

(DUPLICATE FOR THE FILE)

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CERTIFICATE OF INCORPORATION

I Thereby Certify

Festival Fringe Society Limited

is a company incorporated under the Companies Act, 1948, and that that Company
is limited

Twenty-second

Sixty-nine

DED. R. L. L. L.

Registrar of Companies

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

OF

FESTIVAL FRINGE SOCIETY LIMITED

1. The name of the Company (hereinafter called "the Company") is "FESTIVAL FRINGE SOCIETY LIMITED."
2. The Registered Office of the Company will be situate in Scotland.
3. The Company is established to promote, maintain, improve and advance education, particularly by the production of educational plays and the encouragement of the Arts, including the arts of drama, mime, dance, singing and music, and to formulate, prepare and establish schemes therefor, provided that all objects of the Company shall be of a charitable nature. And, as ancillary to the foregoing objects:-
 - (A) To carry out, foster, encourage or assist the presentation, promotion, organisation, provision, management and production of such plays, dramas, comedies, operas, operettas, burlesques, films, broadcasts, concerts, musical pieces, puppet shows, ballets, entertainments and exhibitions, whether on any premises of the Company or elsewhere, as are conducive to the promotion, maintenance, improvement and advancement of education or to the encouragement of the Arts.
 - (B) To purchase, acquire and obtain interests in the copyright of or the right to perform or show any opera, play, mime, comedy, drama, film, film scenario, stage piece or musical composition which can be used or adapted for the objects of the Company.
 - (C) In furtherance of the objects of the Company to enter into agreements with authors, actors, dancers, composers, musicians, producers and script writers.
 - (D) To retain or employ professional or technical advisers or workers in connection with the objects of the Company and to pay reasonable and proper fees for their services.

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- (E) To establish and provide for the convenience of audiences, persons attending plays, performances, concerts, meetings, lectures and other activities of the Company, and others, restaurants, clubs, refreshment rooms, lounges and other similar facilities.
- (F) To provide and arrange facilities for travel, accommodation and catering and generally to provide for the welfare and comfort of members of stage companies, artists, musicians, officials and other persons assisting in the promotion of the objects of the Company.
- (G) To purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the Company.
- (H) To establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage or lend money or other assistance to any association, society or other body, corporate or unincorporate, established for charitable purposes only and having primary objects wholly or partly similar to those of the Company and for the purpose of promoting the primary objects of the Company to co-operate with manufacturers, dealers, or other traders, and with the press and other sources of publicity.
- (I) To purchase, take on lease or in exchange, hire or otherwise acquire and to hold, sell, feu, lease or otherwise dispose of any heritable, moveable, real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the objects of the Company and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- (J) To take any gift of property, whether subject to any trust or not, for any one or more of the objects of the Company.
- (K) To sell, feu, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be expedient in the promotion of its objects.
- (L) To undertake and execute any charitable trusts having primary objects wholly or partly similar to those of the Company and which may lawfully be undertaken by the Company.
- (M) To borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit, and whether by the creation and issue of debentures or debenture stock or otherwise.
- (N) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

- (O) To acquire, take, or assist any Company or Companies with charitable objects all or any of which are similar to the objects of the Company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for the purpose of carrying on any activity which the Company is authorized to carry on or for any other charitable purpose directly or indirectly calculated to benefit this Company in the furtherance of its objects.
- (P) To make any charitable donation either in cash or assets in furtherance of the primary objects of the Company.
- (Q) To establish and support pension and superannuation schemes for the benefit of persons employed by the Company, and to grant pensions or retiring allowances to persons who have been employed by the Company or to their dependants.
- (R) To purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any one or more of the charitable associations, societies or bodies with which this Company is authorized to co-operate or federate.
- (S) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- (T) To do all such other things as are necessary or incidental to the attainment of the objects of the Company or any of them.

Provided that:-

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Company would make it a Trade Union.
- (iii) In case the Company shall take or hold any property subject to the jurisdiction of any competent charitable authority, the Company shall not sell, burden, 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 managers or trustees of the Company shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such managers or trustees have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Court of Session or any Court of competent jurisdiction or other authority having jurisdiction in the matter over such managers or trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable rent for premises let by any member of the 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 the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.
7. If upon winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Company, but shall be given or transferred to some other society, institution or organisation having objects similar to the objects of the Company, and which is established for charitable purposes only.
8. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

Names, Addresses and Descriptions of Subscribers.

Patrick W. Brooks

PATRICK WILLIAM BROOKS. B.Sc. H.B.C.E. D.P.M.
11, THIRLESTANE RD
EDINBURGH 9
MEDICAL PRACTITIONER.

Janet Mary Lewis

JANET MARY LEWIS B.Comm
41 SCOTLAND STREET
EDINBURGH 3.
EXECUTRY ACCOUNTANT.

Rosemary A. Simpson

ROSEMARY ANNE SIMPSON
15, LEVEN TERRACE
EDINBURGH 3.

TEACHER

T. S. Martin

THOMAS GEORGE MARTIN
KINGSTON UPON HULL COLLEGE OF EDUCATION,
COTTINGHAM ROAD, HULL, E. YORKS.
DEAN OF COLLEGE.

