

## THE COMPANIES ACTS 1948 TO 1981

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

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

41a

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block  
lettering\*Insert full  
name of company

For official use

Company number

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1980	0599	/	1
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Name of company

BALLET RAMBERT LIMITED
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I, NOREEN CLEAL  
of 34 South Molton Street London W1Y 2BP

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

and that all the requirements of the Companies Acts 1948 to 1981  
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 35 Basinghall Street  
London EC2

Signature of Declarant

the 26<sup>th</sup> day of June  
One thousand nine hundred and eighty-five  
before me A. A. Cleal (A. A. Cleal)

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

Presentor's name, address and  
reference (if any): 1/22/J4962  
HARBOTTLE & LEWIS  
34 SOUTH MOLTON STREET  
LONDON W1Y 2BP

For official use  
New companies section

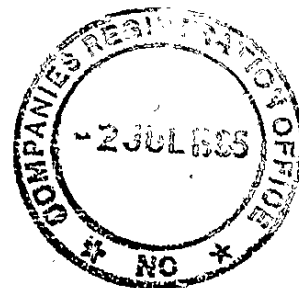


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THE COMPANIES ACTS 1948 to 1981.

1936099/2

Company Limited by Guarantee  
and not having a Share Capital.



## Memorandum of Association

OF

BALLET RAMBERT LIMITED ✓

1. The name of the Company is "BALLET RAMBERT LIMITED".

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

3. (a) The objects for which the Company is registered are to promote, maintain, improve and advance education particularly by the encouragement of the Arts including especially the arts of ballet in classical contemporary and other dance forms.

(b) In furtherance of these objects but not further or otherwise the Company shall have the following powers :-

(i) To present, promote, organise, provide, manage and produce such ballets, plays, operas, operettas, concerts, films, video tapes, radio broadcasts, television performances, lectures and other literary, musical, dramatic and artistic entertainments, performances and exhibitions, which shall further the promotion, maintenance and advancement of education or the encouragement of the Arts and to formulate, prepare and establish schemes therefor.

(ii) To purchase, acquire and obtain interests in the copyright of or the right to perform, publish or show any material which can be used or adapted for the objects of the Company.

Harbottle  
Lewis

ES0  
N.W.  
013986



- (iii) To enter into agreements and engagements with dancers, authors, choreographers, musicians, producers, directors, actors, designers, lecturers, teachers, artists and other persons and retain advisers and to remunerate such persons and advisers by salaries or fees.
- (iv) To co-operate with manufacturers, dealers, traders, the press and other sources of publicity for the purpose of promoting the objects of the Company.
- (v) To procure to be written and print, publish, issue, circulate or otherwise disseminate gratuitously or otherwise, reports and periodicals, books, pamphlets, leaflets and other literature.
- (vi) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that the Company shall not undertake any permanent trading activity in raising funds for its primary objects.
- (vii) To take and accept any gifts of property of any description, whether subject to any special trusts or not, for the purposes of the Company.
- (viii) To undertake and execute any charitable trusts.
- (ix) To co-operate with other charitable organisations having similar objects, and to establish, promote or assist such charitable organisations.
- (x) To purchase, acquire or undertake all or any of the property, liabilities and engagements of such charitable organisations and institutions with which the Company may co-operate or federate.
- (xi) To purchase, lease, hire or otherwise acquire and to sell, let, mortgage, dispose of, turn to account and subject to such consents as may be required by law from time to time otherwise deal with real and personal property, and any rights or privileges which

may be thought expedient to promote the objects of the Company, and to maintain, construct, alter, pull down and convert buildings for the purposes of the Company.

- (xii) Subject to such consents as may be required by law from time to time and subject as hereinafter provided, to borrow or raise money, and to execute and issue security as the Company shall think fit, including mortgages, charges or securities over the whole or any part of its assets, present or future.
- (xiii) To lend money and give credit to, to take security for such loans or credit, and to guarantee, become or give security for the performance of contracts by any person or company as may be necessary for the furtherance of the objects of the Company.
- (xiv) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable or mercantile instruments for the purpose of or in connection with the objects of the Company.
- (xv) To invest and deal with the moneys of the Company not immediately required in such manner as the Company may from time to time determine 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.
- (xvi) As employers of staff, to make all reasonable and necessary provision for the payment of superannuation and pensions to or on behalf of employees and their wives, widows and other dependants.
- (xvii) To pay out of the funds of the Company the costs of forming and registering the Company.
- (xviii) To do all such other lawful things as shall further the attainment of the objects of the Company.

