

Number of } 1058397 |
Company }

THE COMPANIES ACTS 1948 to 1967

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

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

THE BUBBLE THEATRE COMPANY

LIMITED

Presented by

Presentor's Reference RHE/26

Stephenson Harwood & Tatham,

Saddlers Hall, Gutter Lane,

Cheapside, London, E.C.2.

Form No. 41
(No filing fee payable)

I, ALASDAIR KEITH GORDON

of Saddlers Hall, Gutter Lane, Cheapside,
London, EC2V 6BS.

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

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

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

of THE BUBBLE THEATRE COMPANY

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 1 Gresham Street
in the City of London

the 12th day of May

one thousand nine hundred and
twenty two

Alasdair K. Gordon

Before me,

McIntosh

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

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

8/6741R.

120

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING £20.00
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

1058397-2 OF -

THE BUBBLE THEATRE COMPANY LIMITED

1. The name of the Company (hereinafter called "the Company") is The Bubble Theatre Company Limited ✓

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

3. The object of the Company is the advancement of the education of the public through the promotion and support of the art of theatre and music, (including theatre, music hall, opera, music drama, ballet and all art forms consisting in whole or in part of words and/or music) particularly by the promotion and encouragement of theatrical companies. For the furtherance of the said object the Company shall have the undermentioned powers :-

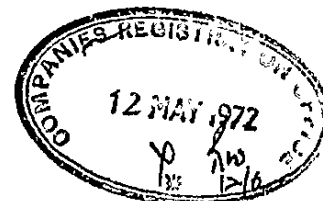
(A) In co-operation with theatrical companies and promoters of theatrical performances in the Greater London area and in other areas in the United Kingdom to co-ordinate and plan public theatrical performances given by theatrical companies and out of its income to support such theatrical companies.

(B) To procure to be prepared, printed, published or issued programmes, books, booklets or pamphlets and from time to time as necessary, to fix, make and receive such fees or charges therefore or for admission to or otherwise in respect of any such public theatrical performances referred to in the foregoing sub-clause (A).

(C) To borrow or raise money for the objects of the Company on such terms and on such security as necessary.

(D) To invest and deal with the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as necessary, 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.

(E) To secure the commission to pension and superannuation schemes of persons employed by the



✓

Company and to establish and support such schemes for the benefit of persons employed by the Company, and to grant pensions or retiring allowances to persons who have been employed by the Company or to their dependants.

- (F) To do all such other things as may be incidental or necessary to the attainment of the above principal object.

Provided that :-

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Company 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 Company would make it a Trade Union.
- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science, the Company 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 Board of Management or governing body of the Company 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 Board of Management or governing body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Board 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 Company were not incorporated.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding five per cent. per annum on money lent or reasonable and proper rent for premises

23

demised or let by any member of the Company; but so that no member of the Board of Management or governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such board 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 Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board 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.

5. The liability of the members is limited. ✓

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

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, 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 Company under or by virtue of clause 4 hereof such institution or institutions to be determined by the members of the Company 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.

4

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

John Neen. 145 B. ASHLEY GARDENS, WESTMINSTER
S.W.1.
Master Tailor. ✓
JOHN WELLS
MASTER TAILOR
John Richards 15 Rosebery Rd N10.
Production Manager ✓
JOHN RICHARDSON 15 ROSEBERY RD N 10
PRODUCTION MANAGER

DATED the *Twelfth* day of *May* 1972

WITNESS to the above Signatures :-

Richard Evans
Saddlers Hall, Gutter Lane, Cheapside,
London E.C.2.

Solicitor's Articled Clerk.

1058397/B

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

THE BUBBLE THEATRE COMPANY LIMITED

DEFINITIONS

1. In these articles unless there be something in the subject or context inconsistent therewith :-

"The Company" means The Bubble Theatre Company Limited.

"The Act" means the Companies Act 1948.

"The Statutes" means the Act and the Companies Act 1967, and every statutory modification or re-enactment thereof for the time being in force.

"The Articles" means these articles of association or other regulations of the Company for the time being in force.

"The Office" means the registered office for the time being of the Company.

"The Seal" means the common seal of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"The United Kingdom" means the United Kingdom of Great Britain and Northern Ireland.

"Month" means calendar month.

"In writing" and "written" include printing or lithography and other modes of representing or reproducing words in a visible form.

"Member" means member of the Company.

"The Arts Association" means the Greater London Arts Association.

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.

Words and expressions defined in the Statutes have the same meaning in these Articles.

