRAND, LONDON, W.C2.



TELEPHONE. TEMPLE BAR 6927 (3 lines).

TELEGRAMS: "NUNCOMPLAN, ESTRAND, LONDON."

**LEWIS, COATES & LUCAS, LTD.**

Company Registration Agents

I, CHRISTINA MARY CRAWFORD  
of 17, MONTPELIER PLACE, LONDON,  
S.W.7

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
"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 PERSON  
NAMED IN THE ARTICLES OF ASSOCIATION  
AS A DIRECTOR  
413

of CENTRAL NURSING AGENCY

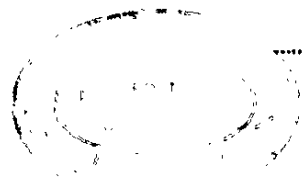
Limited, and that all the requirements of the Companies Act, 1948,  
in respect of matters precedent to the registration of the said  
Company and incidental thereto have been complied with, and I make  
this solemn Declaration conscientiously believing the same to be true  
and by virtue of the provisions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

Declared at South Kensington  
Greater London

Christina Mary Crawford

the 21 day of January 1966

Before me,  
[Signature]



Commissioner for Oaths. [or a Notary Public or  
Justice of the Peace.]

This margin is reserved for binding.

871107 / 2

REGISTERED

10 FEB 1966

Form No. 25.

Certificate No. ....



COMPANY LIMITED BY SHARES.

6.00 10/-

STATEMENT OF THE NOMINAL CAPITAL  
OF

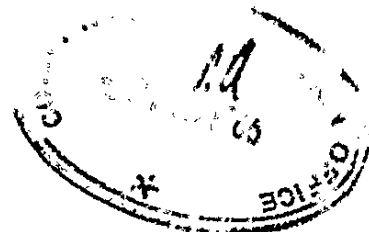
CENTRAL NURSING AGENCY  
LIMITED.

NOTE—The Stamp Duty on the Nominal Capital is Ten Shillings for  
every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association  
or other Documents when application is made for the Company to  
be registered.

Presented for filing by

LEWIS, COATES & LUCAS, LTD.  
6-9, SURREY STREET,  
STRAND, LONDON, W.C2.



TELEPHONE . TEMPLE BAR 6927 (3 lines).

TELEGRAMS : "NUNCOMPLAN, ESTRAND, LONDON."

LEWIS, COATES & LUCAS, LTD.  
Company Registration Agents

# THE NOMINAL CAPITAL

OF

CENTRAL NURSING AGENCY Limited,

is £ 100., divided into ONE HUNDRED

Shares of ONE POUND each.

Signature<sup>(1)</sup>

Chlorannd.

Officer

DIRECTOR.

Dated the 21st day of January 1966.

<sup>(1)</sup> This Statement should be signed by a Director, Secretary or other authorised officer of the Company



COMPANIES  
REGISTRATION

THE COMPANIES ACT, 1948.

871107

3

COMPANY LIMITED BY SHARES.

REGISTERED

10 FEB 1966

# Memorandum of Association

OF

CENTRAL NURSING AGENCY LIMITED

1. The name of the Company is "CENTRAL NURSING AGENCY LIMITED".

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

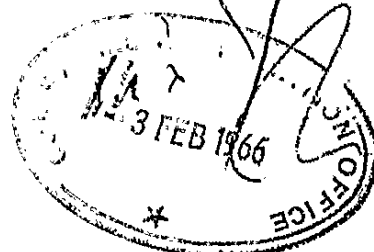
3. The objects for which the Company is established are :-

(a) (1) To establish, equip, and carry on nursing homes, convalescent homes, creches, hydropathic establishments, hotels and boarding houses.

(2) To undertake the training and supply of nurses and medical attendants.

(3) To carry on business as manufacturing and retail chemists and druggists, farmers, poultry farmers, gardeners, florists, licensed victuallers, innkeepers, wine and spirit merchants, tobacco merchants, and as manufacturers of, and dealers in, patients' requisites of all kinds.

