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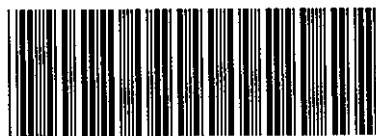
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3255905

The Registrar of Companies for England and Wales hereby certifies that  
THE LOWRY CENTRE LIMITED

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

Given at Companies House, Cardiff, the 27th September 1996



\*N03255905G\*

*R. C. Edwards*  
R. C. EDWARDS

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B



# 12

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

Company Name in full

THE LOWRY CENTRE LIMITED



\* F 0 1 2 0 C 2 0 \*

I, ALISTAIR JAMES CRELLIN

of 30 AYLESBURY STREET LONDON EC1R OER

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

33 Seaford Street, London EC1.

the

seventeenth

day of

September

One thousand nine hundred and ninety

six

1 Please print name.

before me 1

EDWARD COLLINS.

Signed

*[Signature]*

Date

17.9.96.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

MASONS

30 AYLESBURY STREET LONDON EC1R OER

Tel 0171 490 4000

DX number 53313 DX exchange CLERKENWELL



A16 \*A9030P4R\* 2  
COMPANIES HOUSE 20/09/96

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland DX 235 Edinburgh



# 10

Please complete in typescript,  
or in bold black capitals.

## First directors and secretary and intended situation of registered office

Company name in full

THE LOWRY CENTRE LIMITED



\* F 0 1 0 0 C 2 0 \*

Proposed Registered Office

(PO Box numbers only, are not acceptable)

THE CHIEF EXECUTIVES DEPARTMENT SALFORD CIVIC CENTRE

CHORLEY ROAD SWINTON

Post town

SALFORD

County / Region

GREATER MANCHESTER

Postcode

M27 5DA

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

☒ X

Agent's Name

MASONS

Address

30 AYLESBURY STREET

Post town

LONDON

County / Region

Postcode

EC1R 0ER

Number of continuation sheets attached

14

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

MASONS

30 AYLESBURY STREET LONDON EC1R 0ER

Tel 0171 490 4000

DX number 53313 DX exchange CLERKENWELL

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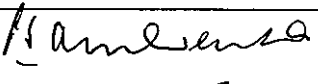
DX 235 Edinburgh

Page 1




A16 \*A903NP4Q\* 1  
COMPANIES HOUSE 20/09/96

## Company Secretary

Company name		LOWRY CENTRE LIMITED	
NAME	*Style / Title	MR	*Honours etc
Forename(s)		PATRICK JOSEPH	
Surname		MURWENNA	
Previous forename(s)			
Previous surname(s)			
Address		5 LAWSON CRETE	
Usual residential address		WORSLEY	
For a corporation, give the registered or principal office address.		Post town	SALFORD
County / Region		GREATER MANCHESTER	Postcode M28 2JQ
Country		UNITED KINGDOM	
I consent to act as secretary of the company named on page 1			
Consent signature			Date 16th August 1996

## Directors

Please list directors in alphabetical order

NAME	*Style / Title			*Honours etc	
Forename(s)		JOHN			
Surname		WILLIS			
Previous forename(s)					
Previous surname(s)					
Address		MOORSIDE			
Usual residential address		500 BOLTON ROAD WEST HOLCOMBE BROOK			
For a corporation, give the registered or principal office address.		Post town	BURY		
County / Region		GREATER MANCHESTER	Postcode	BL9 0RU	
Country		U.K.			
Date of birth		Day 13	Month 12	Year 47	Nationality BRITISH
Business occupation		CHIEF EXECUTIVE			
Other directorships		MANCHESTER BUSINESS LINK LTD UNIVERSITY OF SALFORD HOLDINGS PLC SALFORD UNIVERSITY BUSINESS ENTERPRISES LTD THE LOWRY CENTRE TRUST			
I consent to act as director of the company named on page 1					
Consent signature				Date 9.8.96	

## Company Secretary

Company name		
NAME	*Style / Title	*Honours etc
* Voluntary details		
Forename(s)		
Surname		
Previous forename(s)		
Previous surname(s)		
Address		
<i>Usual residential address</i> For a corporation, give the registered or principal office address.		
Post town		
County / Region	Postcode	
Country		
I consent to act as secretary of the company named on page 1		
Consent signature		Date

