

THE COMPANIES (CONSOLIDATION) ACT, 1908.

Cinematograph Exhibitors' Association of Great Britain and Ireland, Limited.

Memorandum AND Articles of Association

Registered the 22nd day of May, 1912.

ALFRED HARRIS,

Solicitor,

55, Lincoln's Inn Fields,

London, W.C.

W.D.
C86/1105
CF

No. 122135.



Certificate of Incorporation.

I hereby Certify that the CINEMATOGRAF EXHIBITORS' ASSOCIATION OF GREAT BRITAIN & IRELAND, LIMITED, is this day Incorporated under the Companies (Consolidation) Act, 1908, and that the Company is Limited.

Given under my hand at London, this 22nd day of May, One thousand nine hundred and twelve.

GEO. J. SARGENT,

Assistant Registrar of Joint Stock Companies.

Fees and Deed Stamp, £11 : 5 : 0.

Stamp Duty on Capital - - -

W.D.
Fol.
12
BA

THE COMPANIES (CONSOLIDATION) ACT, 1908

Company Limited by Guarantee and not having a Capital divided
into Shares.

Memorandum of Association

OF THE

Cinematograph Exhibitors' Association of Great Britain and Ireland, Limited.

A. The name of the Company is the "CINEMATOGRAPH EXHIBITORS' ASSOCIATION OF GREAT BRITAIN AND IRELAND, LIMITED."

B. The Registered Office of the Company will be situate in England.

C. The liability of the Members is limited.

D. The objects for which the Company (hereinafter called "the Company") is established are:—

- (1) To establish, maintain and conduct an Association for the encouragement and development in Great Britain and Ireland of the Cinematograph and other allied industries, the protection and advancement of the legitimate interests of those interested in or associated with the Cinematograph and other allied industries and generally to afford members all the usual advantages, conveniences and accommodation of an Association and centre of information and advice on the rights and all matters appertaining to those engaged or interested in the Cinematograph and other allied industries.

- (2) To maintain a suitable organisation for the purpose of maintaining, protecting and enforcing the rights of those engaged or interested in the Cinematograph and other allied industries, and enforcing the Acts of Parliament against all persons committing offences against the laws relating to public places of entertainment for Cinematograph performances which in the interests of those interested or engaged in the Cinematograph and other allied industries should be enforced.
- (3) To establish and maintain a legal department to take all such steps as may be necessary for carrying out the objects of the Association and for the purpose of obtaining all information which may be necessary for the Association and for rendering legal help and assistance to members of the Association and to provide a special fund for the purpose of paying the necessary expenses in connection with such a Department.
- (4) To take all necessary, proper and desirable steps and do all acts necessary to promote, modify or oppose all legislative, administrative and municipal and other local proposals affecting those engaged in the Cinematograph and other allied industries, or the Cinematograph industry generally.
- (5) To afford to all Members of the Association such support, help and assistance whether moral, pecuniary, legal or otherwise, as may be thought necessary for the enforcement, protection and maintenance of the rights as aforesaid.
- (6) To establish, promote, maintain and conduct any Club, Association or Union for or in connection with those engaged in the Cinematograph and other allied industries, and encourage Exhibitions or for or in connection with the promotion and advancement of all branches of the Cinematograph and other allied industries.
- (7) To promote, maintain and assist agencies for the purpose of supplying managers, mechanics, employees, servants, operators, stage-managers and others, and all materials connected with machinery directly or indirectly used in the Cinematograph and other allied industries, and to provide or assist in providing store-houses for Cinematograph machines, films, generators and any other mechanical or musical machines

or instruments in connection with the Cinematograph and other allied industries, and for all materials and goods in connection with such industries, and for the establishment of depôts for all such purposes, and to keep registers and records of all such matters, and to facilitate in every way the keeping and storing of all engines, machines and perquisites in any way connected with the Cinematograph and other allied industries.

