

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

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

Please do not write in this binding margin



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

\*Insert full name of company

For official use

Company number

1585918/1

Name of company

DIORAMA ARTS CENTRE LIMITED

I, Martin Burrows

of 60 Leighton Road London NW5

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

do solemnly and sincerely declare that I am a person named in the statement delivered under section 21 of the Companies Act 1976 as a Director of Diorama Arts Centre Limited

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent and incidental thereto have been complied with.  
And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 146 Kentish Town Road  
London NW1

Signature of Declarant

the 18th day of August

One thousand nine hundred and eighty one

before me J. Moore

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):

Camden Community Law Centre  
146 Kentish Town Road nw1  
telephone: 01-485 6677

For official use  
New companies section

Post room



038961/6

£50.00

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

1585018/2

MEMORANDUM OF ASSOCIATION

- of -

DIORAMA ARTS CENTRE LIMITED

£50.00

1. The name of the Company (hereinafter called "the Association") is "DIORAMA ARTS CENTRE LIMITED"
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-

(A) To promote, maintain, improve, and advance public education, particularly by the promotion of educational drama and other Fine Arts, especially those activities which seek to make the arts relevant to the community, including the arts of drama, mime, dramatic improvisation, literature, dance, singing and music, and to formulate, prepare and establish schemes therefor.

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

(a) To present, promote, organise, provide, manage, and produce such plays, dramas, comedies, dramatic and literary improvisations, operas, operettas, burlesques, films, broadcasts, concerts, musical pieces, puppet shows, ballets, entertainments, exhibitions and literary publications, whether on any premises of the Charity or elsewhere, as shall further the promotion, maintenance, improvement and advancement of education.

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

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

£51.00  
Counts.

COMPANIES REGISTRATION  
NO. 22 JUN 1981

(d) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.

(e) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.

(f) To invest the moneys of the Association 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.

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

(h) to do all such other things as will further the above objects or any of them.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Association shall not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any

such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

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

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alterations, or amendment shall be made to or in the provisions of the Memorandum of Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Charity Commissioners for England and Wales.
6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the Board of Trade to the Association in pursuance of section 19(1) of the Companies Act, 1948, is subject

7. The liability of members is limited.
8. Every member of the Association undertakes to contribute to the assets of the Association, 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 Association 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 contributors among themselves, such amount as may be required not exceeding £10.
9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Association, and shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MARTIN BURROWS 60, LEIGHTON ROAD, N.W.5.  
ACTOR/WRITER. *Martin Burrows*

CONRAD CLARK 29, AGAMU ST. N.W.1.  
DESIGN TUTOR *Conrad Clark*

ERNEST BERN, 143 THE GRAMPIANS  
PROFESSOR OF MOVEMENT / *Ernest Bern*

Hilary Randall. 18 Palace Gardens  
Secretary  
Philadelphia  
Association *Hilary Randall*

MARY TROUP/  
MUSIC THERAPIST 18, PARK SQ.EAST. N.W.1.  
*Mary Troup.*

JOHN LADLE / 16, HIGHLIGHT WEST HILL  
DRAMA THERAPIST *John Ladle*

STEVEN SINGER 36 D. Caversham RD. N.W.5.  
SCULPTOR / TEACHER *Steven Singer*

Dated this eighth day of May 1981

WITNESS to the above Signatures:

*Michael Collier Bradley*  
MICHAEL COLLIER BRADLEY  
COMPANY SECRETARY

INTER-ACTION TRUST LTD.  
INTER-ACTION CENTRE  
15 WILKIN STREET  
LONDON NW5 3NG

THE COMPANIES ACTS 1948 to 1980

6.