R. Buchanan

ROBERT JAMES BUCHANAN J.R.
24 GRANTON ROAD
EDINBURGH 5.
BANK MANAGER

G. A. Shaw

GEORGE ARTHUR SMITH SHAW,
35, CAYSTAKE AVENUE,
EDINBURGH 10
ASST BANK MANAGER.

Anthony Kenneth Andgate

ANTHONY KENNETH ANDGATE
11A, THIRLESTANE ROAD,
EDINBURGH 3.

STUDENT.

Dated the *Ninth* day of *May* 1967.

Witness to the above Signatures:-

Andrew H. Ken

ANDREW HENRY KEN

16 Hill Street, Edinburgh

Witness to the Signet

THE COMPANIES ACTS, 1948 to 1957



COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

FESTIVAL FRINGE SOCIETY LIMITED

1. In these Articles:-

"the Act" means the Companies Act, 1948.

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

"Secretary" means any person firm or corporate body 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.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.

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.

PATRONS

2. A person or persons may be appointed to be patron or patrons of the Company. Such patron or patrons shall be elected by the Directors. A patron, who need not be a member of the Company, shall hold office until the first annual general meeting following his appointment but may be re-elected at that annual general meeting. The first patron or patrons may be appointed by the subscribers of the Memorandum of Association or a majority of them.

MEMBERS

3. The number of members with which the Company proposes to be registered is 100, but the Directors may from time to time register an increase of members.

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4. The following shall (subject to Articles 5, 6 and 7) be members of the Company:-

- (1) The subscribers of the Memorandum of Association.
- (2) All persons, groups, societies, firms, corporations, and others not sponsored by the Edinburgh Festival Society Limited, and
- (3) Such others as the Directors shall decide to admit to membership.

Provided that:-

- (a) he consents in writing to be a member and to subscribe at least £1 each year, or such other annual sum as the Company in general meeting may from time to time upon the recommendation of the Directors determine, to the general funds of the Company, and
- (b) Such consent is accepted by the Directors who shall have power in their absolute discretion to accept or decline any application.

5. Any member may resign his membership by notice in writing addressed and delivered to the Secretary, and upon receipt of such notice he shall cease to be a member. Membership may also be terminated by the Directors on the failure of a member in any year to pay the subscription or any other sums due to the Company and the date of termination shall be two months after the day on which the payment was due.

6. The member shall ipso facto cease to be a member of the Company:-

- (a) If being an individual he dies or becomes of unsound mind or is adjudged a bankrupt or his estate is sequestrated or he suspends payment or compounds with his creditors.
- (b) If being a firm the estates of the firm or any of the partners are sequestrated or the firm suspends payment or compounds with its creditors.
- (c) If being a corporation it goes into liquidation.

7. A majority of three-fourths in number of the Board of Directors present and voting at a meeting of the Board especially convened for the purpose may at any time by resolution expel any member whose conduct in their opinion renders such member unfit to be a member of the Company. Seven days' previous notice at the least of such proposed resolution and of the grounds upon which it is to be proposed shall be given to the member concerned, and such member (or his representative) shall be entitled to attend the meeting and to be heard, but not to be present at or take part in the voting. Any member so expelled, on giving notice to the Secretary in writing within fourteen days thereafter, shall have the right to appeal to an extraordinary general meeting of the Company, which the Secretary shall convene for a date not later than twenty-eight days after the receipt of such notice and which shall have full authority to confirm or annul the resolution of the Board of Directors.

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 notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint.
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 notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- (a) In the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per centum of the total voting rights at that meeting of all the members.

12. The annual general meeting shall be held on the first day of January in each year, and a meeting so held shall be deemed to be an annual general meeting, notwithstanding that it may be held on a day other than the first day of January in any year.

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, and 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, seven members present in person shall be a quorum.
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.
16. The Chairman, if any, of the 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; provided always that such Chairman of the Directors, or such Director, is a member of the Company.
17. If at any meeting no Director is willing or competent 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. 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 a member or members 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 in favour of or against such resolution.

A demand for a poll may be withdrawn.

- 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 taken 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 notice of and to attend and vote at general meetings shall be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

- 24. Every member shall have one vote.
- 25. (a) Any corporation, group or society which is a member of the Company may, by resolution of its Directors or other governing body, authorise any person to act as its representative at any general meeting of the Company.
- (b) Any firm which is a member of the Company may, by writing under the hand of its partners, authorise any person to act as its representative at any general meeting of the Company.
- (c) Any representative so appointed shall be entitled to exercise the same powers on behalf of the member which he represents as that member could exercise if it were an individual member, including power, when personally present, to vote on a show of hands, and also to sign resolutions as provided in Article 21.

PROXIES

26. On a poll votes may be given either personally or by proxy.
27. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or of his representative as provided in Article 25. 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:-

"Festival Fringe Society Limited

I/We, _____ of _____ in
the county of _____ being a 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____.

This form is to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired."

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

32. The Board of Directors of the Company shall consist of not less than five nor more than fifteen Directors. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or the majority of them.

