

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block
lettering

*Insert full name
of Company

†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

Form No. 412a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

1692928-11

1692928-11

Name of Company

THE PAVILION

I, Malcolm John Lynch
of 36, Hartley Grove, Woodhouse, Leeds LS6 2LD

do solemnly and sincerely declare that I am a person named as director in the statement
delivered under Section 21 of the Companies Act 1976

of THE PAVILION

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent 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 Leeds in the County of
West Yorkshire

the 18th day of December

One thousand nine hundred and eighty two

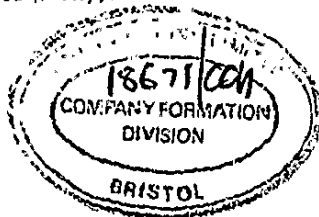
before me John Bennett

38 A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths John Bennett, Solicitor
38, Headingley Ave. Leeds 6

Signature of Declarant

Malcolm J. Lynch

Presenter's name, address and
reference (if any):



Printed & Supplied by:-

Jordan & Sons Limited Legal and Information Services, Printers and Publishers,
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For official use
New companies section

Post room

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF
THE PAVILION

1. The name of the Company is "THE PAVILION".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(1) To further and advance the visual arts and in particular photography as an art, and to promote public knowledge appreciation and understanding thereof.

In furtherance of the above but not otherwise the Company shall have the following powers:-

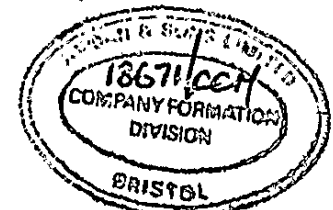
(2) (a) To encourage organize and conduct public exhibitions of the visual arts, photographs and photographic art, apparatus and literature.

(b) To acquire, collect and preserve for the public benefit examples of the visual arts and photography of historic or artistic interest or importance and to make available for the public benefit literature, books, articles, slides and tapes relating to the visual arts.

(c) By means of research, instruction, information, advice, lectures, seminars, publications, sources of reference and otherwise to increase and to make publicly available information in any form whatsoever concerning the visual arts and in particular photographic art, literature, apparatus and history and to encourage, undertake and co-ordinate research into art's history, teaching practice, criticism and social application.

(d) To provide facilities to the public, local schools, community groups, galleries, libraries and museums for the promotion of the visual arts both practically and theoretically.

(e) To raise moneys for the purposes of the Company by appeal, collection, advertisement and other customary methods including the holding of public competitions, lectures, exhibitions, demonstrations, discussions and meetings to which a charge is made for entry (but without distinction between members of the Company and others) and to accept any gifts or transfers of any property real or personal however made whether outright or subject to any terms conditions or covenants or to any charitable trusts, compatible with the objects of the Company.



(f) To grant pensions and retirement benefits to or for employees or former employees and to the widowers, widows, children and other dependents of deceased employees (who are in necessitous circumstances) and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees their widowers, widows, children and other dependants.

(g) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof.

(h) To purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any one or more of the charitable organisations, institutions, societies or bodies with which this Company is authorised to amalgamate.

(i) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.

(j) To undertake and execute any charitable trusts necessary for the furtherance of the objects of the Company.

(k) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects.

(l) To acquire, establish, equip, furnish and maintain exhibition galleries, museums, lecture and demonstration halls, libraries, meeting rooms, archives, records, cafe and refreshment, office and workshops and similar accommodation such as the Company shall consider best calculated to promote the Company's objects.

(m) To buy, borrow, or otherwise acquire and to sell, lend or otherwise deal in works of literature, art works, reproductions and apparatus of historic or artistic interest, to engage in or procure the printing and publication of works of literature and to obtain and furnish expert advice on matters relating to the visual arts.

(n) Subject to Clause 4 hereof to employ and pay architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff for the purpose of fulfilling the objects of the Company.

(o) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.