OBJECTS

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

PRIVATE COMPANY

3. The Company is a private company and accordingly :-

(a) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty.

(b) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

(c) the Company shall not have power to issue share warrants to bearer.

(d) Regulation 3 of Part II of Table A in the First Schedule to the Act shall apply to the Company.

MEMBERS

4. The number of members with which the Company proposes to be registered is two, but the Board of Management may from time to time register an increase of members.

5. (a) The subscribers to the Memorandum of Association and such other persons as shall be unanimously appointed by the members for the time being of the Company shall be the members of the Company; provided that no person shall be admitted to membership unless and until he shall have consented in writing to become a member.

(b) A member may retire on giving notice in writing to the Company whereupon he shall cease to be a member and his name shall be removed from the register of members accordingly.

GENERAL MEETINGS

6. The Company shall in each year hold a general meeting as its annual general meeting at such time and place as may be determined by the Board of Management 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 Company holds its first annual general meeting within eighteen months after its incorporation it need

5

not hold it in the year of its incorporation or in the following year.

7. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.

8. The Board of Management 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 for by section 132 of the Act.

NOTICE OF GENERAL MEETINGS

9. 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 or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons (including the auditors) as are under these Articles or under the Act entitled to receive such notices from the Company; Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed :-

(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety five per cent of the total voting rights of all the members at that meeting.

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

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an extraordinary 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 Board of Management and of the auditors and the appointment of, and the fixing of the remuneration of, the auditors.

12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two members present in person or by proxy shall be a quorum. If at any time there shall only be one member of the Company that member may act for the purpose of appointing further members of the Company.

4

13. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board of Management (upon giving not less than 48 hours notice to the members) 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.

14. The Chairman of the Board of Management shall act as chairman at general meetings of the Company provided that if at any general meeting he is unable to be present or if he is not present within five minutes after the time appointed for holding the same the members present shall choose one of their number or one of the persons appointed to represent members under Section 139 of the Act or Article 27 to preside as chairman at such meeting. The chairman shall not be entitled to a casting vote in the event of equality of votes on any resolution.

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

16. 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 two members present in person or by proxy, or by a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

19. 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.

20. A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at general meetings (or being corporations, by their duly authorised representatives), shall for the purposes of these Articles be as effective as if the same had been passed at a general meeting of the Company, duly convened and held, and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in general meeting or by special or extraordinary resolution.

VOTES OF MEMBERS

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

22. Votes may be given on a show of hands or a poll either personally or by proxy.

23. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf. A proxy need not be a member.

24. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than twenty four hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

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

26. Any instrument appointing a proxy shall be in writing in the usual form or such other form as shall be approved by the Board of Management.

27. Any corporation which is a member may in writing authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual member.

BOARD OF MANAGEMENT

28. (a) The Board of Management shall consist of :-

- (i) the Chairman for the time being of the Arts Association;
- (ii) one Vice Chairman for the time being of the Arts Association to be nominated by the Executive Committee of the Arts Association;
- (iii) the Treasurer for the time being of the Arts Association;
- (iv) the Director for the time being of the Arts Association;
- (v) such other persons as shall be nominated by the Executive Committee of the Arts Association.

(b) The Executive Committee of the Arts Association shall be entitled at any time to remove from office any person nominated by it and to appoint any other person in his stead.

29. A member of the Board of Management need not be a member of the Company.

30. A member of the Board of Management who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Board of Management in accordance with Section 199 of the Act. Subject to such disclosure, a member of the Board of Management shall with the approval of the remaining members of the Board of Management present at the meeting, be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be taken into account in ascertaining whether a quorum is present.

31. Members of the Board of Management shall be entitled to have repaid to them out-of-pocket expenses incurred by them in or about the performance of their duties as such members.

32. Notwithstanding the provisions of Section 185 of the Act any person who has attained the age of seventy years may be appointed to be a member of the Board of Management in like manner and without further formality than is required in the case of a person who has not attained that age, and no member of the Board of Management shall vacate his office or be required to retire by reason of his having attained any particular age.

POWERS OF THE BOARD

33. The business of the Company shall be managed by the Board of Management who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these Articles required to be exercised or done by the Company

in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Board of Management which would have been valid if such regulation had not been made.

DISQUALIFICATION OF MEMBERS OF THE BOARD

34. The office of a member of the Board of Management 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 hold the office with The Arts Association by virtue of which he is a member of the Board of Management

(d) If he is removed by notice given pursuant to Article 28.

(e) If by notice in writing to the Company he resigns his office.

(f) If he ceases to hold office by reason of any order made under Section 188 of the Act.