LEWIS, COMES & LUCAS, LTD.  
6-9, SURVEY STREET,  
STRAND, LONDON, W.C.2



- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.

- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with un-employed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such Company.

- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.



- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into One hundred Shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.

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.
Catherine Lowell 11 Rossetti Gd. Man. S. W. 3. State Registered Nurse.	① N E.
CHRISTINA MARY CRAWFORD 17 MONTPELIER PLACE LONDON S. W. 7. STATE REGISTERED NURSE.	ONE

DATED the 21<sup>st</sup> day of January 1966

WITNESS to the above Signatures :

Arthur J. Sims ARTHUR J. SIMS  
44, Old Brompton Road,  
London,  
S.W. 7.  
Accountant

871107 / 4

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

Articles of Association

REGISTERED

FEB 1966

OF

CENTRAL NURSING AGENCY LIMITED

PRELIMINARY.

1. Subject as hereinafter provided, the regulations in Table "A" (Part 1) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act 1948, which is hereinafter referred to as "the Act", and accordingly :-

- (A) The right to transfer Shares is restricted in manner hereinafter provided.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.

187.

- (C) Any invitation to the Public to subscribe for any Shares or debentures of the Company is prohibited.
- (D) The Company shall not have power to issue share warrants to bearer.

SHARES.

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

LIEN.

4. The Company shall have a lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 11 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

CALLS ON SHARES.

5. In Clause 15 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES.

6. The following provision shall have effect and shall be added after Clause 23 of Table "A", viz :-

23.(A) Any Share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustees of the Will of a deceased Member or to a new Trustee for the purpose of effectuating the appointment of a new trustee or to the legatee or next-of-kin of a deceased Member or to a beneficiary under a trust created by a deceased Member.

7. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of Shares, whether fully paid or not, not being a transfer to a person who is already a Member of the Company or to a transferee under Clause 6 hereof. Clause 24 of Table "A" shall not apply.

CONVERSION OF SHARES INTO STOCK

8. Clauses 40 to 43 inclusive of Table "A" shall not apply.

GENERAL MEETINGS

9. In Clause 49 of Table "A" the words "one Member" shall be substituted for the words "two Members".

PROCEEDINGS AT GENERAL MEETINGS

10. Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.

11. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

12. Subject to the provisions of the Act a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

DIRECTORS

13. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz :-

75. The number of Directors shall not be less than two nor more than five, but the Company in General Meeting may reduce or increase these limits. The first Directors shall be CHRISTINA MARY CRAWFORD and CATHERINE LOVELL.

### POWERS AND DUTIES OF DIRECTORS.

14. Clause 79 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

79. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### DISQUALIFICATIONS OF DIRECTORS.

15. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

88. The office of Director shall be vacated if the Director :-

- (A) Fails to obtain his qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his qualification.
- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.
- (D) Is found lunatic or becomes of unsound mind.
- (E) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.
- (F) Resigns his office by notice in writing to the Company.

### ROTATION OF DIRECTORS.

16. In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted.

PROCEEDINGS OF DIRECTORS.

17. Clause 106 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

106. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be.

INDEMNITY.

18. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act, 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

ACCOUNTS.

19. The Directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information supported (if the Directors so desire) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt private company within the meaning of Section 129 of the Companies Act 1948.

SECRETARY.

20. The first Secretary of the Company shall be ALAN WRAY KNISELY.

Names, Addresses and Descriptions of Subscribers.

Catherine Lovell ~~M. R. M.~~  
11. Rossetti Sq. MANS. S.W.3.  
STATE REGISTERED NURSE C.L.

CHRISTINA MARY CRAWFORD  
17 MONTPELIER PLACE  
LONDON S.W.7.  
STATE REGISTERED NURSE.

DATED the 21<sup>st</sup> day of January 1966.  
WITNESS to the above Signatures:

Arthur J. Lewis  
44, Old Brompton Road,  
London,  
S.W.7.



