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Please do not
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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. 41
41a

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

For official use

Company number

[] [] [] [] [] [] [] [] [] []

1828640

Name of Company

BRIT-AM DRAMA ACADEMY

I, WILLIAM JAMES BENSON JOWITT

of CITY WALL HOUSE, 79-83 CHISWELL STREET, LONDON, EC1Y 4TJ

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

of BRIT-AM DRAMA ACADEMY

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 21, 24 Chiswell Street

London EC1

the 6th day of June

One thousand nine hundred and eighty four

before me N. E. LUTHER

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

Signature of Declarant

W. J. Benson Jowitt

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

BISCHOFF & CO.
CITY WALL HOUSE,
79-83 CHISWELL STREET,
LONDON, EC1Y 4TJ

K/RP

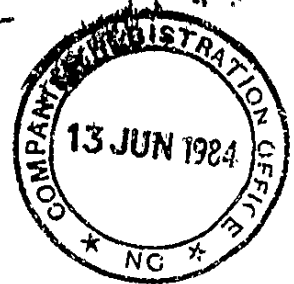
For official use
New companies section



1 P F. 111 ✓ ✓
The Companies Acts, 1948 to 1981

1828660 12
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
BRIT-AM DRAMA ACADEMY



1. The name of the Company (hereinafter called "the Academy") is "BRIT-AM DRAMA ACADEMY".
2. The registered office of the Academy will be situate in England.
3. The objects for which the Academy is established are any objects or purposes regarded by the Law of England and Wales as exclusively charitable and in particular (but without prejudice to the generality of the foregoing):-
 - (A) (i) the advancement of education and the benefit of the community by stimulating and giving instruction in all aspects of the performing and theatrical arts
 - (ii) to establish maintain and support classes, residential and other courses, summer schools and seminars for students of the performing and theatrical arts and to confer and grant diplomas, certificates, licences, fellowships and other academic distinctions or qualifications on and to persons who shall have pursued a scheme of study or research approved by the Academy and/or shall have passed the examinations or other tests prescribed by the Academy; and
 - (iii) to provide financial assistance to enable persons to attend such residential classes, and other courses, summer schools and seminars as aforesaid in the United Kingdom and elsewhere.
- (B) For the purposes only of attaining and in such manner and to such extent as shall further the attainment of the main objects of the Academy as hereinbefore set out to exercise all or any of the following powers:

- (i) To pay and discharge any rent rates taxes

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472600-



200 chaff
£ 60

costs of insurance improvements repairs or other outgoings or liabilities payable from time to time in respect of any property held by or on behalf of the Academy and to pay and discharge all expenses incurred in the exercise of any powers conferred upon the Academy by or in conformity with this Memorandum of Association or by any assurance to the Academy of any freehold leasehold or other property and any legal or administrative expense payable from time to time in connection with any property held subject thereto.

- (ii) To negotiate for and purchase take on lease or by any other means acquire and hold any real or personal property or rights whatsoever to enter into such contracts and covenants to purchase and to construct convert and maintain any houses or other buildings in furtherance of the main object as hereinbefore set out.
- (iii) (In addition to any statutory or other power) to occupy or permit to be occupied the whole or any part of the freehold or leasehold properties held by or on behalf of the Academy and to permit such occupation for such period or periods and in consideration of proper rent or other payment or to permit such occupation for charitable purposes only or by charitable bodies for such period or periods and in consideration of such rent or other payment (if any) and generally upon such terms and conditions as the Academy shall determine.
- (iv) (In addition to any statutory or other power but subject to any consent required by law) to raise any money required for the purposes of the Academy by mortgage or charge of any such freehold or leasehold properties or any part thereof in such manner in all respects as the Academy may from time to time determine and so that no mortgagee or chargee shall be concerned to see that any money so raised is wanted or that no more than is wanted is raised or to enquire as to the purposes for which the same is raised.
- (v) (Subject to any consent required by law) at any time or times to sell call in or convert into money the whole or any part or parts of the investments and property held by or on behalf of the Academy and so that the net

proceeds of sale and the income thereof shall be held by or on behalf of the Academy.

