

Memorandum

AND

Articles of Association

OF THE

**Clowne & District Cinematograph
Company, Limited.**

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Clowne & District Cinematograph
Company, Limited.

THE COMPANIES (CONSOLIDATION) ACT, 1908.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF THE

Clowne & District Cinematograph Company, Limited.

1. The name of the Company is "THE CLOWNE AND DISTRICT CINEMATOGRAPH COMPANY, LIMITED."

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

3. The objects for which the Company is established are :—

(1) To carry on the business or businesses of lessees or occupiers and caterers for public entertainments, exhibitions or amusements, theatre proprietors and managers, music hall and concert room proprietors, builders and contractors, photographers, opticians, and makers and dealers in photographic apparatus and accessories of every description. To provide for the production, representation and performance of cinematographic and bioscopic displays and animated pictures and dramatic and musical entertainments of every description.

(2) To carry on the business of restaurant keepers, wine and spirit merchants, theatrical agents, box office keepers, concert, dancing and assembly rooms proprietors, skating rink and circus proprietors, hotel keepers, licensed victuallers, dealers in tobacco, and any other business which may be conveniently carried on in connection with any of the objects of this Memorandum, or which may seem to the Company calculated to render profitable any of the Company's property and rights for the time being.



(3) To enter into agreements with authors and other persons for the purchase and acquisition of dramatic or other rights or for the representation thereof in the United Kingdom and elsewhere and to enter into arrangements of all kinds with artistes and other persons.

(4) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or may seem to the Company calculated directly or indirectly to benefit the Company or to enhance the value of or render profitable any of the Company's properties or rights.

(5) To acquire and carry on all or any part of the business or property and to undertake any liabilities of any person, firm, association, or company possessed of property suitable for any of the purposes of this Company or carrying on any business which this Company is authorised to carry on and as the consideration for the same to pay cash or to issue any shares, stocks, or obligations of this Company.

(6) To amalgamate with, enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person or company carrying on, engaged in, or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

(7) To purchase, take on lease or in exchange, hire, or otherwise acquire any real or personal property, rights, or privileges which the Company may think suitable or convenient for any purpose of its business, and to erect, construct, lay down, enlarge, alter, reconstruct, and maintain any theatres, music halls, buildings, works, and machinery necessary or convenient for the Company's business, or directly or indirectly conducive to any of its objects.

(8) To apply for, purchase or otherwise acquire any patents, licences, and the like conferring an exclusive or

non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of or otherwise turn to account the rights and information so acquired.

(9) To purchase, subscribe for, either absolutely or conditionally or to otherwise acquire and hold shares, stock, debentures, debenture stock, or other obligations of any other company having objects altogether or in part similar to those of this Company and to sell or re-issue, with or without guarantee, or otherwise deal with such shares, stock, debentures, debenture stock, or obligations.

(10) To borrow or raise or secure the payment of money, for the purposes and on the security of any of the undertakings, and all or any part of the property and rights of the Company present or afterwards acquired, including uncalled capital (if any) either by way of mortgage with or without power of sale or of debentures or debenture stock or other security or without security and upon such terms as to payment, interest, redemption, or otherwise as the Company may think fit.

(11) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, debenture bonds or other negotiable instruments.

(12) To sell, exchange, let on royalty, or hire or otherwise use and grant licences and other rights of and develop, dispose of, or deal with the undertaking of the Company or any part thereof, or all or any part of the property, whether real or personal, of the Company upon any terms with power to accept as the consideration any shares or stocks (whether wholly or partly paid) or securities or obligations of or interest in any other Company.

(13) To enter into any arrangement with any governments or authorities, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions, and privileges which the Com-

pany may think it desirable to claim, carry out or otherwise comply with.

(14) To establish and support or aid in the establishment and support of associations, institutions, and conveniences calculated to benefit any of the employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances, and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition, or for any public, general, or useful object.

(15) To promote any company or companies for the purpose of acquiring all or any of the property, rights, and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to issue, subscribe for, and take or otherwise acquire any such company, and to pay all costs, charges, and expenses of and incidental to the formation and registration of any such company and the issue of its capital, and to remunerate by commission, brokerage, or otherwise any person or company for services rendered or to be rendered in relation to the formation and establishment of any such company, or placing or assisting to place or guaranteeing the placing of any shares or debentures or other securities of any such company.

(16) To receive money on deposit at interest or otherwise to make advantage for the purposes of the Company either with or without security to any person or persons, and to guarantee the performance of any contracts.