(c) PROVIDED THAT :-

- (i) In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts.
- (ii) The Company's objects shall not extend to the regulation of relations between employees or organisations of employees and employers or 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 Directors and Members 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 have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exerciseable by the Chancery Division or the Charity Commissioners over such Directors and Members of the Company, 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 and to any member of the Council of Management or Governing Body being a solicitor or other persons engaged in any profession who shall be entitled to charge and be paid all usual professional or other charges for work done by him or his firm in connection with the execution of the objects hereof;

(b) of interest on money lent by any member of the Company or its Directors at a reasonable and proper rate per annum and not exceeding 2% less than the base lending rate for the time being of the Company's bankers, or 3% whichever is greater;

(c) to any Member of its Council of Management or Governing Body of out-of-pocket expenses;

(d) to a company of which a member of the Company or of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.

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 its being wound up during the time that he is a Member or within one year afterwards 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 the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding in the case of any Member the sum of One pound.

7. If upon the winding up or dissolution of the Company there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to some other charitable society, institution or organisation having objects similar to those of the Company and which shall be established for charitable purposes only 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 imposed on the Company by Clause 4 hereof such society, institution or organisation 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 the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Company and subject to any reasonable restrictions that may be imposed in accordance with regulations of the Company for the time being in force shall be open to the inspection of the Members. Once at least in every year the accounts of the Company shall be audited and the correctness of the balance sheet ascertained by a properly qualified auditor.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Tony Dyson  
ANTHONY JOHN DYSON  
25 B YELDHAM ROAD LONDON W6  
ARCHITECT

John B. Singer  
JOHN BRIAN CHRISTOPHER HAROLD ANTHONY SINGER  
76, HOLLAND PARK,  
LONDON W11  
COMPANY DIRECTOR (FINANCE)

Andrew B. Knight  
ANDREW STEPHEN BOWER KNIGHT  
25 ST JAMES'S STREET, LONDON SW1  
EDITOR

Adrian A. Jackson  
ADRIAN ALEXANDER WARD JACKSON  
120 MOUNT STREET LONDON W.1.  
COMPANY DIRECTOR

DATED the 26th day of June 1985.

WITNESS to the above signatures :

Prudence Skene

PRUDENCE SKEENE  
5 GROSVENOR CRESCENT MEWS  
LONDON S.W.1.  
EXECUTIVE DIRECTOR



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Company Limited by Guarantee  
and not having a Share Capital.

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# Articles of Association

OF

BALLET RAMBERT LIMITED

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1. In these Articles:-

"the Act" means the Companies Act 1948.

"the 1967 Act" means the Companies Act 1967.

"the 1976 Act" means the Companies Act 1976.

"the 1980 Act" means the Companies Act 1980.

"the 1981 Act" means the Companies Act 1981.

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

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

"the United Kingdom" means 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.

2. The Company is established for the purposes expressed in the Memorandum of Association and until the Termination Date hereinafter defined shall be deemed to be a subsidiary of the Mercury Theatre Trust Limited.

#### MEMBERS

3. The number of Members with which the Company proposes to be registered is unlimited.

4. (a) The subscribers to the Memorandum of Association shall be not less than three (3) in number and shall be nominated by the said Mercury Theatre Trust Limited.

(b) The said subscribers and until the Termination Date only such other persons as are nominated by the said Mercury Theatre Trust Limited shall be Members of the Company.

(c) The "Termination Date" shall mean the happening of the first of the following events :-

(i) the said Mercury Theatre Trust Limited ceasing to be registered as a charity;

(ii) the said Mercury Theatre Trust Limited ceasing to have as its principal object either the advancement of education or the promotion of a main object similar to that of the Company;

(iii) the said Mercury Theatre Trust Limited having a liquidator appointed.