## Directors

Please list directors in alphabetical order

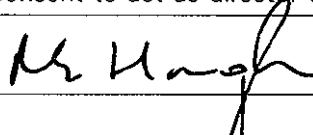
NAME	*Style / Title			*Honours etc	
Forename(s)	CAROL ANN				
Surname	DANES				
Previous forename(s)					
Previous surname(s)	LOWRY (MAIDEN) SPIERS				
Address	GILLINGSHILL HOUSE				
<i>Usual residential address</i> For a corporation, give the registered or principal office address.					
Post town	ARNCROACH BY PITTENWEEM				
County / Region	FIFE SCOTLAND		Postcode	KY10 2RX	
Country	U.K.				
Date of birth	Day	Month	Year	Nationality	
	24	04	1944	BRITISH	
Business occupation					
Other directorships	THE LOWRY CENTRE TRUST				
I consent to act as director of the company named on page 1					
Consent signature	e.A. Danes			Date	27 in August 1996

## Company Secretary

Company name		
NAME	*Style / Title	*Honours etc
* Voluntary details	Forename(s)	
	Surname	
	Previous forename(s)	
	Previous surname(s)	
Address		
<i>Usual residential address</i> For a corporation, give the registered or principal office address.	Post town	
	County / Region	Postcode
	Country	
I consent to act as secretary of the company named on page 1		
Consent signature		Date

## Directors

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc				
Forename(s)	ROBERT ERIC					
Surname	HOUGH					
Previous forename(s)						
Previous surname(s)						
Address						
<i>Usual residential address</i> For a corporation, give the registered or principal office address.	MANOR HOUSE					
	10 THEOBALD ROAD					
	Post town					
	BOWDON					
	County / Region	Postcode				
	CHESHIRE	WA14 3HG				
	Country	U.K.				
Date of birth	Day	Month	Year	Nationality		
	18	07	45	BRITISH		
Business occupation	COMPANY DIRECTOR/CHAIRMAN					
Other directorships	MANCHESTER SHIP CANAL COMPANY LTD					
	THE LOWRY CENTRE TRUST (PLEASE SEE ATTACHED LIST)					
I consent to act as director of the company named on page 1						
Consent signature					Date	2.9.96

## Company Secretary

Company name			
NAME	*Style / Title	*Honours etc	
* Voluntary details	Forename(s)		
	Surname		
	Previous forename(s)		
	Previous surname(s)		
Address			
<i>Usual residential address</i> For a corporation, give the registered or principal office address.	Post town		
	County / Region	Postcode	
	Country		
I consent to act as secretary of the company named on page 1			
Consent signature		Date	

## Directors

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc		
	Forename(s)	DAVID ANTHONY		
	Surname	LANCASTER		
	Previous forename(s)			
	Previous surname(s)			
Address	222 BARTON LANE			
<i>Usual residential address</i> For a corporation, give the registered or principal office address.	Post town	ECCLES		
	County / Region	GREATER MANCHESTER	Postcode	M30 0HJ
	Country	U.K.		
Date of birth	Day	Month	Year	Nationality
	11	04	1944	BRITISH
Business occupation	HOUSING MANAGER MANCHESTER CITY			
Other directorships	HOMES BOARD			
	HALLE ORCHESTRA			
	THE LOWRY CENTRE TRUST			
I consent to act as director of the company named on page 1				
Consent signature	D Lancaster			Date
				27.08.96

## Company Secretary

Company name		
NAME	*Style / Title	*Honours etc
* Voluntary details	Forename(s)	
	Surname	
	Previous forename(s)	
	Previous surname(s)	
Address		
<i>Usual residential address</i> For a corporation, give the registered or principal office address.	Post town	
	County / Region	Postcode
	Country	
I consent to act as secretary of the company named on page 1		
Consent signature		Date