(p) To borrow and raise money for the purposes of the Company in such manner and on such security as the Company may think fit.

(q) 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.

(r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.

(s) To establish and support or aid in establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.

(t) To do all such other lawful things as are necessary for the attainment of the above objects 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 objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, 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 or the Charity Commissioners 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 shall be applied solely towards the promotion of its objects 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 members of the Company, and no member of its Council of Management or Governing Body shall be

appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

(a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its Council of Management or Governing Body for any services rendered to the Company;

(b) of interest on money lent by any member of the Company or of its Council of Management or Governing Body at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent whichever is the greater;

(c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or Governing Body;

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100th part of the capital of that company; and

(e) to any member of its Council of Management or Governing Body of out-of-pocket expenses.

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 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 other charitable object.

WE, the several persons whose names and addresses are subscribed,
are desirous of being formed into a Company, in pursuance of this
Memorandum of Association.

Names, addresses and descriptions of Subscribers

Helen Barbara Kozich
30, Autumn Place
Leeds 6
graphic Designer

Dr. Griselda Frances Sinclair Pollock
2, Regent Park Terrace
Leeds 6
Lecturer

Ms Janet Christina Bonner Taylor
12, Remondway House,
Leeds 8.
lecturer

Janet Wolff
12 Grove Gardens
Leeds LS6
Lecturer

Beryl Kate Russell
7 Clarence Grove
Horsforth
Leeds LS18 4LA
Lecturer.

B. A. Birks
529, Street Lane
Moortown
Leeds LS17
photographer

Caroline Hilary Ascott
29 Glossop Street
Leeds 6
Art Historian

Dated 18th December 1982

Witness to the above Signatures:-

Elizabeth Rodgers
29 Victoria Road,
Leeds 6
Teacher

100
THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

1692928/3

ARTICLES OF ASSOCIATION OF

THE PAVILION

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act, 1948.

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

"secretary" means any person or persons appointed to perform the duties of the secretary of the Company.

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

MEMBERS

2. The number of members with which the Company proposes to be registered is seven, but the directors may from time to time register an increase of members.

3. The subscribers to the Memorandum of Association and such other persons as the directors shall admit to membership shall be members of the Company.

GENERAL MEETINGS

4. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General

Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the directors shall appoint.

5. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6. The directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act.

NOTICE OF GENERAL MEETINGS

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and 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 as are, under the Articles of the Company, 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 representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided four members present in person shall be a quorum.

11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.

12. At every General Meeting of the Company the members present shall elect one of their number to be chairman of the meeting.

13. 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

14. 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 on the declaration of the result of the show of hands) demanded:-

(a) by the chairman; or

(b) by at least two members present in person or by proxy;
or

(c) by any 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.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings 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 such resolution.

The demand for a poll may be withdrawn.

15. Except as provided in Article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

16. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith.

VOTES OF MEMBERS

64

Signed this day of 19 ."

BORROWING POWERS

31. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

32. The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid 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 directors which would have been valid if that regulation had not been made.

33. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

34. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

35. The directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the directors, and of committees of directors;

and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

36. The office of director shall be vacated if the director:-

- (a) holds any office of profit under the Company; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a director by reason of any order made under section 188 of the Act; or
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (e) resigns his office by notice in writing to the Company; or
- (f) ceases for any reason to be a member of the Company;
- (g) Unless and until otherwise determined by the Company by ordinary resolution, either generally or in any particular case, no director shall vacate or be required to vacate his office as director on or by reason of his attaining or having attained the age of seventy and any director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a director shall be capable of being re-appointed or appointed, as the case may be, as a director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any director or person proposed to be re-appointed or appointed as such.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF DIRECTORS

37. At the first Annual General Meeting of the Company all the directors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the directors for the time being or, if their number is not three or a multiple of three, then the number nearest, but not greater than one-third, shall retire from office. The director retiring shall retain office until the close of the meeting.

38. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

39. A retiring director shall be eligible for re-election.

40. The Company at the meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.

41. No person other than a director retiring at the meeting shall unless recommended by the directors be eligible for election to the office of director at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

42. The Company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

43. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.

44. The Company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.

45. The Company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding Article. Without prejudice to the powers of the directors under Article 45 the Company in General Meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

PROCEEDINGS OF DIRECTORS

46. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the

requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.

47. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be four.

48. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of summoning a General Meeting of the Company, but for no other purpose.

49. At every meeting of the directors of the Company the directors present shall elect one of their number to be chairman of the meeting.

50. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

51. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

52. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

53. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director 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 and was qualified to be a director.

54. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

SECRETARY

55. Subject to Section 21(5) of the Companies Act, 1976 the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them: Provided always that no director may occupy the salaried position of secretary.

56. Where two or more persons are appointed joint secretaries of the Company such persons shall act jointly and severally in the affairs of the Company.

57. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

58. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

ACCOUNTS

59. The directors 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.

60. The accounting records shall be kept at the registered office of the Company or, subject to Sections 12(6) and (7) of the Companies Act 1976, at such other place or places as the directors think fit, and shall always be open to the inspection of the officers of the Company.

61. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in General Meeting.

62. At the Annual General Meeting in every year the directors 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 not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such

balance sheet shall be accompanied by proper reports of the directors 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 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 Auditor's report shall be open to inspection and be read before the meeting as required by the Act.

AUDIT

63. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

64. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Sections 14 and 23A of the Companies Act 1967, Sections 13 to 18 of the Companies Act 1976 and Sections 7 and 12 of the Companies Act 1981.

NOTICES

65. A notice may be given by the Company to any member either personally or by sending it by post to him or 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. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

66. 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 auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

67. Subject to the Act every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

Names, addresses and descriptions of Subscribers

Helen Blozich

Helen Barbara Kozich
30 Autumn Place
Leeds 6
Graphic Designer

C. Pollock

Dr Eriselda Frances Sinclair Pollock
2, Regent Park Terrace,
Leeds 6
Lecturer

Janet Taylor

JANET CHRISTINA BOURNE TAYLOR
12 ROUNHAY AVENUE
Leeds 8
Lecturer

Janet Wolff

DR JANET ANN WOLFF
12 Grove Gardens
Leeds LS6
Lecturer

Beryl Kate Russell

BERYL KATE RUSSELL
7 Clarence Grove
Horsforth
Leeds LS18 4LA
Lecturer

B. A. Barnes

BARBARA ANN BARNES
52 1/2 Street Lane
Moortown
Leeds LS17
Photographer

Caroline Hilary Ascott

CAROLINE HILARY ASCOTT
29 Blossop Street
Leeds 6
Art Historian

Dated 18th December 1982

Witness to the above Signatures:-

Elizabeth Rodgers

Elizabeth Rodgers
29, Victoria Road,
Leeds 6
Teacher

THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

1

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold black lettering

*delete if
inappropriate

Company number

1692928/14

Name of Company

THE PAVILION
Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

235, WOODHOUSE LANE, LEEDS 2, WEST YORKSHIRE

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

☐

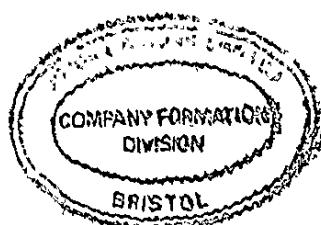
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If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

6

Presenter's
reference (if any):

19671/CC4



For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

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Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	SUSAN GATSKELL	Business occupation	TRAINEE ACCOUNTANT
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	29, RICHMOND ROAD, LEEDS 5.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 16.5.1982	