(d) After the Termination Date such other persons as the Directors shall admit to membership shall be Members of the Company.

(e) The rights and privileges of a Member shall not be transferable but the rights and privileges of the said Mercury Theatre Trust Limited shall be exercised by its representative designated in writing and by notice to the Secretary of the Company from time to time and similarly removable.

(f) No person shall be nominated for or admitted to membership unless he is prepared to assist to the best of his ability the advancement of the main object of the Company.

5. A Member shall cease to be a Member of the Company:-

- (a) upon his giving notice in writing to the Company that he resigns his membership;
- (b) upon the said Mercury Theatre Trust Limited giving him notice requiring him to resign his membership;
- (c) (if an individual) upon his dying, becoming of unsound mind or bankrupt or his compounding with his creditors;
- (d) (if a corporation) upon its having a winding up resolution passed or winding up petition presented or a receiver being appointed of any of its assets.

#### REGISTERS

6. The Directors shall cause the following registers to be kept at the Registered Office of the Company:-

- (a) a Register of Members;
- (b) a Register of the interests of the Directors in debentures of the Company or its associated Companies.

7. The Directors shall cause such Registers as are kept under the provisions of Article 6 hereof to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Section 29 of the 1967 Act.

#### GENERAL MEETINGS

8. 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 notice 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.

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

10. 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. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

#### NOTICE OF GENERAL MEETINGS

11. 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 notice 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.

12. 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

13. 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.

14. 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, two Members or 1/20th of the membership whichever is the greater present in person or by proxy shall be a quorum if it includes the said Mercury Theatre Trust Limited.

15. 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, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum if they include the said Mercury Theatre Trust Limited.

16. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be Chairman of the meeting.

17. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.

18. 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.

19. (a) 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.

(b) Notwithstanding anything elsewhere herein contained a simple or a special majority required for any purpose hereunder shall be effective only if it includes the said Mercury Theatre Trust Limited.

20. Except as provided in Article 22 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.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

22. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

23. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being

entitled to receive notices of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

24. If at any General Meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the results of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting.

### VOTES OF MEMBERS

25. Every Member shall have one vote.

26. On a poll votes may be given either personally or by proxy but no proxy shall be required for the duly appointed representative of the said Mercury Theatre Trust Limited.

27. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company.

28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time 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.

29. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"I/We \_\_\_\_\_ of \_\_\_\_\_, being a  
"in the County of \_\_\_\_\_  
"Member/Members of the above-named Company, hereby

"appoint \_\_\_\_\_ of \_\_\_\_\_  
"or failing him \_\_\_\_\_ of \_\_\_\_\_  
"as my/our proxy to vote for me/us on my/our  
"behalf at the (Annual or Extraordinary as the  
"case may be) General Meeting of the Company to  
"be held on the \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_ and  
"at any adjournment thereof.

"Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_."

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

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

31. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

#### DIRECTORS

32. The number of Directors shall be not less than two and until otherwise determined by a General Meeting shall not be more than thirty. The subscribers to the Memorandum of Association shall be the first Directors of the Company.

33. 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.

34. No person who is not a Member of the Company shall be entitled to hold office as a Director.

35. No Director shall vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director



by reason only of his having attained any particular age.

#### BORROWING POWERS

36. 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

37. The business of the Company shall be managed by the Directors who shall be its Committee of Management and Governing Body and 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. In particular the Directors shall have power to make rules and bye-laws for regulating the use by Members and others of any property of the Company.

38. 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.

39. The Directors shall cause minutes to be made of all appointments of officers made by them, of the names of the Directors present at each meeting of the Directors and of any committee of the Directors, and of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors and any such minutes if 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.

40. The Directors may act notwithstanding any vacancy in the Board but if the number of Directors is less than the minimum prescribed herein they may only act as Directors to admit persons to membership of the Company fill vacancies in the Board of Directors or summon a General Meeting.