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

1585918/3

ARTICLES OF ASSOCIATION

- OF -

DIORAMA ARTS CENTRE LIMITED

GENERAL

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

WORDS	MEANINGS
The Act ... ... ... ...	The Companies Act 1948
These presents ... ... ... ...	These Articles of Association and the regulations of the Association from time to time in force.
The Association .. ... ... ...	The above-named Company
The Council . ... ... ...	The Council of Management for the time being of the Association
The Office .. ... ... ...	The registered office of the Association
The Seal ... ... ... ...	The common seal of the Association
The United Kingdom ... ...	Great Britain and Northern Ireland
Month .. ... ... ...	Calendar month
In writing .. ... ... ...	Written, printed or lithographed or partly one and partly another, and other modes or representing or reproducing words in visible form

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

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

Words importing persons shall include corporations

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

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

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

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

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

#### GENERAL MEETINGS

6. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

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

8. The Council 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.

9. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of, the remuneration of, the Auditors,

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided four members personally present shall be a quorum.

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

14. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried

unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

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

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

#### VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote.

22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

24. The Instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

25. The Instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve

months from the date of its execution.

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

27. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

LIMITED

"I,  
 "of  
 " a member of  
 "hereby appoint  
 "of  
 "and failing him  
 "of  
 "to vote for me and on my behalf at the  
 "Annual or Extraordinary, or Adjourned, as  
 "the case may be, General Meeting of the  
 "Association to be held on the  
 "day of 19 , and at every  
 "adjournment thereof.

"As witness my hand this day of 19 ."

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

COUNCIL OF MANAGEMENT

28. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than seven nor more than twenty.

29. The first members of the Council shall be the subscribers to the Memorandum of Association.

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

31. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council

## POWERS OF THE COUNCIL

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

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

## SECRETARY

34. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of section 177 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## THE SEAL

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

## DISQUALIFICATION OF MEMBERS OF THE COUNCIL

36. The office of a member of the Council shall be vacated -

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Association.
- (D) If by notice in writing to the Association he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (G) If he ceases to be a member by virtue of section 185 of the Act.

#### ROTATION OF MEMBERS OF THE COUNCIL

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

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

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

40. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

41. The Association may from time to time in General Meeting increase or reduce the number of Members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

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

#### PROCEEDINGS OF THE COUNCIL

43. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, not less than one third of the members of the Council shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

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

45. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

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

47. The Council may delegate any of their powers to committees consisting of such member or members of the Council or others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. Any such committees shall report to the Council on any decisions taken.

48. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in

office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

49. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

50. The resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

#### ACCOUNTS

51. The Council shall cause proper books of account to be kept with respect to -

- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Association; and
- (C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

52. The books of account shall be kept at the office or, subject to section 147(3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

53. The Council 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 Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

54. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date.

Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 14 of the Companies Act 1967.

#### AUDIT

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

56. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act and section 14 of the Companies Act 1967, the members of the Council being treated as the Directors mentioned in those sections.

#### NOTICES

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

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

59. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### DISSOLUTION

60. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MARTIN BURROWS 60, LEIGHTON ROAD N.W.5.  
ACOR/WRITER.

CONRAD CLARK 29 ALBANY ST. N.W.1.  
DESIGN TEACHER.

ERNST BECK / 143, THE CHAMPIONS  
PROFESSOR OF MOVEMENT / *Ernst Beck*

Hilary Randall 18 Palace Gardens  
Secretary Philadelphia Association. *Hilary Randall*

MARY TROUP 18, PARK SQ. EAST. N.W.1.  
MUSIC THERAPIST *Mary Troup*

JOHN LADLE / 16, HUGHTON WEST HILL,  
DRAMA THERAPIST *John Liddle* N.6.