## Directors

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc
Forename(s)	CHARLES WILLIAM VICTOR	
Surname	HINDS	
Previous forename(s)		
Previous surname(s)		
Address	10 CHELFORD DRIVE	
<i>Usual residential address</i> For a corporation, give the registered or principal office address.	SWINTON	
	Post town	SALFORD
	County / Region	GREATER MANCHESTER
	Postcode	M27 8HJ
	Country	U.K.
Date of birth	Day	Month
	06	05
	1945	Year
	Nationality	BRITISH
Business occupation	COUNCILLOR	
Other directorships	THE LOWRY CENTRE TRUST	
	(PLEASE SEE ATTACHED LIST)	
I consent to act as director of the company named on page 1		
Consent signature	Bill Hinds	Date
		9-8-96



**COUNCILLOR HINDS - LIST OF DIRECTORSHIPS**

Lowry Centre Trust  
Modesole Limited  
Salford University Business Enterprises Ltd  
G Mex Limited  
Merlin Greater Northern Limited  
Chapel Wharf Limited  
Manchester Airport Plc  
Ringway Developments plc (Alternate Director)  
Marketing Manchester

JCW/CGH/LJG  
16th August, 1996

## Company Secretary

Company name		
NAME	* Style / Title	* Honours etc
* Voluntary details	Forename(s)	
	Surname	
	Previous forename(s)	
	Previous surname(s)	
Address		
<i>Usual residential address</i> For a corporation, give the registered or principal office address.		
	Post town	
	County / Region	Postcode
	Country	
I consent to act as secretary of the company named on page 1		
Consent signature		Date

## Directors

Please list directors in alphabetical order

NAME	* Style / Title	* Honours etc			
	Forename(s)	JOYCE			
	Surname	HYTNER			
	Previous forename(s)				
	Previous surname(s)				
Address					
<i>Usual residential address</i> For a corporation, give the registered or principal office address.					
	1a SHEPHERD MARKET				
	Post town	LONDON			
	County / Region	Postcode			
		W17 7HS			
	Country	U.K.			
Date of birth	Day	Month	Year	Nationality	BRITISH
	09	12	35		
Business occupation	PR CONSULTANT				
Other directorships	THE LOWRY CENTRE TRUST				
	(PLEASE SEE ATTACHED LIST)				
I consent to act as director of the company named on page 1					
Consent signature	X Joyce Hytner			Date	12/8/96

**JOYCE HYTNER**  
**LIST OF DIRECTORSHIPS**

ROYAL EXCHANGE THEATRE

ENGLISH TOURING OPERA

INTERNATIONAL HOUSE

PERFORMING ARTS LABORATORIES

LONDON ACADEMY OF MUSIC AND DRAMATIC ART

**FELICITY MARGARET SUE GOODEY**

**DIRECTORSHIPS**

Excellence North West

Sustainability North West

Manchester 2002 (Commonwealth Games) Ltd

## Directors (continued)

<b>NAME</b>	<b>*Style / Title</b>			<b>*Honours etc</b>		
<b>* Voluntary details</b>	<b>Forename(s)</b>	FELICITY MARGARET SUE				
	<b>Surname</b>	GOODEY				
	<b>Previous forename(s)</b>					
	<b>Previous surname(s)</b>					
<b>Address</b>	27 EYEBROOK ROAD					
<b>Usual residential address</b>						
For a corporation, give the registered or principal office address.	<b>Post town</b>	BOWDEN				
	<b>County / Region</b>	CHESHIRE	<b>Postcode</b>	WA14 3LH		
	<b>Country</b>	U.K.				
	<b>Date of Birth</b>	Day	Month	Year	<b>Nationality</b>	BRITISH
		25	07	49		
	<b>Business occupation</b>	JOURNALIST/BROADCASTER				
	<b>Other directorships</b>	EXCELLENCE NORTH WEST - see attached list				
		THE LOWRY CENTRE TRUST				
	I consent to act as director of the company named on page 1					
	<b>Consent signature</b>	M.N.S. Goodey			<b>Date</b>	9th Aug. '96.

This section must be signed by  
*Either*

an agent on behalf  
of all subscribers

Signed

Date

*Or the subscribers*

(i.e. those who signed  
as members on the  
memorandum of  
association).

Signed

 M.N.S. Goodey

Date

 9th Aug '96.