- (8) To establish just and equitable principles in the Cinematograph and other allied industries, to maintain uniformity in rules regulations and usages in connection with such industries, to acquire maintain and preserve and disseminate amongst Members of the Association all information connected with the Cinematograph and other allied industries.
- (9) To subscribe to, become a member of, amalgamate with, subsidise and co-operate with any Association or body, whether incorporated or not, whose objects are altogether, or in part, similar to those of this Association and to procure from and communicate with any such Association or body such information as may be likely to forward the objects or the business or interests of the Association.
- (10) To hire and employ secretaries, clerks, managers, servants and workmen and to pay them and other persons in return for services rendered to the Association, salaries, wages, gratuities and pensions.
- (11) To amalgamate with any other Company or Association having objects altogether or in part similar to those of the Association.
- (12) To borrow or raise money in such manner and on such terms as the Association shall think fit and to secure the repayment thereof by mortgaging or hypothecating the undertaking, property and assets of the Association or any part thereof and in particular by the issue of any Debentures or Debenture stock (perpetual or otherwise) charged upon or secured by an assignment of all or any of the Association's property, both present and future.

- (13) To sell, lease, demise, dispose of, or otherwise deal with all or any part of the undertaking, business, property and assets of the Association, to any person or persons, company or association, for such consideration as the Association may think fit.
- (14) To acquire, undertake, enter into and carry on any business transaction or operation commonly undertaken and carried on by persons or companies engaged in or carrying on the trade or business or undertaking of dealers in and manufacturers of cinematographs, animated picture machines, photographic apparatus or films for same, photographers, art dealers, printers, publishers, public entertainers and caterers, electric light, gas, limelight and other artificial light installation, magic lantern manufacturers and dealers, opticians, manufacturers of and dealers in scientific instruments and appliances and musical instruments, contractors and general merchants and manufacturers, and to acquire the goodwill, plant, stock-in-trade, book debts, assets, and effects of any such trade or business or undertaking, and to acquire, undertake, enter into or carry on any other business or undertaking of any nature whatever which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or otherwise, or which may be thought calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, undertaking or rights and to carry on at any place or places within the United Kingdom or elsewhere the business of a cinematograph show or other picture palace, and of amusement caterers, providers of public and other variety enterprises and entertainment.
- (15) To make arrangements for and procure to be carried on, within the United Kingdom and Ireland, or any other part of the world, games, sports, pastimes, recreations, amusements, displays, feats of skill, and other entertainments, and to have Cinematograph and other similar photographic reproductions made thereof, for the purpose of providing exhibits of pictorial shows, spectacular performances, and other pictures or similar representations of events, either real or imaginary.
- (16) To carry on the business of Theatre and Music Hall proprietors, restaurant keepers, wine, beer and spirit merchants, wholesale and retail, licensed victuallers and hotel proprietors,

- electricians, tobacconists, manufacturers and vendors of mineral waters and provisions and refreshment contractors generally theatrical agents, costumiers, box office keepers, dramatic and musical publishers and printers and advertising agents and contractors, and to buy, sell, import, produce, manufacture, and deal both wholesale and retail in anything capable of being used in any such business.
- (17) To provide or join in providing, or finance or join in financing any entertainment or exhibition, public or private, and to acquire, purchase, take on lease, or hire any theatre, opera house, music hall, or other place of public amusement, or any other premises suitable or capable of being made suitable for any of such purposes, and to fit up, furnish, and open the same for and produce and carry on therein any entertainment.
- (18) To acquire, undertake, manage and carry on the business generally of owners of, and dealers in dramatic or other copyrights, and the business and interests of musical and theatrical agents, box office keepers, schools of dramatic art, and schools of dancing and singing, concerts and public exhibitions, theatrical and musical printers and advertising agents, and to provide, engage and employ managers, teachers, artists, playwrights, actors, dancers, singers, variety performers, and all other theatrical and musical artists or other persons.
- (19) To buy, sell, hire, manufacture, repair, let on hire, alter, improve, trade and deal in all photographic films, cinematograph, bioscopic and other apparatus, machines, materials, and articles of all kinds.
- (20) To provide, manage, conduct and show mechanical, musical, artistic and other inventions, machinery, instruments and arrangements including such arrangements as may be required for showing pictures of all kinds upon screens or other objects for the purpose of entertainment, amusement or instruction and all other such mechanical, musical, artistic, photographic and other instruments, devices and arrangements and effects of all kinds, for the purpose of entertainment, amusement or instruction as the Company shall think fit.
- (21) To acquire, manufacture, sell or otherwise deal with, any play, songs or other compositions, and the whole or any part of the copyright of, and the performing or other rights,