Name (note 2)	ELIZABETH ANNA WHYATT.	Business occupation	LOCAL GOVERNMENT OFFICER
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	84, POTTERNEWTON LANE, LEEDS 7	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
INDUSTRIAL COMMON OWNERSHIP MOVEMENT LIMITED			
LEEDS TRADES COUNCIL UNEMPLOYMENT CENTRE LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date 16.5.1982	

Name (note 2)	MALCOLM JOHN LYNCH	Business occupation	TRAINEE SOLICITOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	36, HARTLEY GROVE, LEEDS LS6 2LD	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 16.5.1982	

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Important
The particulars
to be given are
those referred to
in section 21(2)(b)
of the Companies
Act 1976 and
section 200(3) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	SHIRLEY JANE MORENO
Former name(s) (note 3)	
Address (notes 4 & 7)	51, CARBERRY ROAD, LEEDS 6
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>S. J. Moreno</i> Date <i>16.5.1982</i>

Name (notes 2 & 7)	CAROLINE TAYLOR
Former name(s) (note 3)	
Address (notes 4 & 7)	2, CHESTNUT AVENUE, LEEDS 6
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>C. Taylor</i> Date <i>16.5.1982</i>

*as required by
Section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

*delete as
appropriate

Signature *C. Brown* [Subscriber] ~~[Agent]~~ Date *16.5.82*

Signature *H. B. Kozich* [Subscriber] ~~[Agent]~~ Date *16.5.1982*



Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 1
to Form No. 1

Company number

169 2928

Please complete
legibly, preferably
in block type, or
bold block following

Name of Company

THE PAVILION	Limited*
--------------	----------

Particulars of other directors (continued)

Name (note 2)	JOHN TAGG	Business occupation	ART HISTORIAN
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	FLAT 4, 9 BACK BURTON CRESCENT, HEADINGLEY, LEEDS LS6 4DN	Date of birth (where applicable) (note 6)	
I hereby consent to act as director of the company named on page 1			
Signature	John Tagg	Date	26-2-82.

Particulars of other directorships

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delete if
inappropriate



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1

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THE COMPANIES ACTS 1948 TO 1980



Statement of first directors and
secretary and intended situation
of registered office

Continuation sheet No. 2
to Form No. 1

Company number

1692928

Please complete
legibly, preferably
in block type, or
bold block lettering

Name of Company

THE PAVILION

Limited*

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2) HELEN BARBARA KOZICH

Business occupation

ARTIST

Former name(s) (note 3)

Nationality

Address (note 4) 2, MEADOW VIEW, LEECHES 6

AMERICAN (U.S.A.)

Date of birth (where applicable)
(note 6)

I hereby consent to act as director of the company named on page 1

Signature

Helen Barbara Kozich

Date 16.5.1982

Particulars of other directorships

† delete if
inappropriate



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THE COMPANIES ACTS 1948 TO 1980



Statement of first directors and secretary and intended situation of registered office

Please complete
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in black type, or
bold block lettering

Continuation sheet No. 3
to Form No. 1

Company number

1692928

* delete if
inappropriate

Name of Company

THE PAVILION

Limited*

Particulars of other directors (continued)

Name (note 2)	JENNY TAYLOR	Business occupation
		LECTURER
Former name(s) (note 3)		Nationality
Address (note 4)	12, ROUNDHAY AVENUE, LEEDS 8	BRITISH
		Date of birth (where applicable) (note 6)
I hereby consent to act as director of the company named on page 1		
Signature <u>Jenny Taylor</u>		Date <u>16.5.1982</u>

Particulars of other directorships

† delete if
inappropriate



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THE COMPANIES ACTS 1948 TO 1980



Statement of first directors and
secretary and intended situation
of registered office

Continuation sheet No. 4
to Form No. 1

Company number

1692928

Please complete
legibly, preferably
in block type, or
bold block lettering

* delete if
inappropriate

Name of Company

THE PAVILION

Limited*

Particulars of other directors (continued)

Name (note 2) GRISelda FRANCES SINCLAIR POLLOCK

Business occupation

LECTURER

Former name(s) (note 3)

Nationality

Address (note 4) 2, REGENT PARK TERRACE, LEADS 6

AMERICAN (U.S.A.)