- (vi) To invest the monies produced by such sale calling in or conversion and any other monies for the time being held by or on behalf of the Academy and also any income held by or on behalf of the Academy and for the time being unapplied in the name or under the control of the Academy in or upon any investments hereby authorised with power to vary or transpose investments for or into others of any nature hereby authorised.
- (vii) To accept or disclaim any property real or personal which may from time to time be devised bequeathed or given to the Academy or as an addition or accretion to the funds or property of the Academy.
- (viii) In any part of the world to appeal for and to borrow or raise funds or money with or without security and upon such terms (as to interest or otherwise) as the Academy shall think fit and for such purposes or any of them to employ or engage any person or organisation at such remuneration and generally on such terms as the Academy shall think fit.
- (ix) To make such rules and regulations for the management and administration of the Academy and for matters connected therewith as the Board of Governors or Governing Body of the Academy shall in their discretion think fit and from time to time to so add amend vary revoke or replace any such rules and regulations but so that nothing in this sub-clause shall be deemed to authorise any application of any part of the investments and property held by or on behalf of the Academy or the income thereof otherwise than in conformity with this Memorandum of Association.
- (x) To appoint and constitute such committees boards or bodies (whether advisory or not) as the Academy may consider desirable for the better management and administration of the Academy and (pursuant to the general power in that behalf conferred by sub-clause (ix) of this clause) to make amend vary revoke and replace rules and regulations for the purpose of defining their functions powers and organisation and also (if the Academy shall

think fit) to pay an honorarium or fee or salary to and defray expenses incurred by any member of such committee board or body appointed as aforesaid.

- (xi) To employ and pay a Secretary and such other officials or staff as the Academy may deem proper and to enter into any service agreements which it may consider desirable, determine any such employment upon such terms as the Academy may decide and to enter into and defray the cost or any part of the cost of any Pension or Superannuation Scheme which the Academy shall think proper for the benefit of any such Secretary or any other officials or staff whom the Academy shall so employ.
- (xii) To acquire or promote any company and to accept and retain or refuse any new shares stocks debentures or debenture stock in any company or undertaking which may be allotted to the Academy.
- (xiii) To hold and administer property and sums of all kinds on behalf of clubs or societies constituted for the purpose of promoting the objects of the Academy consisting wholly or mainly of members of the Academy.
- (xiv) To promote or assist in promoting any charitable trust or trusts or any society or company proposed to be incorporated by Act of Parliament or Royal Charter or under the Companies Acts, 1948 to 1967 (or any modification or re-enactment thereof) being a body of persons established for charitable purposes only with a view to such trust or trusts or such society or company taking over and carrying on the undertaking of the Academy and to transfer to any such trust or trusts society or company the whole or any part or parts of the investments and property held by or on behalf of the Academy and the income thereof and to delegate and transfer to the trustees of any such trust or trusts or to any such society or company all or any of the powers and discretions conferred herein on the Academy.
- (xv) To co-operate with any other charity on such terms as the Academy may deem appropriate and if thought fit to transfer to any other charity or charities the whole or any part of the investments and property held by or on

behalf of the Academy or income thereof.

- (xvi) Generally to do all such other acts and things as are necessary to the attainment of the above objects or any of them.

Provided that:

- (i) In case the Academy shall take or hold any property which may be subject to any trusts, the Academy shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Academy shall not support with its funds any object, or endeavour to impose or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Academy would make it a Trade Union.
- (iii) In case the Academy 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 Academy 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 Governors or Governing Body of the Academy 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 Governors or Governing Body have been if no incorporation had been effected and the incorporation of the Academy shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of State for Education and Science over such Board of Governors or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Academy were not incorporated.