Signed

 Bill Hindy

Date

 9-8-96

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

Robert Eric Hough Company Directorships	Company Number
Ampthill Business Park Limited	893552
Astermill Limited	1243365
Barwent Developments Limited	2302073
Beaumont Properties Limited	912979
Brammer plc	162925
Cannorth Property Investments Limited	114663
Castle Quay Property Management Limited	2385024
Corinium Properties Limited	793123
Cronkdrean Limited	2608743
Earlbroom Limited	1689505
Greathey Investments Limited	2160857
Halton Development Partnership Limited	3073400
Harbour City Investments Limited	2421336
Harmont Investment Company Limited	762441
Hartlebury Trading Estate Limited	1324908
Haxden Properties Limited	802594
Helpbase Property Management Limited	2441097
Kamella Limited	295324
Kennedy Construction Group Limited	1521006
Knight & Company (Services) Limited	617618
Largs Limited	3695 (IOM) 17057 (England)
L.C.R.E. Securities Limited	786082
London Shop (Bishops Stortford) Limited	489050
London Shop (Crosby) Limited	600051
London Shop (Stockport) Limited	344090

Robert Eric Hough Company Directorships	Company Number
Londrock Finance Company Limited	505287
Lyman Limited	1158651
Manchester Commonwealth Games Limited	3150866
Manchester 2002 Limited	3150364
Manchester Chamber of Commerce and Industry	26926
Manchester Ship Canal Developments Limited	2181411
Manchester Ship Canal Services Limited	1060081
Maxstar Securities Limited	1237554
Mode Wheel Property Limited	2598836
MSC (Waste) Limited	1164006
Peel (Anglia) Limited	744568
Peel Commercial (N.W.) Limited	1388218
Peel Commercial (S.W.) Limited	948263
Peel Commercial (S.E.) Limited	307912
Peel Developments Ampthill Limited	2507764
Peel Developments (Cambuslang) Limited	1387921
Peel Developments (N.E.) Limited	306173
Peel Developments (N.W.) Limited	1565719
Peel Developments (S.W.) Limited	28486
Peel Developments (U.K.) Limited	325193
Peel Farms Limited	1904353
Peel Holdings p.l.c.	166957
Peel Homes (Anglia) Limited	845511
Peel Homes Limited	1227843
Peel Housing (Anglia) Limited	756772
Peel Investments (Anglia) Limited	2205594
Peel Investments (N.E.) Limited	84337



Robert Eric Hough Company Directorships	Company Number
Peel Investments (N.W.) Limited	1628172
Peel Investments (North) Limited	187724
Peel Investments (South) Limited	491228
Peel Investments (S.W.) Limited	709002
Peel Land Limited	599468
Peel North East Limited	2392436
Peel North West Limited	1078235
Peel Overseas Limited	2022817
Peel Properties (Gloucester) Limited	1633859
Peel Properties (N.W.) Limited	517377
Peel Properties (S.E.) Limited	2292361
Peel Properties (S.W.) Limited	944771
Peel Securities (N.E.) Limited	539745
Peel Securities (N.W.) Limited	258495
Peel Securities (S.E.) Limited	110220
Peel Securities (S.W.) Limited	564105
Peel South East Limited	216214
Peel South West Limited	24965
Rio de Janeiro Land Mortgage & Investment Agency Company Limited	129122
Ship Canal Enterprises Limited	2486891
Ship Canal Investments Limited	2224895
Ship Canal Land Limited	924359
Ship Canal Properties Limited	1798783
Sudbrook Trading Estate Limited	201251
Sydney Court Holdings (Jersey) Limited	21240
The Beaumont Property Trust Limited	279336
The Manchester Ship Canal Company	ZC197

Robert Eric Hough Company Directorships	Company Number
The Trafford Centre Limited	3080975
Trafford Centre Developments Limited	1231559
Trafford Centre Investments Limited	3213845
Toll House Motors Limited	837841