Date of birth (where applicable)
(note 6)

I hereby consent to act as director of the company named on page 1

Signature as above

Date 16.5.1982

Particulars of other directorships

† delete if
inappropriate



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THE COMPANIES ACTS 1948 TO 1980



Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 5
to Form No. 1

Company number

1692928

Please complete
legibly, preferably
in block type, or
bold block lettering

Name of Company

THE PAVILION

Limited*

Particulars of other directors (continued)

Name (note 2) JULIETH MARY THOMAS

Business occupation

OFFICE MANAGER

Former name(s) (note 3) nee STEEL

Nationality

BRITISH

Address (note 4) 8, MANVILLE AVENUE, LEEDS LS6 1N

Date of birth (where applicable)
(note 5)

I hereby consent to act as director of the company named on page 1

Signature Julieth Thomas

Date 16.5.1982

Particulars of other directorships

* delete if
inappropriate

* delete if
inappropriate



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Please complete
legibly, preferably
in black type, or
bold block lettering.

Note

This declaration
should accompany
the application for
the registration of
the company.

* Insert full name
of company

† Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland a
Solicitor)
engaged in the
formation of the
company, or a
person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of
the Companies
Act 1976

THE COMPANIES ACTS 1948 TO 1981

Declaration on application for the registration of a company exempt from the requirement to use the word "limited".

Form No. 51

61

Pursuant to section 25 (4)(a) of the Companies Act 1981

For official use

Company number

111111

1692028/5

Name of Company

THE PAVILION

Malcolm John Lyden
of 26, Hartley Grove,
Woodhouse, Leeds LS6 2LD.

being a person named as director in the statement delivered under Section 21
of the Companies Act 1976

18. OF THE PAVILION

do solemnly and sincerely declare that the company is a company to which section 25 of the
Companies Act 1981 applies.

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 Leeds
in the County of West Yorkshire

the 18th day of December

One thousand nine hundred and eighty two

before me John Bennett

A Commissioner for Oaths or Notary Public or Justice
of the Peace or Solicitor having the powers conferred
on a Commissioner for Oaths.

John Bennett
Solicitor
38 Hensington Ave
Leeds LS6 2LD.

Signature of Declarant

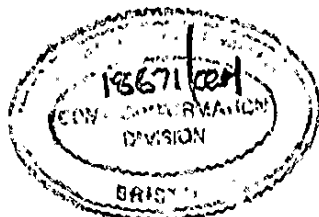
Malcolm J. Lyden

Presenter's name, address and
reference (if any):

For official use

New companies section

Post room





THE COMPANIES ACTS 1948 TO 1976
CONTINUATION SHEET NUMBER 6

Form No. 1

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

1

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in black type, or
bold black lettering

*delete if
inappropriate

Company number

169292819

Name of Company

THE PAVILION
Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

235, WOODHOUSE LANE, LEEDS 2, WEST YORKSHIRE

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

--

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

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Presenter's
reference (if any):

18671/CM

For official use

General section

Post room

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The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

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Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

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write in this
binding margin



Important

The particulars
to be given are
those referred to
in section 21 (2) (b)
of the Companies
Act 1976 and
section 200(3) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	DINAH CLARK
Former name(s) (note 3)	
Address (notes 4 & 7)	10, BLENHEIM CRESCENT, LEEDS LS2 9AT
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Dinah Clark</i> Date 16.5.1982

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*as required by
Section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

†delete as
appropriate

Signature *C. Brown* [Subscriber] [Agent]† Date 16.5.82

Signature *H. B. Kozich* [Subscriber] [Agent]† Date 16.5.1982

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1692928

I hereby certify that

THE PAVILION

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 20TH JANUARY 1983

A handwritten signature in black ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies