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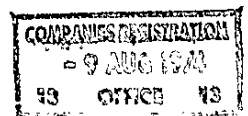
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MANCHESTER CAMERATA L. MTD

MEMORANDUM AND ARTICLES OF ASSOCIATION

Prepared by:

M. Colin & Co.,  
Chartered Accountants,  
Southport and Manchester.



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The Companies Act 1948 to 1967

COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

MANCHESTER CAMERATA LTD.

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Same

1. The name of the Company (hereinafter called "the Company") is "Manchester Camerata Ltd."
2. The Registered Office of the Company will be situate in England.
3. The Company is established to promote, maintain, improve, and advance education particularly by the production of concerts, operas, recitals, educational plays and the encouragement of the arts, including the arts of drama, mime, dance, singing and music, and to formulate, prepare and establish schemes therefor provided that all objects of the Company shall be of a charitable nature. And, as ancillary to the foregoing objects:-
  - (A) To present, promote, organise, provide, manage and produce such plays, dramas, comedies, operas, operettas, burlesques, films, broadcasts, concerts, musical pieces, puppet shows, ballets, entertainments and exhibitions, whether on any premises of the Company or elsewhere, as are conducive to the promotion, maintenance, improvement and advancement of education or to the encouragement of the Arts.
  - (B) To purchase, acquire and obtain interests in the copyright of or the right to perform or show any opera, play, mime, comedy, drama, film, film scenario, stage piece or musical composition which can be used or adapted for the objects of the Company.
  - (C) In furtherance of the objects of the Company to enter into agreements with authors, actors, dancers, composers, musicians, producers and script writers.
  - (D) To purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the Company.
  - (E) To retain or employ professional or technical advisers or workers in connection with the objects of the Company and to pay reasonable and proper fees for their services.

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- (F) To establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage or lend money or other assistance to any association, society or other body, coporate or incorporate, established for charitable purposes only and having primary objects wholly or partly similar to those of the Company and for the purpose of promoting the primary objects of the Company to co-operate with manufacturers, dealers, or other traders, and with the press and other sources of publicity.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and to hold, sell, lease or otherwise dispose of any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the objects of the Company and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- (H) To take any gift of property, whether subject to any trust or not, for any one or more of the objects of the Company.
- (I) To sell, let, mortgage, dispose of or turn to account all or any of the property assets of the Company as may be expedient in the promotion of its objects.
- (J) To undertake and execute any charitable trusts having primary objects wholly or partly similar to those of the Company and which may lawfully be undertaken by the Company.
- (K) To borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit, and whether by the creation and issue of debentures or debenture stock or otherwise.
- (L) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, 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.
- (M) To establish, promote, or assist any Company or Companies with charitable objects all or any of which are similar to the objects of the Company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for the purpose of carrying on any activity which the Company is authorised to carry on or for any other charitable purpose directly or indirectly calculated to benefit this Company in the furtherance of its objects.
- (N) To make any charitable donation either in cash or assets in furtherance of the primary objects of the Company.
- (O) To establish and support pension and superannuation 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.
- (P) To purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any one or more of the charitable associations, societies or bodies with which this Company is authorised to co-operate or federate.
- (Q) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.



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

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

5. The liability of the Members is limited.

6. The share capital of the company is £100 divided into one hundred shares of £1 each.

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

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

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

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Names, Address s and Descriptions  
of Subscribers

Number of shares taken by  
each subscriber

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John Maxwell Moritz,  
12 Reading Drive,  
Sale.  
Cheshire.

One

Raphael Conley,  
12 Sedgley Park Road,  
Prestwich,  
Manchester.

One

Dated this 23rd day of July 1973.

Witness to the above signatures:-

Michael Colin, Chartered Accountant.  
14 Argyle Road,  
Southport.



The Companies Act 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MANCHESTER CAMERATA LTD.

*still private*

PRELIMINARY

1. Regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall apply to the company save insofar as they are excluded or varied hereby and reference to the Act shall be construed as being references to the Companies Act 1948 with the following exceptions:

A. Articles 114-122, 128, 129 and 135 shall not apply.

B. Articles 76, 84(3), 84(4), and 108 shall not apply.

2. The company as a private company within the meaning of Section 28 of the Act and accordingly:-

- (a) it shall not offer any of its shares or debentures to the public for subscription, nor shall it have the power to issue share warrants to the bearer.
- (b) the number of members of the company (exclusive of persons who in the employment of the company and of persons who, having been formerly in the employment of the company, while in such employment and have continued after determination of such employment to be members of the company) shall not at any time exceed fifty. Provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of the Articles be treated as a single member.
- (c) the right to transfer shares in the company shall be restricted in the manner hereinafter appearing.