in any theatrical or any musical or other entertainment ; and also mechanical, musical, artistic, photographic and other inventions, machinery and instruments of all kinds.

- (22) To acquire copyrights, rights of representation, licenses, and privileges of any sort likely to be conducive to the objects of the Association, and to employ persons to write, produce, compose, and invent plays, picture or otherwise, spectacular pieces, sketches, songs, interlogues, prologues, epilogues, poetry, music and dances, and to remunerate such person or persons, and to print, publish, or cause to be printed or published, any play, photo play, song, poem, music or words of which the Company has a copyright or right to publish, and to sell, distribute and deal with any such matter as the Company may think fit.
- (23) To apply for, purchase or otherwise acquire, in whole or in part, any patents, brevet d'inventions, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any inventions 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 Association ; and to use, exercise, develop or grant licences in respect of, or otherwise turn to account, the property, rights or information so acquired.
- (24) To grant licences or rights in respect of any property of the Association to any person or persons, firm or Association, and to enter into agreements with authors or other persons for the representation of spectacular pieces, musical compositions, plays and other dramatic and musical entertainments, in any part of the world. To enter into any arrangement with any person, firm or Company for the use of any patent or rights that may seem conducive to the Association's objects whether on royalty terms or otherwise and to exercise and carry out and comply with such arrangements, rights or privileges, whether solely or in conjunction with others, or whether for a limited time or otherwise.
- (25) To acquire or start, publish and carry on, either solely or jointly with any other person or corporation, any newspaper, periodical or other publication, and to sell, or otherwise deal with the same.

- (26) To extend any of the businesses authorised to be carried on by the Association as may be expedient, and any manufacturing or other business which can be conveniently carried on in connection with any of the Association's objects.
- (27) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on any business which the Association is authorised to carry on, or possessed of property suitable for the purposes of the Association.
- (28) To purchase, take on lease or otherwise acquire, and to build and construct, and to let on hire, work, alter, modify, repair, improve, or otherwise deal with any lands, buildings and hereditaments of any tenure, wayleaves, easements, rights, undertakings, works, machinery, plant, implements, vehicles, other articles and things for such purposes and generally in such manner as is suitable or convenient for or incidental to the objects and purposes of the Association by erecting thereon other buildings in addition to the buildings required for the ordinary purposes of the Association, and to demise, let, or otherwise deal with or dispose of such other and additional buildings which may from time to time be required for the purposes of the Association.
- (29) To sell, improve, manage, develop, exchange, mortgage, dispose of, or otherwise deal with, all or any part of the property and rights of the Association, and to grant leases for any terms of years, or tenancies for short periods, or otherwise on such terms as the Association shall think fit ; and to develop and turn to account any land acquired by the Association or in which it is interested by laying out and preparing the same for building purposes, erecting, constructing, altering, enlarging, pulling down, decorating, maintaining, fitting up and improving theatres and other buildings and conveniences, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to, and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (30) To acquire by purchase, or otherwise, and to enter into agreements with authors, inventors and other persons for, or for the dramatic or other rights of and in operas, plays, photo

plays, operettas, burlesques, vaudevilles, ballets, pantomines, spectacular pieces, musical compositions, and other dramatic and musical purposes and entertainments, and mechanical, artistic, photographic, or other inventions, instruments, devices and arrangements, and to arrange for the representation or other uses thereof in the United Kingdom and elsewhere, as well as of foreign, Colonial and American rights, and to enter into engagements of all kinds with artistes and other persons, and to acquire any other rights, concessions, licenses, patents, trade-marks, copyrights, acting versions, exclusive or other rights of performance or representation in any part of the world.