Robert Eric Hough Former Company Directorships	Company Number
Abgardens Properties Limited	1057380
Barrs Court Building Limited	1472932
Beaulon Properties Limited	751513
Beaulon Property & Investment Company Limited	748071
Bournemouth & District Hotel Company Limited	424376
Brookvale Developments Limited	561130
Chalford Industrial Estates Limited	1001065
City & Town Centre Redevelopments Limited	700412
Cockfosters Holdings Limited	592123
Cockgate Holdings Limited	629659
Estax Property Company Limited	1399305
Fee Simple Holdings Limited	537247
Global Forum 94 Limited	2804432
Global Forum (Management) Limited	2823664
Grainstone Estates Limited	1364397
Haxbridge Limited	2130867
Ilchester Properties Limited	772167
Lansbury Shop Properties Limited	339976
London & Yorkshire Real Estate Limited	801476
London Shop Development Services Limited	1047381
London Shop (Formby) Limited	38438
London Shop (Oldaker) Limited	545237
London Shop (Princes Street) Limited	694561
London Shop (Tiverton) Limited	554335
Main Street (Hornchurch) Investments Limited	703016
Manchester 2002 Commonwealth Games Bid Limited	2459613

Robert Eric Hough Former Company Directorships	Company Number
Morris Central Properties Limited	659090
Oxnard Investments Limited	866536
Penmill Estates Limited	382437
Perfect Homes Limited	283220
Pleece Holdings Limited	34505
R.D.J. Developments Limited	573732
Realty Holdings Limited	609151
Rowriver Limited	1725883
Sixty-Nine Limited	
South Farm Road Company Limited	296996
South Coast Gardens (Warlingham) Limited	574357
Sovereign Property Investments (Bexley Heath) Limited	696201
Sovereign Property Investments (Croydon) Limited	711168
Sovereign Property Investments (Edgeware Road) Limited	758658
Stroud Securities Limited	968227
Sunset Investments Limited	742478
The Blackburn Ice Arena Limited	2090015
The Queen Anne Street Investment Company Limited	514046
The Manchester Stock Exchange Buildings Limited	64889
Tinahue Limited	944367
Tonstall Investments Limited	796028
Upperbel Investments (Andover) Limited	1420222
Upperbel Investments (Bournemouth) Limited	1502414
Upperbel Services Limited	142498
Walkspeed Limited	2163765
Walkspeed (Properties) Limited	2233832
Warwick Estates Limited	287227
W. Pleece & Son Limited	322871

5255905.

**THE COMPANIES ACTS 1985 to 1989  
PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION OF  
THE LOWRY CENTRE LIMITED**



1. The Company's name is The Lowry Centre Limited
2. The Company's registered office is to be situated in England and Wales. 784082
3. (i) The object of the Company is to carry on business as a general commercial company and to promote the advancement of education for the public benefit.  
(ii) Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:-
  - (a) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
  - (b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
  - (c) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
  - (d) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- (e) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (f) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and surety ships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (g) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (h) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (i) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (j) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (k) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

- (l) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (m) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (n) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (o) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (p) To remunerate any person firm or company rendering services to the Company by cash payment or otherwise as may be thought expedient.
- (q) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to

make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (t) To make donations to charity, whether a covenanted donation to charity within the meaning of the Income and Corporation Taxes Act 1988 Section 339 (8) or otherwise, such donations representing the whole or any part of the distributable income of the company of any accounting period or being made out of any other monies of the company and being made generally on such terms as may seem expedient.
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause.

AND so that:-

- (1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- (2) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (3) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory



modification or re-enactment of that provision for the time being in force.

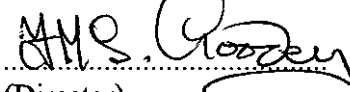

4. The company shall pay to the registered charity known as The Lowry Centre Trust whether by way of covenanted donation to charity within the meaning of the Income and Corporation Taxes Act 1988 Section 339 (8) or otherwise such sums as, after due provision for the financial requirements and reserves of any business or businesses which are for the time being carried on by the company, shall absorb or extinguish profits which otherwise would be available for distribution.
5. The liability of the Members is limited.
6. The Company's share capital is £100 divided into 100 shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

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Name and address of Subscriber	Number of shares taken by Subscriber
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- |   |     |
|---|-----|
| 1. The Lowry Centre Trust<br>Co Registration No. 3168108<br>Chief Executives Department<br>Salford Civic Centre<br>Chorley Road Swinton Salford<br>Greater Manchester M27 5DA<br><br>.....<br>(Director)<br><br>.....<br>(Director) | One |
|---|-----|

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Total shares taken	One
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Dated this 22<sup>nd</sup> day of May 1996

Witness to the above Signatures:

  
.....