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

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Academy or to any member of the Academy in return for any services actually rendered to the Academy, nor prevent the payment of interest at a rate not exceeding 2 per cent. less than the base lending rate for the time being of Midland Bank plc or 3 per cent. whichever is the greater per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Academy; but so that no member of the Board of Governors or Governing Body of the Academy shall be appointed to any salaried office of the Academy or any office of the Academy paid by fees and that save as aforesaid no remuneration or other benefit in money or monies worth shall be given by the Academy 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 Academy; provided that nothing herein shall preclude the payment to any company of which a member of the Board of Governors 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. Any member of the Board of Governors or Governing Body of the Academy who shall be engaged in any profession or business shall be entitled to charge and be paid out of the funds of the Academy his usual professional charges or other charges for work or business done or transacted by him or his firm in the execution or otherwise in relation to the activities of the Academy.

6. The liability of the members is limited.

7. Every member of the Academy undertakes to contribute to the assets of the Academy, 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 Academy contracted before he ceases to be a member, and of the costs charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1 (One Pound).

8. If upon the winding up or dissolution of the Academy 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 Academy, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Academy, 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 Academy under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Academy at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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

Names, Addresses and Descriptions of Subscribers

1st Subscriber	Signature	<i>Tom Martin</i>	/
	Address	Lambert House, 120 Brixton Road, London S.W. 9. 6AP.	
	Occupation	Theatre Director.	
2nd Subscriber	Signature	<i>Anthony Colman</i>	/
	Address	4, ESSEX COURT, TEMPLE, LONDON EC4Y 9AJ.	
	Occupation	BARRISTER.	
3rd Subscriber	Signature	<i>Anthony Colman</i>	/
	Address	Quarry House, Cookham, Bucks.	
	Occupation	Company Director.	
4th Subscriber	Signature	<i>Andrew Leigh</i>	/
	Address	30 DUNDONHILL ROAD London SW19	
	Occupation	Theatre manager	
etc		<i>Bruce Morton</i>	/
		26 1/2 Methley St London SE11	
		Company Administrator	
		<i>Bridget - James</i>	/
		570 Wexham Road OX9 6UD	
		CFR Teacher	

DATED this 9th day of March. 1984

WITNESS to the above Signatures:-

Signature

Address

Occupation

Chris Sands
11 Idmiston Road
London S.E. 27
COMPANY DIRECTOR

1828640/43

The Companies Acts, 1948 to 1981

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

BRIT-AM DRAMA ACADEMY

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite them respectively in the second column thereof, if not inconsistent with the subject or context -

WORDS

MEANINGS

The Act

The Companies Act 1948.

The Statutes

The Companies Acts 1948 to 1981 and every other Act for the time being in force concerning companies limited by guarantee and affecting the Academy.

These presents

These Articles of Association and the regulations of the Academy from time to time in force.

The Academy

The above named Company.

The Board

The Board of Governors for the time being of the Academy.

The Office

The registered office of the Academy.

The Seal

The common seal of the Academy.

The United Kingdom

Great Britain and Northern Ireland.

Month

Calendar Month.

In writing

Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes or any statutory modification thereof in force at the date on which these presents become binding on the Academy shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

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

OBJECTS OF THE ACADEMY

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

MEMBERS

4. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Academy. The number of the members of the Academy shall be unlimited.

5. The Board shall have power subject to the provisions hereinafter contained to elect any person as a member or as an associate member of the Academy and shall have power to elect as an affiliated member any body, whether incorporated or unincorporated, association, institution or trust, not formed for purposes of profit and whose objects are calculated to promote the interests of the Academy.

6. An associate member and an affiliated member shall not be entitled to receive notice of or attend or vote at any Extraordinary General Meetings. Such members shall be entitled to receive notice of and to attend at Annual General Meetings but shall not be entitled to vote. An associate member and an affiliated member shall only be entitled to be present at an Extraordinary General Meeting if invited to attend by the Board.