- (31) To lend, invest and deal with the moneys of the Company not immediately required in such a manner as may from time to time be determined.
- (32) To lend money and assets of all kinds to such persons and on such terms as may seem expedient and in particular to members, customers and others having dealings with the Association; and to guarantee the performance of contracts by any such persons.
- (33) To draw, make, accept, indorse, discount, purchase, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (34) To sell, lease, let on hire, exchange, deal with, turn to account, or otherwise dispose of the undertaking of the Company, or all or any part of the property or rights of the Company, for such consideration as the Company may think fit, and in particular by the issue of any debentures or debenture stock (perpetual or otherwise) charged upon or secured by an assignment of all or any of the Company's property, both present and future.
- (35) To accept payment for any property, business or rights sold, or otherwise disposed of or dealt with, or services rendered by the Company, wholly or partly in cash, or in fully paid or partly paid up shares or in debentures or debenture stock, or other securities of any company or corporation, and generally on such terms as the Company may determine.

- (36) To acquire from any sovereign state or authority, supreme, local, or otherwise, or from any person or company, any concessions, grants, decrees, rights or privileges whatsoever which may seem to the Company capable of being turned to account, and to work, develop, carry out, exercise and turn to account the same.
- (37) To purchase or otherwise acquire, sell, exchange, deal in and turn to account property and rights of all kinds, and in particular lands, buildings, concessions, patents, patent rights, licences, monopolies, stations, tolls and business concerns and undertakings.
- (38) To take part in the management, supervision or control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, accountants, or other persons.
- (39) To enter into any arrangement with any Government or authority (municipal, supreme, local or otherwise) which may be calculated to benefit the Association, and to enter into any arrangements for sharing profits, union of interests, amalgamation, co-operation, joint adventure, reciprocal concessions or otherwise with any company or person carrying on or engaged in or about to carry on or engage in any business or transaction which the Association is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Association; and also to lend money to, guarantee the contracts of, or otherwise assist any such Government, authority, company, or person, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
- (40) To promote any other Association for the purpose of acquiring all or any of the property and liabilities of the Association, or of advancing directly or indirectly, the objects or interest thereof; and to take or otherwise acquire and hold shares in or debentures or other securities of any such association, and to guarantee the payment of any debentures or other securities issued by or the performance of any obligations of any such association, and to acquire and undertake all or any part of the business, property or assets and to

assume all or any of the liabilities of any other association, firm or person carrying on or proposing to carry on any business which the Association is authorised to carry on.

- (41) To do all or any of the above things either alone or in conjunction with others and either as principal or *agent del credere* or otherwise.
- (42) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (43) To distribute any of the property of the Association among the members in specie or otherwise.
- (44) To do all such other things as are or may be thought to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this Clause shall be deemed to include any syndicate, partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere, and the intention is that the objects specified in each paragraph of the Clause shall, except where otherwise explained in such paragraph, be in no way restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

5. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards for payments of the debts and liabilities of the Company contracted before he ceases to be a Member and the costs, charges and expenses of winding-up, and the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding 1s.

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.	WITNESS.
E. M. BARKER, 317, Vauxhall Bridge Road, Exhibitor.	
F. PERCY AULTON, 9, John Street, Adelphi, W.C., Exhibitor.	
R. W. BRADING, Holly Lodge, Windmill Road, Clapham Common, S.W., Exhibitor.	
I. SAMUEL, 42, Chatsworth Road, London, N.W., Exhibitor.	
ARTHUR J. GALE, 90, Charing Cross Road, W.C., Exhibitor.	
L. SCHLENTHEIM, 17 & 19, Gt. Windmill Street, London, W., Exhibitor.	
W. L. THRELFORD, 120, London Wall, E.C., Exhibitor.	