(g) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

PROCEEDINGS OF THE BOARD

35. The Board of Management shall 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 two members shall form a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.

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

37. The Chairman of the Board of Management shall be entitled to preside at all meetings of the Board of Management at which he shall be present, but if no such Chairman be appointed or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting or be not willing to preside, the members of the Board of Management present shall choose one of their number to be chairman of the meeting.

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

39. All acts bona fide done by any meeting of the Board of Management or by any person acting as a member of the Board of Management 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 Board.

40. The Board of Management shall cause proper minutes to be made of all appointments of officers made by the Board of Management and of the proceedings of all meetings of the Company and of the Board of Management and all business transacted at such meetings, and any such minutes of any meetings, 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.

41. A resolution in writing signed by all the members of the Board of Management who are entitled to receive notice of a meeting of the Board of Management shall be as valid and effectual as if it had been passed at a meeting of the Board of Management duly convened and held and may consist of several documents in the like form each signed by one or more of the members of the Board of Management.

EXECUTIVE COMMITTEE

42. The Board of Management may delegate such of the powers exercisable by the Board of Management as the Board of Management may from time to time think fit, to an Executive Committee and the Board of Management may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as the Board of Management may consider expedient, and such powers may include a power of sub-delegation. Provided that any such Executive Committee or person or persons to whom any such powers are sub-delegated shall report to the Board of Management any decisions taken by it, him or them pursuant to such powers.

MODE OF NOMINATION

43. Any nomination, appointment, removal or like act required by these Articles to be made or done by any corporation or other body shall be validly made or done.

- (a) By writing under the seal of such corporation or other body, or
- (b) By resolution of the governing body of such corporation or other body, or
- (c) By writing signed by the chairman, secretary (or other

9
person approved for such purpose by the Board of Management of the Company) of such corporation or other body.

Such appointment, nomination or other act shall take effect from the time of its receipt by the Company.

ALTERNATES

44. (i) A member of the Board of Management who is unable to attend any meeting of such board may appoint any other person approved by the said Board to attend that meeting as his alternate;

(ii) An alternate member of the Board of Management shall be entitled to attend and (if his appointor is so entitled) to vote as a member of the Board of Management at a meeting for which he has been appointed and at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor at such meeting;

(iii) An alternate member of the Board of Management shall be deemed an officer of the Company and not the agent of his appointor;

(iv) An alternate member of the Board of Management shall cease to be such alternate if for any reason his appointment is revoked or his appointor ceases to be a member of the Board of Management;

(v) All appointments and revocations of appointments of such alternates shall be in writing under hand of the appointor left at the Office.

SECRETARY

45. The Secretary shall be appointed by the Board of Management 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 Board of Management 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 signature of any document as secretary by such assistant or deputy secretary shall be conclusive evidence that at the time of signature there was no secretary or no secretary capable of acting.

THE SEAL

46. The Board of Management shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board of Management. Every instrument to which the Seal shall be affixed shall be signed by a member of the Board of Management and shall be countersigned by the Secretary or by another member of the Board of Management or by some other person appointed by the Board of Management for the purpose.

ACCOUNTS

47. The Board of Management shall cause proper books of account to be kept with respect to :-

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

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

48. 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 Board of Management shall think fit, and shall always be open to the inspection of the members of the Board of Management.

49. At the annual general meeting in every year the Board of Management shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date 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 Board 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.

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

NOTICES

51. A notice may be given by the Company to any member, either personally or by sending it by post to his registered address (or if he has no registered address within the United Kingdom) to the address if any within the United Kingdom supplied by him to the Company for the giving of notice to him.

11
52. Notice of every general meeting shall be given in any manner hereinbefore authorised to -

- (A) every member, except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- (B) The members of the Board of Management and
- (C) The auditors for the time being of the Company.

53. 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

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

12

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Wells. 145 B. Ashley Gardens,
Westminster, S.W.1.

Master Tailor.
MASTER TAILOR

John Richardson 15 Rosebery Rd N10
Production Manager

JOHN RICHARDSON

DATED the Twelfth day of May 1972

WITNESS to the Signatures :-

Richard Evans

Saddlers Hall, Gutter Lane, Cheapside,
London E.C.2.

Subscribers Article Clerk.



CERTIFICATE OF INCORPORATION

No. 1058397

I hereby certify that

THE BUZZLE THEATRE COMPANY LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 16th June 1972

A handwritten signature in dark ink, appearing to read 'N. Taylor'.

(N. TAYLOR)

Assistant Registrar of Companies