BORROWING POWERS

33. 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

34. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
35. 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.
36. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) Of all appointments of officers made by the Directors;
 - (b) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) Of all resolutions and proceedings at all meetings of the Company and of the Directors, and of committees of Directors;

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

DISQUALIFICATION OF DIRECTORS

37. The office of Director shall be vacated if the Director:-
- (a) Accepts any remuneration or other benefit in contravention of Clause 4 of the Memorandum of Association; or

(b) /

- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) Becomes prohibited from being a Director by reason of any order made under section 188 of the Act; or
 - (d) Becomes of unsound mind; or
 - (e) Resigns his office by notice in writing to the Company; or
 - (f) Is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 199 of the Act.
38. A Director shall not, except with the consent of the other Directors present, vote in respect of any contract in which he is directly or indirectly interested and if he does so vote his vote shall not be counted.
39. The provisions of section 185 of the Act shall not apply to the Directors of the Company.

ROTATION OF DIRECTORS

40. 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.
41. 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.
42. A retiring Director shall be eligible for re-election.
43. The Company at a 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.
44. 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.
45. 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.

PROCEEDINGS OF DIRECTORS.

46. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meetings 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. Three Directors may, and the Secretary on the requisition of three Directors shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.
47. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be not less than three.
48. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
49. 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.
50. The Directors may delegate any of their powers to committees consisting of not less than two members of their body and such other persons (who need not be members of the Company) as the Directors shall co-opt; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
51. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
52. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
53. All acts done by any meeting of the Directors or of a committee, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
54. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

SECRETARY

55. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
56. A provision of the Act or these Articles authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

57. 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 authorised by the Directors in that behalf which shall be composed solely of Directors, 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 AUDITS

58. The Directors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;
 - (b) all sales and purchases of goods by the Company; and
 - (c) the assets and liabilities of the Company.
59. 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.
60. The books of account shall be kept at the registered office of the Company, or, subject to section 147 (3) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
61. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors.
62. The Directors shall from time to time in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

62. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company at 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 these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

63. Auditors shall be appointed and their duties regulated in accordance with sections 159 and 161 of the Act, and Section 14 of the Companies Act 1967.

NOTICES

64. 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 notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

65. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

(b) every person being a legal personal representative or a trustee in bankruptcy or a liquidator of a member where the member but for his death, bankruptcy, sequestration or liquidation would be entitled to receive notice of the meeting;

(c) the auditor for the time being of the Company; and

(d) the Directors of the Company.

No other person shall be entitled to receive notices of general meetings.

VINDING UP

66. The provisions of Clause 7 of the Memorandum of Association relating to

relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers.

Patrick W. Brooks

PATRICK WILLIAM BROOKS B.Sc., M.B., D.P.M.
11, THIRLESTONE ROAD,
EDINBURGH 9.
MEDICAL PRACTITIONER.

Janet M. Lewis

JANET MARY LEWIS B. Comm.
41 SCOTLAND STREET
EDINBURGH 3.
EXECUTRY ACCOUNTANT

Rosemary A. Simpson

ROSEMARY ANNE SIMPSON,
15, LEVEN TERRACE,
EDINBURGH 2.

Robert James Buchanan
ROBERT JAMES BUCHANAN JR.
24 GRANTON ROAD
EDINBURGH 5.
BANK MANAGER.

George Arthur Smith Shaw
GEORGE ARTHUR SMITH SHAW
WCAIYSTANA AVENUE,
EDINBURGH 10.
ASST. BANK MANAGER.

Anthony Kenneth Aldgate
ANTHONY KENNETH ALDGADE
14A, INVERLEITH AVE.,
EDINBURGH 1.

Andrew H. Lee
ANDREW HARK LEE
16 Hill Street, Edinburgh
Witness to the Signet

Dated the *Ninth* day of *May*

1969.

Witness to the above Signatures:-

Andrew H. Lee

ANDREW HARK LEE

16 Hill Street, Edinburgh

Witness to the Signet

No. of Company 46605

12

Notice of Increase in Number of Members

Pursuant to Section 7 (3)

THE COMPANIES ACT, 1948

Name
of
Company

FESTIVAL PRINCE SOCIETY

Limited

[NOTE.—This Notice must be forwarded to the Registrar of Companies within 15 days after the Increase was resolved on or took place.]

Presented by

Bell & Scott, Bruce & Kerr, S.S.,

16 Hill Street, Edinburgh.

Form No. 11

NOTICE

of Increase in Number of Members of **FESTIVAL FRINGE**
SOCIETY Limited.

TO THE REGISTRAR OF COMPANIES.

Festival Fringe Society Limited, hereby gives you notice,

pursuant to Section 7 (3) of the Companies Act, 1948, that by (a) **Directors'**

Resolution of the Company dated the **Third** day of **September** 19 **72**

the number of Members in the Company has been increased by the addition thereto of

ONE HUNDRED Members

beyond the present registered Number of **One Hundred**

(Signature)

John Scott Buchanan

(State whether Director or Secretary)

Secretaries

Dated the **Twenty - sixth** day of

October

1972