7. Every application for membership shall be in writing signed by the applicant in such form as the Board may from time to time determine.

8. Election to membership shall be made by the Board which shall have full discretion to elect or refuse to elect a member.

9. Notice of election shall be sent to every candidate elected at the address mentioned in his application for membership.

10. The rights of a member as such shall be personal and shall not be transferable and shall cease on death.

11. If the conduct of any member shall be such as, in the opinion of the Board, either renders him unfit to remain a member of the Academy or causes his membership to be undesirable the Board may, by a resolution passed at a meeting of the Board specially convened for the purpose at which such member shall have been given a proper opportunity of being heard, expel such member from the membership of the Academy.

12. A member may by notice in writing sent to or lodged at the office resign his membership but shall be eligible for re-election.

GENERAL MEETINGS

13. The Academy shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, 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 Academy holds its first Annual General Meeting within 18 months after its incorporation it need not hold it in the year of its incorporation or in the following year.

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

15. The Board 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.

16. Twenty one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is

served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Academy; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meeting, a meeting may be convened by such notice as those members may think fit.

17. 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

18. 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 and of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of and fixing of the remuneration of, the Auditors or determining the manner in which such remuneration is to be fixed.

19. 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 three members personally present shall be a quorum.

20. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board 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.

21. The Chairman of the Board or in his absence the Vice-Chairman shall preside as Chairman at every General Meeting, but if at any meeting neither of them shall be present within fifteen minutes after the time appointed for holding the same, or being present shall be unwilling to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Academy who shall be present to

preside.

22. 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.

23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Academy 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.

24. Subject to the provisions of the next sentence, 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. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

26. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than question on which a poll has been demanded.

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

than one piece of paper bearing the same resolution and signed by different persons.

VOTES OF MEMBERS

28. Save as provided in Article 6 hereof, at every General Meeting of the Academy every member shall have one vote.
29. Votes may be given on a poll either personally or by proxy. On a show of hands a member who is also a proxy shall have no vote as a proxy, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy must be a member of the Academy.
30. 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 either under its common seal or under the hand of some officer duly authorised in that behalf.
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office or such other place within the United Kingdom as is specified in the notice of meeting not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
32. 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.
33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"The Brit-Am Drama Academy

I
of
a member of The Brit-Am Drama Academy hereby
appoint
of
and failing him
of
to vote for me and on my behalf at the (Annual or
Extraordinary, as the case may be) General Meeting of
the Academy to be held on the day of
and at every adjournment thereof

As witness my hand this day of 19 "

The instrument appointing a proxy shall be deemed to
confer authority to demand or join in demanding a poll.

BOARD OF GOVERNORS

34. The members of the Board of Governors shall consist
of not less than two or more than twenty five persons.

35. The first members of the Board shall be the persons
named in the statement delivered pursuant to Section 21 of
the Companies Act 1976.

36. (1) The Board may from time to time and at any
time appoint any member of the Academy as a member of
the Board either to fill a casual vacancy or by way
of addition to the Board provided that the prescribed
maximum be not thereby exceeded. Any member so
appointed shall retain his office only until the next
Annual General Meeting but he shall then be eligible
for re-election.

(2) No person who is not a member of the Academy
shall in any circumstances be eligible to hold office
as a member of the Board.

ADVISORY COUNCIL, PATRONS, HONORARY CHAIRMAN

37. (1) The Board shall have power at its sole
discretion to appoint any person (whether or not a
member of the Academy) to

(i) be a member of the Advisory Council;

(ii) be a Patron of the Academy;

(iii) be an Honorary Chairman or Vice-Chairman of
the Academy;

(iv) remove any person so appointed therefrom.

(2) The Advisory Council and the members thereof and any such Patron or Honorary Chairman or Vice-Chairman shall have only such powers as are delegated to them respectively either alone or jointly with any other person or persons by the Board and in exercising such powers shall conform to any restrictions and regulations specified by the Board.