C.173

DUPLICATE FOR THE FILE.

No. 871107



## Certificate of Incorporation

I Hereby Certify that

CENTRAL NURSING AGENCY LIMITED

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

Given under my hand at London this TENTH DAY OF FEBRUARY  
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

*L.S. Whisfield.*

Assistant Registrar of Companies.

Certificate  
received by

Date

No. of Company.....

Form 103.

# THE COMPANIES ACT, 1948.

Notice of Place where Register of Members is kept or of any Change in that Place.

(Pursuant to Section 110 (3).)

COMPANIES  
REGISTRATION

A 5s. Companies  
Registration Fee  
Stamp must be  
impressed here.

Name of Company..... Central Nubins Agency ..... Limited.

To the REGISTRAR OF COMPANIES.

..... Central Nubins Agency ..... Limited hereby gives you notice, in  
accordance with subsection (3) of Section 110 of the Companies Act, 1948, that the register  
of members of the company is kept at..... 19, Surrey Court Lane .....

Surrey Surrey

Signature.....

(State whether Director or Secretary)

Dated the..... Sixth ..... day of..... April ..... 1966

PUBLISHED AND SOLD BY

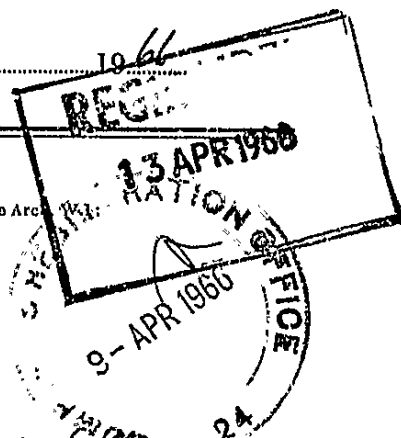
Waterlow & Sons Limited, 85 & 86, London Wall, London, E.C.2; 107, Park Lane, Marble Arch,  
77, Colmore Row, Birmingham, 3; 109, The Headrow, Leeds, 1.

Presented by

C. J. WHITE, Co

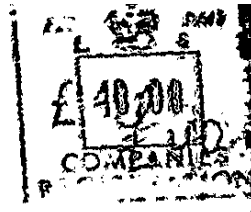
C.A. 15.

19 Surrey Court Lane, Surrey, Surrey



Number of 871107  
Company

38



The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

Central Nursing Agency LIMITED

Passed 13 May, 1975.

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at  
146 Gunnersbury Lane,  
London W3 9BA  
on the 13 day of May, 1975, the subjoined  
SPECIAL RESOLUTION duly passed, viz.:—

### RESOLUTION

The Name of the company 'Central Nursing Agency Ltd' be changed to 'C.B.C. Leisure Ltd'.

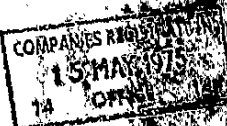
Signature

Director & Secretary

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).  
See section 143 (1) and (4) printed overleaf.

Printed and Published by The Solicitors' Law Stationery Society, Limited, Onez House, Breems Buildings, Fetter Lane,  
London EC4A 3DU and at Birmingham, Cardiff, Liverpool, Manchester and Glasgow.  
Companies 7



N.W.B. 939004



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 871107

138

I hereby certify that

**CENTRAL NURSING AGENCY LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**C.B.C. LEISURE LIMITED**

Given under my hand at London the 9th June 1975

*N Taylor*

N. TAYLOR

Assistant Registrar of Companies

871107/42

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

CBC LEISURE LIMITED

1. The name of the Company is CBC LEISURE LIMITED.
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:-
  - (a) (1) To establish, equip and carry on the business of retailers, wholesalers, manufacturers, exporters, importers, agents for the sale of and general merchants, dealers, marketers, suppliers and distributors of records, tapes, cassettes, cartridges, sheet music, musical instruments, audio and visual equipment and supplies of every and any description; of electrical apparatus, appliances, goods and equipment, recording, transmitting and recording equipment, tape recorders, record players, cassette and cartridge recorders, television sets, radios and other electrical equipment of all kinds; and to carry on any other trade or business whatever of a like or similar nature.
  - (2) To manage recording studios, to carry on the business of agents or managers for recording artists of any description.
  - (3) To carry on the business of organising, arranging, managing, marketing and supplying leisure and entertainment activities.