#### DISQUALIFICATION OF DIRECTORS

41. (a) The office of Director shall be vacated if the Director :-

- (i) has a receiving order made against him or makes an arrangement or composition with his creditors generally; or
- (ii) becomes prohibited from being a Director by reason of any Order made under Section 188 of the Act; or
- (iii) becomes of unsound mind; or
- (iv) resigns his office by notice in writing to the Company; or
- (v) is removed from office by a resolution duly passed pursuant to Section 184 of the Act; or
- (vi) ceases to be a Member of the Company; or
- (vii) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by section 199 of the Act.

(b) 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

42. (a) 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 one third shall retire from office.

(b) 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.

(c) A retiring Director shall be eligible for re-election.

(d) 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.

(e) 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.

(f) Provided that the number of Directors shall not be less than two, 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 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.

44. 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 33 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

45. (a) 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. The quorum necessary for the transaction of the business of the Directors shall be three.

(b) The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but, 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 Directors present may choose one of their number to be Chairman of the meeting.

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

46. The Directors may delegate any of their powers to committees consisting of such Directors 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. All acts and proceedings of such committees shall be reported in due course to the full body of Directors.

47. 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.

48. 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.

49. 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.

50. 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.

#### THE SECRETARY

51. The Secretary not being a Director 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.

#### THE SEAL

52. 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 AND DIRECTORS REPORT

53. The Directors shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) the assets and liabilities of the Company; and
- (c) all those matters required by the Companies Acts 1948 to 1981 to be shown in the Accounts 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 Company's affairs and to explain its transactions.

54. (a) The books of account shall be kept at the registered office of the Company, or, subject to Section 12(6) of the 1976 Act at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

(b) 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 books or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting subject nevertheless to the provisions of Clause 8 of the Memorandum of Association of the Company.

55. The Directors shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets and directors' reports as are provided for in the Act, the 1967 Act, the 1976 Act, the 1980 Act and the 1981 Act.

56. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

#### AUDIT

57. Auditors shall be appointed and their duties regulated in accordance with the Companies Acts 1948 to 1981.

#### NOTICES

58. 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 at the expiration of twenty four hours after the letter containing the same is posted.

59. 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 notice to them;
- (b) the auditor for the time being of the Company.

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

#### DISSOLUTION

60. Clause 7 of the Memorandum of Association of the Company shall have effect as if the provisions thereof were repeated herein.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Tony Dyson  
ANTHONY JOHN DYSON  
25 B MELHAM ROAD LONDON W6  
ARCHITECT ✓

John Bringer  
JOHN BRIAN CHRISTOPHER HAROLD ANTHONY SINGER,  
78, HOLLAND PARK, LONDON W11  
COMPANY DIRECTOR (FINANCE)

Andrew Brier  
ANDREW STEPHEN BOWER KNIGHT  
25 ST JAMES'S STREET, LONDON SW1  
EDITOR ✓

Adrian Alexander Ward-Jackson  
ADRIAN ALEXANDER WARD-JACKSON  
120 MOUNT STREET LONDON W1  
COMPANY DIRECTOR ✓

DATED the 26th day of June 1985.

WITNESS to the above signatures :

Prudence Skene  
PRUDENCE SKEENE  
5 GROSVENOR CRESCENT NEWS  
LONDON S.W.1.  
Executive 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

210 15-7-85

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block letteringdo not  
use inappropriate

To the Registrar of Companies

For official use

Name of Company

BALLET RAMBERT

Limited\*

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

94 Chiswick High Road

London W4 1SH

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

HARBOTTLE &amp; LEWIS

34 SOUTH MOLTON STREET

LONDON W1Y 2BP

Number of continuation sheets attached (see note 1)

1

Presentor's name, address and  
reference (if any): 1/22/J4962

HARBOTTLE &amp; LEWIS

34 SOUTH MOLTON STREET

LONDON W1Y 2BP

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 2.1(2)(e) 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.