(3) A person appointed as aforesaid shall not be entitled to receive notice of or attend at any Board Meeting unless invited so to do by the Board. In calculating the numbers forming a quorum of a meeting of the Board the members of the Advisory Council and any Patron or Honorary Chairman or Vice-Chairman present (if any) shall not be counted.

(4) The Board shall have the right to enter into any contract or arrangement on behalf of the Academy and to transact any business of any description without the knowledge or approval of the members of the Advisory Council or any Patron or Honorary Chairman or Vice-Chairman.

BORROWING POWERS

38. The Board may exercise all the powers of the Academy 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 Academy.

POWERS OF THE BOARD

39. The business of the Academy shall be managed by the Board who may pay all such expenses, of and preliminary and incidental to, the promotion, formation, establishment and registration of the Academy as they think fit, and may exercise all such powers of the Academy and do on behalf of the Academy all such acts as may be exercised and done by the Academy, and as are not by statute or by these presents required to be exercised or done by the Academy in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Academy in General Meeting, but no regulation made by the Academy in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

40. The Board may from time to time make, alter and

repeal regulations for the management of the Academy and for regulating the duties of its officers and any other matters that require regulation provided that:

- (a) a regulation to the extent that it is inconsistent with any Act of Parliament or with any provision of these presents is to that extent ipso facto void and where and to the extent that it is inconsistent with the law of the place where it is to operate it is in respect of that place and to that extent ipso facto void;
- (b) a regulation may at any time be rescinded or varied by a special resolution.

41. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purposes of admitting persons to membership of the Academy, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

DISQUALIFICATION OF MEMBERS OF THE BOARD

42. The office of a member of the Board shall be vacated -

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Academy.
- (D) If by notice in writing to the Academy he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

ROTATION OF MEMBERS OF THE BOARD

43. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Board for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

44. The members of the Board to retire shall be those who wish to retire. Any further members to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Board shall be eligible for re-election.

45. The Academy in general meeting may, subject to Article 46, at the meeting at which a member of the Board retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

46. No person other than a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of the Board at any General Meeting unless not less than three nor more than twenty one days before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.

47. The Academy in General Meeting may from time to time increase or reduce the number of members of the Board and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.

48. In addition and without prejudice to the provision of section 184 of the Act, the Academy in General Meeting may by Extraordinary Resolution remove any member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another member of the Academy in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD

49. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be

decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

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

51. The Board shall from time to time elect a Chairman and a Vice-Chairman and may determine for what period they are to hold office. The Chairman and in his absence the Vice-Chairman shall be entitled to preside at all meetings of the Board at which he shall be present, but if no such Chairman or Vice-Chairman be elected, or if at any meeting the Chairman or Vice-Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.

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

53. The Board may delegate any of their powers to committees consisting of such person or persons whether being member or members of the Board or of the Academy or not as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

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

55. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Academy and of the Board and of committees of the Board, and all business transacted at such meetings and any such minutes of any meeting if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be

sufficient evidence without any further proof of the facts therein stated.

56. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted. Such a resolution may consist of more than one piece of paper bearing the same resolution and signed by different persons.

SECRETARY

57. Subject to section 21(5) of the Companies Act 1976 the Secretary shall be appointed by the Board 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 section 177 and 179 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

58. The seal of the Academy shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two members of the Board or of one member of the Board and the Secretary, and the said persons shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchase or person bona fide dealing with the Academy such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

59. The Board shall cause proper books of account to be kept in accordance with the Statutes.

60. The books of account shall be kept at the Office, or subject to section 12(6) and (7) of the Companies Act 1976 at such other place or places as the Board shall think fit and shall always be open to the inspection of the members of the Board.

61. The Board 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 Academy or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or documents of the Academy except as conferred by statute or authorised by the Board or

by the Academy in General Meeting.