12

COMPANIES REGISTRATION  
- 8 AUG 1975  
46 OFFICE 46

- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.

- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with un-employed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such Company.

- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit; and in particular for Shares, debentures or other securities of other companies.



- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into One hundred Shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.

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>CATHERINE HOWELL 11 Rossetti Gd. Mans S.W.3.</p> <p>State Registered Nurse</p>	<p>ONE</p>
<p>CHRISTINA MARY CRAWFORD 17 Montpelier Place London S.W.7.</p> <p>State Registered Nurse</p>	<p>ONE</p>

DATED the 21st day of January 1906.

WITNESS to the above Signatures :-

ARTHUR J. SIMS  
44, Old Brompton Road,  
London,  
S.W.7.

Accountant.

Company Number 871107

41

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

CBC LEISURE LIMITED

Passed the 30th day of June 1975

AT an EXTRAORDINARY GENERAL MEETING of the Company  
duly convened and held on the 30th day of June 1975  
the following Resolution was duly passed as a  
SPECIAL RESOLUTION

RESOLUTION

That the regulations contained in the printed document  
now produced to the Meeting and signed by the Chairman  
for the purpose of identification be and they are  
hereby adopted as the Memorandum of Association of  
the Company in substitution for and to the exclusion of  
the existing Memorandum of Association.

*[Signature]*

.....  
CHAIRMAN

COMPANIES REGISTRATION  
- 8 AUG 1975  
46 OFFICE 46

72

CBC LEISURE LIMITED

NOTICE IS HEREBY GIVEN that an  
EXTRAORDINARY GENERAL MEETING of  
the above-named Company will be  
held at 146 Gunnersbury Lane, London W3  
on 30 June 1975  
at 8 pm

for the purpose of considering and,  
if thought fit, passing the following  
Resolution as a SPECIAL RESOLUTION:-

RESOLUTION

That the regulations contained in the printed  
document now produced to the Meeting and signed  
by the Chairman for the purpose of identification  
be and they are hereby adopted as the Memorandum  
of Association of the Company in substitution  
for and to the exclusion of the existing  
Memorandum of Association.

BY ORDER OF THE BOARD

*H. L. L. L.*  
SECRETARY

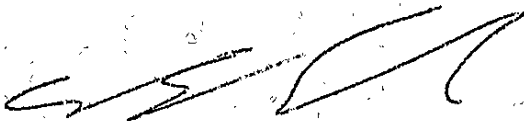
Registered Office:-

146 Gunnersbury Lane,  
London W3 9BA.

NOTE:

A Member of the Company who is entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote in his place. A proxy need not be a Member of the Company.

We, the undersigned, being all the Members of the above-named Company entitled to receive notice of and to attend and vote at the Meeting convened by the above Notice HEREBY CONSENT to the above Resolution(s) and to the Meeting being held notwithstanding that less than the statutory notice has been given:



Mr C P Borkowski



Mrs Borkowska

CBC LEISURE LIMITED

MINUTES of an Extraordinary General  
Meeting of the above-named Company  
held at 146 Gunnersbury Lane, London W3  
on 30 June 1975  
at 8.00 pm.

---

Present: C J Sedgwick  
C P Borkowski

1. The Chairman announced that a quorum was present and declared the Meeting open.
2. The Chairman announced that all the Shareholders of the Company had consented to the holding of the Meeting at short notice.
3. With the consent of all the members present the Notice convening the Meeting was taken as read.
4. The Chairman proposed as a Special Resolution the Special Resolution set out in the Notice and the Resolution was passed unanimously.

*JPB*

CHAIRMAN

THE COMPANIES ACTS 1948 TO 1967

---

COMPANY LIMITED BY SHARES

---

---

NEW MEMORANDUM OF ASSOCIATION

OF

CBC LEISURE LIMITED

---

Incorporated the 10th day of February 1966

(Adopted by Special Resolution passed on 30 June 1975)

COMPANIES REGISTRATION
- 8 AUG 1975
46 OFFICE 46

No. of Company.....871107/45

**THE COMPANIES ACTS 1948 to 1967****Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

Insert name  
of Company;  
delete "Limited"  
if not applicable

C.B.C. LEISURE

†State whether  
Ordinary or  
Extraordinary  
or Special  
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,  
that by a ~~Special~~ <sup>Ordinary</sup> Resolution of the Company dated the  
8<sup>th</sup> day of SEPTEMBER 1975 the nominal capital of the  
Company has been increased by the addition thereto of the sum of £ 19,900  
beyond the registered capital of £ 100

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
19,900	ORDINARY	£ 1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)  
subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new  
shares are  
Preference Shares  
state whether they  
are redeemable or  
not. If this space is  
insufficient the  
conditions should  
be set out  
separately by way  
of annexure.

(ALL SHARES TO HAVE EQUAL RIGHTS)

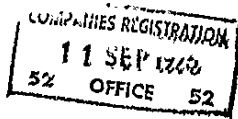
Signature ..... b/Redph

State whether Director | Director and Secretary  
or Secretary |Dated the 8<sup>th</sup> day of September 1975

Presented by

Presenter's Reference.....

C.J. SEDGWICK



(see notes overleaf)



Co. No. 871107

C.B.C. DEISURE LIMITED

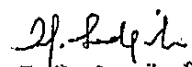
Minutes of a General Meeting of Members held on  
September 8th 1975.

---

Consent having been given by all the members to the meeting being held to consider an increase in nominal share capital of £19900, with less than the statutory notice, the meeting was duly convened.

It was agreed that the following resolution be and is hereby adopted:

THAT the authorized nominal share capital of the Company be increased from £100 to £20,000 divided into shares of £1 each."

  
C.J. Sedgwick, Chairman

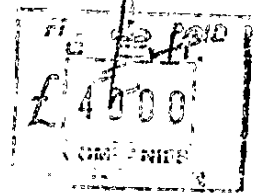
Signature of Members

  
C.P. Borkowski

  
C.J. Sedgwick



Company Number 871107



The Companies Acts 1948 to 1967

SPECIAL RESOLUTION

of

C.B.C. LEISURE LTD

Passed on 1st June 1978

AT AN EXTRAORDINARY GENERAL MEETING of the Members of  
the above named company duly convened and held on 1st  
June 1978 the following Special Resolution was duly  
passed:

THAT with the consent of the Board of  
Trade the name of the Company be changed  
to GREENSLEEVE'S RECORDS LIMITED.

*C J Sedgwick*  
C J Sedgwick  
Chairman



Misc 936752 740



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 871107

754

I hereby certify that

**C.B.C. LEISURE LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**GREENSLIEVES RECORDS LIMITED**

Given under my hand at Cardiff the 23RD JUNE 1978

12.7.78

*Assistant Registrar of Companies*

Number of } 871107 / 62  
Company }

*The Companies Acts 1948 to 1980*

COMPANY LIMITED BY SHARES

## Special Resolution

*(Pursuant to s. 141 (2) of the Companies Act 1948)*

OF

GREENSLEEVES RECORDS

LIMITED

Passed      3 January      , 19 82.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

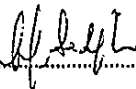
.      44 Uxbridge Road London W12

on the 3rd      day of      January      , 1982 the subjoined  
SPECIAL RESOLUTION      duly passed, viz. :—

### RESOLUTION

"That the Company make a two-for-one bonus issue to the shareholders to be paid for from the Company's reserves and that the 11,500 ordinary £1 shares so issued should rank pari passu with existing shares in every respect."