STEVE SINGER / 363 BURGHAM RD. N.W.5.  
SCULPTURE TEACHER *Steve Singer*

Dated this eighth day of May 1981

WITNESS to the above Signatures:

*M. Collier Bradley*

MICHAEL COLLIER BRADLEY  
COMPANY SECRETARY

INTER-ACTION TRUST LTD.  
INTER-ACTION CENTRE  
15 WILKIN STREET  
LONDON NW5 3NG

1

## THE COMPANIES ACTS 1948 TO 1976

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

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

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

Name of Company

Company number

1585918/4

\* delete if  
inappropriate

DIORAMA ARTS CENTRE

Limited\*

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

18 PARK SQUARE EAST, LONDON N.W.1.

X

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 belowMichael Collier Bradley  
Inter-Action Trust Ltd., Inter-Action Centre,  
15 Wilkin St., London NW5 3NG

X

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statementPresentor's name, address and  
reference (if any):For official use  
General section

Post room

MCR  
INTER-ACTION TRUST LTD.  
INTER-ACTION CENTRE  
15 WILKIN STREET  
LONDON NW5 3NG

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

Please do not write in this binding margin



**Important**

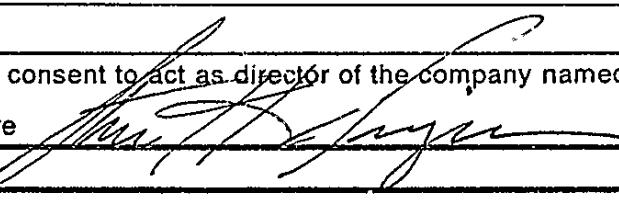
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

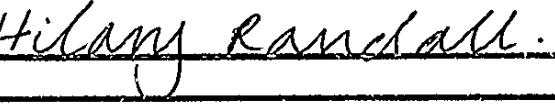
Name (note 2)	Ernest Berk	Business occupation
Former name(s) (note 3)		Professor of Movement
Address (note 4)	143 The Grampians	Nationality
	London W6	British
Particulars of other directorships (note 5)	Date of birth (where applicable) (note 6) 12/10/09	
I hereby consent to act as director of the company named on page 1		
Signature	Date 8/5/81	

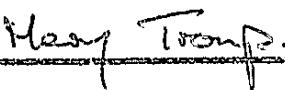
Name (note 2)	John Robert Ladle	Business occupation
Former name(s) (note 3)		Drama Therapist
Address (note 4)	16 Highgate West Hill	Nationality
	London N6	British
Particulars of other directorships (note 5)	Date of birth (where applicable) (note 6) 17.11.48	
I hereby consent to act as director of the company named on page 1		
Signature	Date 8/5/81	

Name (note 2)	Martin Howard Burrows	Business occupation
Former name(s) (note 3)		Writer/Performer/ Film-maker
Address (note 4)	60 Leighton Road London NW5 2QE	Nationality
		British
Particulars of other directorships (note 5)	Date of birth (where applicable) (note 6) 19.4.48	
I hereby consent to act as director of the company named on page 1		
Signature	Date 8/5/81	

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

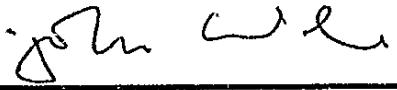
Name (note 2) Steven Howard Singer	Business occupation sculptor/tutor
Former name(s) (note 3)	Nationality
Address (note 4) 36 D Caversham Road London NW5 2DS	U.S. citizen
	Date of birth (where applicable) (note 6) 4/7/50
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature 	Date 8/5/81

Name (note 2) Hilary Randall	Business occupation secretary of Philadelphia Assocn.
Former name(s) (note 3)	Nationality
Address (note 4) 18 Palace Gardens Terrace London W8	British
	Date of birth (where applicable) (note 6) 7.10.52
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature 	Date 8/5/81

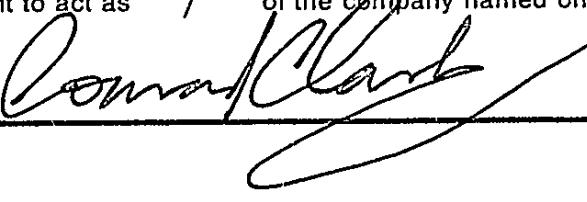
Name (note 2) Mary Troup	Business occupation Music Therapist
Former name(s) (note 3)	Nationality
Address (note 4) 18 Park Square East London NW1	British
	Date of birth (where applicable) (note 6) 20/1/50
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature 	Date 8/5/81