62. The Board shall from time to time in accordance with the Statutes cause to be prepared and laid before the Academy in general meeting such profit and loss accounts and balance sheets and reports as are required. 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 14 of the Companies Act, 1967.

AUDIT

63. Once at least in every year the account of the Academy 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 the Statutes.

NOTICES

65. A notice may be served by the Academy upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

66. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Academy an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Academy.

67. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

68. Clause 10 of the Memorandum of Association relating to the winding up and dissolution of the Academy shall have effect as if the provisions thereof were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

1st Subscriber	Signature	Tides, Robert	
	Address	Lambert House, 260 Brixton Road, London SW9.	
	Occupation	Theatre Director.	
2nd Subscriber	Signature	Anthony Colman	/
	Address	4, Essex Court, Temple, London EC4Y 9AJ.	
	Occupation	Barrister.	/
3rd Subscriber	Signature	[Signature]	/
	Address	Amory House Cookham Dean, Berks.	/
	Occupation	Company Director.	/
4th Subscriber	Signature	Andrew Leigh	/
	Address	30 Donaldson Road London SW19	/
etc	Occupation	Theatre Manager	/
		[Signature]	/
		123 Essex St London SW1	/
		CHARFORD ACCOUNTANT	/
		Jenny Moulton	/
		262 Methley St	/
		London SE11	/
		Company Administrator	/
		Budjet Farooqi	/
		57 Wotton Road	/
		Oxford	/
		EFI Teacher	/

DATED this 9th day of March. 1984

WITNESS to the above Signatures:-

Signature

Address

Occupation

[Signature]
11 Idmiston Road.
London S.E.27
Company Director.



THE COMPANIES ACTS 1948 TO 1981

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,
bold block lettering

To the Registrar of Companies

For official use

1828640/24

* delete if
inappropriate

Name of Company

BRIT-AM DRAMA ACADEMY

XXXXXXXXXX

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

15 THURLOE PLACE, LONDON, SW7

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

X

Bischoff & Co.

City Wall House, 79-83 Chiswell Street, London ECLY 4TJ

Number of continuation sheets attached (see note 1)

1

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

Bischoff & co.
City Wall House
79-83 Chiswell Street
London ECLY 4TJ

K/RP

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 (note 2) are as follows:

Please do not write in this binding margin



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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3) DAVID KAY	Business occupation Management Consultant ✓
Previous name(s) (note 3)	Nationality BRITISH ✓
Address (note 4) 32 Old Burlington Street, London W1X 1LB	Date of birth (where applicable) (note 6) N/A
Other directorships †	
X [Please complete] Cardonellay Rogers & Associates Ltd ✓	
✓ Cardonellay Rogers & Associates Ltd ✓	
✓	
✓	
I hereby consent to act as director of the company named on page 1	
Signature X OK X Date X 6.7.84. ✓	

Name (note 3) ANTHONY DAVID COLMAN Q.C.	Business occupation BARRISTER ✓
Previous name(s) (note 3)	Nationality BRITISH ✓
Address (note 4) 4 Essex Court, Temple, London EC4	Date of birth (where applicable) (note 6) N/A
Other directorships †	
X [Please complete] NONE ✓	
✓ ✓	
✓ ✓	
✓ ✓	
I hereby consent to act as director of the company named on page 1	
Signature X A.D.C. X Date X 6th March 1984 ✓	

Name (note 3) MICHAEL HARRISON F.C.A.	Business occupation Chartered Accountant ✓
Previous name(s) (note 3) NONE	Nationality British ✓
Address (note 4) 133 Ebury Street, London SW1 9QU	Date of birth (where applicable) (note 6) N/A
Other directorships † AS PER ATTACHED LIST	
X [Please complete] ✓	
✓ ✓	
✓ ✓	
I hereby consent to act as director of the company named on page 1	
Signature X MH X Date X 16 April 1984 ✓	