Signature .....



SECRETARY.

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.



NOTE.—To be filed within 15 days after the passing of the Resolution(s).



1  
Number of Company: 871107 870047 10.


SPECIAL RESOLUTION  
OF  
GREENSLEEVES RECORDS LIMITED

PASSED 24 February 1983

At an Extraordinary General Meeting of the above named Company, duly convened, and held at 44 Uxbridge Road London W12 on the 24th day of February 1983 the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

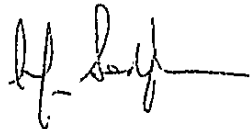
"That subsection 3(o) of the Company's Memorandum of Association be deleted and replaced by a new sub-section 3(o) which was produced to the meeting and is signed by the members for the purpose of identification."

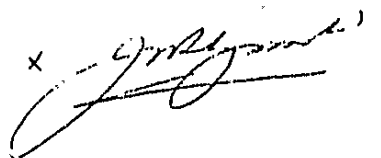
Signature  (Secretary)



To establish and maintain or procure the establishment and maintenance of any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments whether in money or moneys worth to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the Company, 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 company, or who are or were at any time 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, husbands, widows, widowers, families and dependants of any such persons, and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such 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.

Signed for identification  
Witness:

x 

x 

Certificate No. 871107

71.

THE COMPANIES ACTS 1948 TO 1967

\_\_\_\_\_  
COMPANY LIMITED BY SHARES  
\_\_\_\_\_

\_\_\_\_\_  
NEW MEMORANDUM OF ASSOCIATION  
OF  
GREENSLEEVES RECORDS LIMITED  
\_\_\_\_\_

Incorporated the 10th day of February 1966

(Amended by Special Resolution passed on 24 February 1983)



THE COMPANIES ACTS, 1948 TO 1967

---

COMPANY LIMITED BY SHARES

---

MEMORANDUM OF ASSOCIATION

OF

GREENSLEEVES RECORDS LIMITED

1. The name of the Company is Greensleeves Records Limited.

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

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

(a) (1) To establish, equip and carry on the business of retailers, wholesalers, manufacturers, exporters, importers, agents for the sale of and general merchants, dealers, marketers, suppliers and distributors of records, tapes, cassettes, cartridges, sheet music, musical instruments, audio and visual equipment and supplies of every and any description; of electrical apparatus, appliances, goods and equipment, recording, transmitting and recording equipment, tape recorders, record players, cassette and cartridge recorders, television sets, radios and other electrical equipment of all kinds; and to carry on any other trade or business whatever of a like or similar nature.

(2) To manage recording studios, to carry on the business of agents or managers for recording artists of any description.

(3) To carry on the business of organising, arranging, managing, marketing and supplying leisure and entertainment activities.



- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.

- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with un-employed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such Company.

- (o) To establish and maintain or procure the establishment and maintenance of any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments whether in money or moneys worth to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the Company, 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 company, or who are or were at any time 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, husbands, widows, widowers, families and dependants of any such persons, and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such 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.
- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid shares of the Company, with or without any preferred or special rights or privileges or by the issue of debentures or other securities with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid financially or otherwise any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company or any part thereof for any consideration thought fit and in particular for Shares debentures or other securities of other companies.

- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited. ✓

5. The Share Capital of the Company is £20,000 divided into One hundred Shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948. ✓

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>CATHERINE LOVELL 11 Rossetti Gd. Mans S.W.3.</p> <p>State Registered Nurse</p> <p>CHRISTINA MARY CRAWFORD 17 Montpelier Place London S.W.7.</p> <p>State Registered Nurse</p>	<p>ONE</p> <p>ONE</p>

DATED the 21st day of January 1906.

WITNESS to the above Signatures :-

ARTHUR J. SIMS  
44, Old Brompton Road,  
London,  
S.W.7.