Name (note 3)	ANDREW STEPHEN BOWER KNIGHT	Business occupation	EDITOR
Previous name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	25 ST JAMES'S STREET LONDON SW1	Date of birth (where applicable) (note 6)	N/A
Other directorships†	SEE ATTACHED LIST		
I hereby consent to act as director of the company named on page 1			
Signature	<i>Andrew Knight</i>	Date	26/6/85

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

Name (note 3)	ANTHONY JOHN DYSON	Business occupation	ARCHITECT
Previous name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	258 YELDHAM ROAD LONDON W6	Date of birth (where applicable) (note 6)	N/A
Other directorships†	NONE		
I hereby consent to act as director of the company named on page 1			
Signature	<i>Tony Dyson</i>	Date	26/6/85

Name (note 3)	JOHN BRIAN CHRISTOPHER HAROLD ANTHONY SINGER	Business occupation	COMPANY DIRECTOR (FINANCE)
Previous name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	76 HOLLAND PARK LONDON W11	Date of birth (where applicable) (note 6)	N/A
Other directorships†	SEE ATTACHED LIST		
I hereby consent to act as director of the company named on page 1			
Signature	<i>John Singer</i>	Date	26/6/85

Please do not  
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)	PRUDENCE SKENE
Previous name(s) (note 3)	NONE
Address (notes 4 & 7)	5 Grosvenor Crescent Mews, London S.W.1.
I hereby consent to act as secretary of the company named on page 1 ✓	
Signature <i>Prudence Skene</i>	Date <i>26/6/85</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

Signature *Harbottle & Lewis* [Subscriber] [Agent]† Date *26/6/85*

Signature x [Subscriber] [Agent]† Date xxx

Please do not  
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 on sheet No. 1  
to Form (C). 1

For official use

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

Name of company

BALLET RAMBERT

Limited

\*delete if  
inappropriate

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

Name (note 3)	ADRIAN ALEXANDER WARD-JACKSON	Business occupation	COMPANY DIRECTOR
Previous name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	120 MOUNT STREET LONDON W1	Date of birth (where applicable) (note 6)	N/A
Other directorships†	ADRIAN WARD JACKSON LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature		Date 26/6/85	

†enter particulars of  
other directorships  
held or previously  
held (see note 5). If  
this space is  
insufficient continued  
overleaf.

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

Andrew Knight

	<u>Date of appointment</u>
Director, The Economist Newspaper Ltd	February 27, 1976
Director, The Economist Newspaper Group Inc	April 26, 1978
Trustee of the V&A	October, 1983
Member of the Committee of the Associates of the V&A	June 7, 1982
Member of the Advisory Board of the Center for Economic Policy Research at Stanford University, California	March 4, 1981
Member of the Council of the Friends of Covent Garden	June 8, 1981
Governor and "Member of the Council of Management" of the Ditchley Foundation	May 8, 1981 July 2, 1982
Governor of the Imperial College of Science and Technology	June 20, 1977
Member of the Council of Chatham House (The Royal Institute of International Affairs)	July 14, 1976
Member of the Steering Committee, Bilderberg Meetings	April, 1980
Director (non-executive) Tandem Computers Inc	February, 1984
Member of the Council of Templeton College, Oxford (Oxford Centre for Management Studies)	June 7, 1984



Annual Return 1985 - Attachment List

JOHN BRIAN CHRISTOPHER HAROLD ANTHONY SINGER

Current Directorships

Central & Sheerwood PLC  
White Young & Partners Limited  
Frasings Limited  
Sheerwood Financial Nominees Limited  
The Sheerwood Trust Limited  
Newton Chambers & Co PLC  
Thorncliffe Retentions Limited  
Ransomes & Rapier PLC  
Holcombe Holdings PLC  
Chesham Nominees Limited

The Mercury Trust Limited  
Swiftdene Limited

Directorships held during last 5 years

Sheerwood Corporate Services Limited  
Ensecote Limited  
Photopia International Holdings Limited

Resigned

April 1984  
December 1984  
March 1985

Address: 76 Holland Park,  
London, W.11.

Business Occupation: Company Director

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1930699

I hereby certify that

BALLET RAMBERT LIMITED

is this day incorporated under the Companies Act 1985 as a  
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 15TH JULY 1985

*C. R. Williams*  
MRS. C. R. WILLIAMS

an authorised officer