(17) To invest money at interest on the security of land of any tenure, buildings, stocks, shares, securities, rights, merchandise, and any other property, and generally to lend and advance money and give any guarantee or indemnity on such conditions as may seem expedient.

(18) To distribute among the members in specie any assets for the time being of the Company and for such purpose to distinguish and separate capital from profits,

(19) To carry out all or any of the foregoing objects as principals or agents, in partnership or in conjunction with any other person, firm, association, or company, and in any part of the world.

(20) To do all such things as are incidental or conducive to the attainment of the above objects.

4. The liability of the members is limited.

5. The capital of the Company is £2,000, divided into 2,000 shares of £1 each, with power to increase such capital, and upon any increase of capital the Company is to be at liberty to issue any new shares with any preferential, special, or qualified rights or conditions as regards dividends, capital, voting, or otherwise attached thereto.

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, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

<i>Names and Addresses and Descriptions of Subscribers.</i>	<i>Number of Shares taken by each Subscriber.</i>
FREDERICK EWART BOULD, 11, Rectory Road, Clowne, Chemist	50
ALFRED EASON, Brookfield House, Clowne, Colliery Manager	100
JAMES HENRY EASTWOOD, North Road, Clowne, Contractor	200
WILLIAM GREAVES, Cross House, Clowne, Chemist	200
ROBERT HANFORD, Station Road, Clowne, Grocer	50
WILLIAM DAWSON, Clown, Grocer	150
OCTAVIUS HIBBARD, Mill Street, Clown, Boot Dealer	200

Dated the Twenty-second day of September, 1910.

Witness to the above Signatures,

WM. N. COWLEY,

Clerk with Messrs. CLEGG & SONS,

Solicitors,

Sheffield,

THE COMPANIES (CONSOLIDATION) ACT, 1908.

COMPANY LIMITED BY SHARES.

Articles of Association

OF THE

Clowne & District Cinematograph Company, Limited.

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies (Consolidation) Act, 1908, shall apply to this Company and be deemed to be incorporated with these presents.

2. The following clauses of Table A (namely), 35, 36 37, 38, 39, and 40, shall not apply, and the following clauses of Table A (namely), 70 and 77, shall be modified as hereinafter appearing.

3. The qualification of a Director shall be the holding of at least 50 shares in the Company.

4. A Director shall not vacate his office if he shall hold the office of Secretary of the Company, nor if he is concerned or participates in the profits of any contract with the Company, nor shall any contract with the Company be avoided, nor shall a Director be liable to account to the Company for any profit arising out of any contract with the Company, by reason of such Director being a party to or interested in or deriving profit from any such contract and being at the same time a Director of the Company, provided that such Director discloses to the Board his interest in such contract at or before the time when the

same is determined upon. No Director, however, shall vote as a Director in respect of any contract in which he is interested or upon any matter arising therefrom.

5. Except with the previous sanction of the Directors of the Company, no share shall be transferred to any person who is not already a member of the Company.

6. The number of the members of the Company, exclusive of persons who are in the employment of the Company, shall not exceed fifty, provided always that where one or more shares are held by two or more persons jointly those persons shall for the purpose of this article be treated as a single member.

7. The Company shall not invite the public to subscribe for any shares, stock, debentures, or debenture stock of the Company.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

FREDERICK EWART BOULD, 11, Rectory Road, Clowne,
Chemist.

ALFRED EASON, Brookfield House, Clowne, Colliery Manager.

JAMES HENRY EASTWOOD, North Road, Clown, Contractor.

WILLIAM GREAVES, The Cross, Clowne, Chemist.

ROBERT HANFORD, Station Road, Clown, Grocer.

WILLIAM DAWSON, Clown, Grocer.

OCTAVIUS HIBBARD, Clown, Boot Dealer.

Dated this Twenty-second day of September, 1910.

Witness to the above Signatures,

WM. N. COWLEY,

Clerk with Messrs. CLEGG & SONS,

Solicitors,

Sheffield.

[COPY.]



No. 111889.

Certificate of Incorporation.

I **hereby Certify** *that the* CLOWNE AND DISTRICT
CINEMATOGRAPH COMPANY, LIMITED, *is this day Incorporated*
under the Companies (Consolidation) Act, 1908, and that the
Company is LIMITED.

Given *under my hand, at London, this Twenty-sixth*
day of September, One Thousand Nine Hundred and Ten.

H. BIRTLES,

Assistant Registrar of Joint Stock Companies.

Fees and Deed Stamps, £3 10s. 0d.

Stamp Duty on Capital, £5 0s. 0d.

[COPY.]



No. 111889.

Certificate of