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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 3 & 7)	ANTHONY GRAHAM BRANCH
Previous name(s) (note 3)	
Address (notes 4 & 7)	70 Eccleston Square, London SW1
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>YAGE A. H. Branch</i> X Date <i>7th March 1984</i>

Name (notes 3 & 7)	
Previous 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

1st Sub Scriber	Signature X <i>Peter Armitage</i>	X [Subscriber] [Agent]†	Date X <i>6th March 1984</i>
2nd Subscriber	Signature X <i>Anthony Cohen</i>	X (Subscriber)	Date X <i>6th March 1984</i>
3rd Subscriber	Signature X <i>[Signature]</i>	X (Subscriber)	Date X <i>4th April 1984</i>
4th Subscriber	Signature X <i>Andrew Keigh</i>	X [Subscriber] [Agent]†	Date X <i>4th April 1984</i>
5th Subscriber	Signature X <i>[Signature]</i>	X (Subscriber)	Date X <i>[Signature]</i>
etc	<i>Bunny Merton</i> (Subscriber)		<i>4th April 84</i>
	<i>Bridget Farnagi</i> (Subscriber)		<i>1st May 1984</i>

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write in this
binding margin

THE COMPANIES ACTS 1948 TO 1981

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No. 1
to Form No. 1

For official use

1828640/5

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

Name of Company

BRIT - AM DRAMA ACADEMY

* delete if
inappropriate

Particulars of the first directors (continued) (note 2).

Name (note 3)	Business occupation
PROFESSOR PHILIP ARTHUR WILLIAM COLLINS	University Lecturer
Previous name(s) (note 3)	Nationality
Address (note 4) Department of English	BRITISH
University of Leicester, Leicester, LE1 7RH	Date of birth (where applicable) (note 6) N/A

† enter particulars
of other director-
ships held or
previously held
(see note 5). If
this space is
insufficient
continue over-
leaf.

Other directorships †

X (Please complete)	LEICESTER THEATRE TRUST LTD	✓
✓	DICKENS HOUSE (LONDON) LIMITED	✓
✓		✓
X		✓

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

Signature X P. W. Collins Date 2 April 1984

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)

Other directorships †

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

Signature

Date

Particulars of other directorships held or previously held (note 5) specifying the director in question

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write in this
binding margin



DIRECTORSHIPS OF MR. MICHAEL ALAN BRIAN HARRISON

	Date Appointed	Date Resigned
MICHAEL HARRISON & CO. LTD.	Sept. 79	
PHOENIX LLOYD SECURITIES LTD.	Mar. 82	
N.A. INVESTMENTS LTD.	May 81	October 82
STONEBURN LTD.	Mar. 82	
PHOENIX LLOYD LTD.	Oct. 81	April 82
GRAYSON TRAVEL LTD.	Dec. 81	
BARVEN SECURITIES HOLDINGS LTD.	Oct. 81	
ALLEGRO INVESTMENTS LTD.	Nov. 82	
CONDENSATION CONTROL LTD.	June 83	

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

Please do not write in this binding margin



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

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

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Company number

1828640	5
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Name of Company

BRIT-AM DRAMA ACADEMY

I, WILLIAM JAMES BENSON JOWITT

of City Wall House, 79-83 Chiswell Street,
London, EC1Y 4TJ

being a Solicitor of the Supreme Court engaged in the formation

of BRIT-AM DRAMA ACADEMY

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 21/24 Chiswell Street
London EC1Y 4TJ

the 5th day of June

One thousand nine hundred and eighty four
before me N. B. LATIMER

Signature of Declarant

W. J. Benson Jowitt

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

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

For official use

New companies section

Post room



FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1828640

I hereby certify that

BRIT-AM DRAM. ACADEMY

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 the Companies Registration Office,
Cardiff the

28TH JUNE 1984

M. Saunders
M. SAUNDERS (MRS)

an authorised officer