Please do not  
write in this  
binding margin

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

Name (notes 2 & 7)	John Robert Ladle
Former name(s) (note 3)	
Address (notes 4 & 7)	16 Highgate Westhill, London N16
I hereby consent to act as secretary of the company named on page 1	
Signature	
Date 8/5/81	

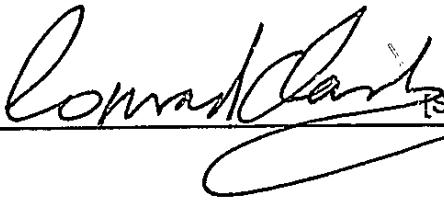
**Important**  
The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

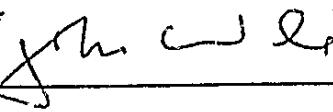
7th DIRECTOR		
Name (notes 2 & 7)	Robert Edward Conrad Clark	Business Occupation:
		Design teacher
Former name(s) (note 3)	Nationality:	
Address (notes 4 & 7)	British	
29 Albany Street, London NW1	Date of Birth:	
	31.8.41	
I hereby consent to act as	director	of the company named on page 1
Signature		
		Date 8/5/81

\* 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  [Subscriber] [Agent] † Date 14 May 1981

Signature  [Subscriber] [Agent] † Date 14 May 1981

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1585918

I hereby certify that

DIORAMA ARTS CENTRE LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as  
a private company and that the Company is limited.

Given under my hand at Cardiff the

15TH SEPTEMBER 1981

Assistant Registrar of Companies



**COMPANIES FORM No. 225(1)**

**Notice of new accounting reference date given during the course of an accounting reference period**

**225(1)**

Please do not write in this margin

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

\* Insert full name of company

**Note**  
Please read notes 1 to 4 overleaf before completing this form

† delete as appropriate

# Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use  
[ ]

Company number

1585918

Name of company

\* DJURAMA ARTS CENTRE LIMITED

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day      Month

3	0	0	9
---	---	---	---

Day      Month      Year

3	0	0	9	1	9	8	9
---	---	---	---	---	---	---	---

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of \_\_\_\_\_

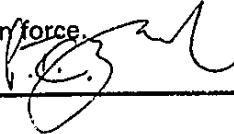
company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_

and it is still in force.

Signed 

Designation: Director

Date 5. 7.89

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

D M Weate FCCA AASA  
39 St Mary's Road  
London SE15 2EA

For official Use  
General Section

Post to COMPANIES HOUSE

14 JUL 1989

M

61

## Notes

- 1 Under section 225(1) of the Companies Act 1985, at any time during one of its accounting reference periods a company can give notice to the registrar of companies specifying a new date ("the new accounting reference date") on which that period is to be treated as coming to an end (or, alternatively, is to be treated as having come to an end), and on which subsequent accounting reference periods are also to be treated as coming to an end. The day and month specified in the notice must be the same for both the accounting reference date and the end of the accounting reference period.
- 2 The notice can shorten the current accounting reference period. But, unless the company is subject to an administration order or unless the Secretary of State directs otherwise, a notice can extend a current accounting reference period only if EITHER
  - (a) the company giving the notice is a subsidiary or holding company of another company, and the new accounting reference date coincides with the accounting reference date of the other company, or
- (b) no previous accounting reference period of the company has been extended by virtue of a previous notice given by the company under section 225, or
- (c) the notice is given not less than 5 years after the date on which any earlier accounting reference period of the company which was so extended came to an end.
- 3 Unless the company is subject to an administration order, a current accounting reference period cannot be extended so as to make it longer than 18 months
- 4 The date shown in the boxes on the form should be completed in the manner shown below.

Day                    Month

0	5	0	4
---	---	---	---

Day                    Month            Year

0	5	0	4	1	9	8	5
---	---	---	---	---	---	---	---