Name : Christopher Gordon Hulme  
Address : Chief Executives Department  
Salford Civic Centre Chorley Road  
Swinton Salford M27 5DA  
Occupation : Local Government Officer

# **THE COMPANIES ACTS 1985 to 1989**

## **PRIVATE COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION OF**

### **THE LOWRY CENTRE LIMITED**

#### **PRELIMINARY**

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (S.I. 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (S.I. 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- (c) In these Articles the expression "the Charity" shall mean the registered charity known as The Lowry Centre Trust.

#### **ALLOTMENT OF SHARES**

2. (a) Shares which are comprised in the authorised share capital with which the company is incorporated shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same, to none save the Charity, its associated companies and its or their nominees, on such terms, and in such manner as they think fit; provided always that the Directors shall not exercise any of the powers or discretions conferred on them by this Article without the prior written consent of the Board of Directors for the time being of the Charity. In accordance with Section 91 of the Act Sections 89 (1) and 90 (1) to (6) (inclusive) of the Act shall not apply to the Company.
- (b) Subject to the preceding paragraph (a) of this Article the Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert

securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times.

## **GENERAL MEETINGS AND RESOLUTIONS**

3.
  - (a) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
  - (b) No business shall be transacted at any General Meeting unless a quorum is present. Subject to paragraph (c) below two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
  - (c) If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum.
  - (d) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
  - (e) Clauses 40 and 41 in Table A shall not apply to the Company.
4.
  - (a) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.
  - (b) Any decision taken by a sole Member pursuant to paragraph (a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

## **APPOINTMENT OF DIRECTORS**

5.
  - (a) Clauses 64 to 69 (inclusive) in Table A shall not apply to the Company.
  - (b) John Willis, Charles William Victor Hinds, David Anthony Lancaster, Felicity Margaret Sue Goodey, Robert Eric Hough, Joyce Hytner, and Carol Ann Danes shall be the first Directors of the Company.

- (c) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two, and Clause 89 in Table A shall be modified accordingly.
- (d) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (e) The Board of Directors of the Charity may pursuant to resolution of such Board of Directors appoint any person to be a Director or remove any Director from office. Every such appointment shall be in writing and signed by the Chairman or the Secretary of such Board of Directors and shall take effect upon receipt of such written appointment or removal at the registered office of the Company or by the Secretary of the Company.

### **BORROWING POWERS**

- 6. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as may be approved in writing by the Board of the Directors of the Charity, and subject as aforesaid and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, 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.

### **GRATUITIES AND PENSIONS**

- 7. (a) The Directors may exercise the powers of the Company conferred by Clause 3(ii)(s) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- (b) Clause 87 in Table A shall not apply to the Company.

### **PROCEEDINGS OF DIRECTORS**

- 8. (a) A Director may vote at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) The quorum for the transaction of the business of the Directors shall be three and clause 89 in Table A shall be modified accordingly.

- (c) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

## **THE SEAL**

9. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.
- (b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

## **INDEMNITY**

10. (a) Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.
- (c) Clause 118 in Table A shall not apply to the Company.

## **TRANSFER OF SHARES**

- (a) The Directors shall not register any transfer of a share if it is made without the prior written consent of the Board of Directors of the Charity who may in their absolute discretion and without assigning any reason therefore decline to approve the transfer of any share whether or not it is fully paid.
- (b) Clause 24 in Table A shall not apply to the Company.

Name and address of Subscriber

The Lowry Centre Trust  
Co Registration No. 3168108  
Chief Executives Department  
Salford Civic Centre  
Chorley Road Swinton Salford  
Greater Manchester M27 5DA

AMS. Goodey  
(Director)

Bill Kindy  
(Director)

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Dated this 22 day of July 1996

Witness to the above Signatures: C. Hulme

Name : Christopher Gordon Hulme  
Address : Chief Executives Department  
Salford Civic Centre Chorley Road  
Swinton Salford M27 5DA  
Occupation : Local Government Officer