TRANSFER OF SHARES

3. A share may be transferred by a member or other person entitled to a transfer, to any member selected by the transferor, but no share shall be transferred to a person who is not a member as long as any member or person selected by the directors as one whom it is desirable in the interests of the company to admit to membership is willing to purchase the same at the fair value. For this purpose the company's auditors shall be the final arbiters of a fair value in the event of a dispute arising.

The directors may at their absolute discretion refuse to register a transfer.

GENERAL MEETINGS

4. The quorum necessary for the transaction of business at any general meeting shall be two members in person or by proxy and paragraph 53 of Table A shall be modified accordingly.

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5. Subject to the provisions of the Act a resolution in writing signed by all the members of the company for the time being entitled to receive notice of and to attend and to vote at Annual General Meetings (or being corporations by their duly authorized representatives) shall be valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

#### DIRECTORS

6. The number of directors shall be not less than two.

7. The following persons shall be the first directors of the company -

John Maxwell Moritz, 12 Reading Drive, Sale, Cheshire.

Raphael Gonley, 12 Sedgely Park Road, Prestwich, Lancashire.

Michael Colin, 14 Argyle Road, Southport, Lancashire.

8. The quorum necessary for the transaction of business at a directors meeting may be fixed by the directors and unless so fixed shall be two.

9. It shall not be necessary for a director present at any meeting of directors or committee of directors to sign his name in a book to be kept for that purpose, and Clause 86 of Table A shall be modified accordingly.

10. The office of a director shall be vacated:-

- (a) if he becomes bankrupt or insolvent or compound with his creditors.
- (b) if he becomes of unsound mind or be found a lunatic.
- (c) if he be convicted of an indictable offence (other than and except an offence arising out of or connected with the ownership or driving of a motor car or other vehicle or events connected with any such vehicle, or any ways relating thereto)
- (d) if by any reason of any order made under the Act he becomes prohibited from being a director.
- (e) if he absent himself from the meetings of the directors for a period of six months without special leave of absence from the other directors.
- (f) if he resign his office by one calendar months notice in writing given to the directors.

But any act done in good faith by a director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act written notice shall have been served upon the directors or any entries shall have been made in the minute book stating that such a director has ceased to be a director of the company.

11. Paragraphs 89-97 of Table A of the Act shall not apply.

12. Unless all members of the Board of Directors agree to waive their entitlement to notice, each director shall be entitled to receive seven days notice in writing of any proposed meeting of directors.

13. The Musical Director of the Manchester Camerata Orchestra shall be entitled to receive notice of all meetings of directors and shall be entitled to attend all Board Meetings but he may not vote at such Board Meetings or act or hold himself out to be a director of the company.

#### REGISTER OF DIRECTORS SHARE-HOLDINGS

14. The directors shall cause to be kept a register of the Director's holdings of Shares and Debentures of the company and of its subsidiary companies or holding companies (if any) as required by section 195 of the Act, and shall render the same available for inspection during the period any by the persons prescribed, and shall produce the same at every Annual General Meeting as required by and otherwise comply with the provisions of that section.

#### SECRETARY

15. The company shall have a secretary who shall be appointed by the Directors to fill any vacancy in that office.

The first secretary shall be - Michael Colin.

#### ALTERATION OF CAPITAL

16. The company may by ordinary resolutions:-

- (a) increase its share capital by new shares by such amount as it thinks expedient.
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (c) convert all or any of its paid up shares into stock, and reconvert that stock into paid up shares of any denomination.
- (d) sub-divide its shares, or any of them into shares of smaller amount: as is fixed by a Memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share, shall be the same as it was in the case of the share from which the reduced share is derived.
- (e) cancel shares which, on the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.



### VOTES OF MEMBERS

18. Clause 58 of Table A shall be modified to the extent that a poll may be demanded by two members present in person or by proxy instead of three members as therein provided.
19. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote only, and on a poll every member present in person or by proxy shall have one vote for every share held by him, upon which there are no cause in arrears.

### NOTICES

20. A notice may be served by the company upon any member whose registered place of address is in the United Kingdom, either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of business or residence.
21. Notice of a general meeting need not be given to any member in respect of any class of shares during any period in which by the terms of issue of such shares the holders are not entitled to receive notices of general meetings: Clause 134 of Table A shall be modified accordingly.

### SUBSCRIBERS

John Maxwell Morris,  
12 Reading Drive,  
Sale,  
Cheshire.

Solicitor

Raphael Conley,  
12 Sedgley Park Road,  
Prestwich,  
Manchester.

Musician

Dated this 23rd Day of July, 1973

Witness to the above signatures:-

Michael Colin,  
14 Argyle Road,  
Southport.

Chartered Accountant