Dated the 30th day of April, 1912.

Witness to the above Signatures—

A. HUMPHREY WILLIAMS,
17 & 19, Gt. Windmill Street,
Piccadilly Circus, W.,
Barrister-at-Law.

THE COMPANIES (CONSOLIDATION) ACT, 1908.

Company Limited by Guarantee and not having a Capital divided
into Shares.

Articles of Association

OF THE

Cinematograph Exhibitors' Association of Great Britain and Ireland, Limited.

NUMBER OF MEMBERS.

1. The Company, for the purposes of Registration, is declared to consist of 1,000 Members.
2. The Directors hereinafter mentioned may, whenever the business of the Association requires it, register an increase of members.

DEFINITION OF MEMBERS.

3. Members shall consist of three classes:—
 - (A) Exhibitors who own one or more Cinematograph Theatres but who are not also carrying on the ordinary business of film manufacturer or hirer. These shall be called "A" Members.
 - (B) Exhibitors who own one or more Cinematograph Theatres but who are also carrying on the ordinary business of a film manufacturer or hirer. These shall be called "B" Members.

- (c) Any other persons who may be interested in the exhibiting branch of the Cinematograph industry, either practically or financially, but who are not eligible for "A" and "B" Membership, and any other person who, in the opinion of the Committee, is likely to further the interest of the Association. These shall be called "C" Members.

"A" Members only are eligible for election to the Executive Committee. If a Member of the Executive Committee shall at any time be found to be carrying on the ordinary business of a film manufacturer or renter, he shall forthwith cease to be a Member of the said Committee. If, in the opinion of the Executive Committee such Member is only interested in the manufacturing or renting branches of the industry to a small and secondary extent, and if in their opinion his real and chief interest in the industry is in the exhibiting branch, such person shall still be eligible for membership of the Executive Committee.

Members may be either Persons or Corporations. In the event of a Corporation becoming a Member, such Corporation may vote by a duly appointed Nominee, who must be either a Director or the Secretary of such Corporation, and such Nominee shall also be eligible as a Member of the Executive Committee.

The subscription of "A" and "B" Members shall be One Guinea per annum for each hall owned or represented by them. The subscription of "C" Members shall be Half-a-Guinea per annum.

Every person shall be deemed to have agreed to become a member of the Company who shall be a member of the association mentioned in the memorandum of association of the Company.

GENERAL MEETINGS.

4. The first General Meeting shall be held at such time not being more than three months after the Incorporation of the Company, and at such place as the Directors may determine.

5. Subsequent General Meetings shall be held at such time and place as may be prescribed by the Company in General Meeting, and if no other time or place is prescribed, a General Meeting shall be held on the first Monday in June in every year at such place as may be determined by the Directors.

6. The above-mentioned General Meetings shall be called Ordinary Meetings, all other General Meetings shall be called Extraordinary.

7. The Directors may, whenever they think fit, and they shall upon a requisition made in writing by any eight or more Members convene an Extraordinary General Meeting.

8. Any Requisition made by the Members shall express the object of the Meeting proposed to be called and shall be left at the Registered Office of the Company.

9. Upon the receipt of such Requisition the Director shall forthwith proceed to convene an Extraordinary General Meeting. If they do not proceed to convene the same within 21 days from the date of the Requisition, the Requisitionists, or any other eight Members may themselves convene a Meeting.

PROCEEDINGS AT GENERAL MEETING.

10. Fourteen days' notice, at the least, specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business, shall be given to the Members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in General Meeting, but the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.

11. All business shall be deemed Special that is transacted at any Extraordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of the consideration of the accounts, Balance Sheets and the ordinary report of the Directors.

12. No business shall be transacted at any meeting except:—

(a) The reception of the Directors' report of the general condition and progress of the said Association and the adoption thereof.

(b) The presentation and adoption of the accounts and balance sheet of the said Association for the then past year.

(c) The election of Directors.

(d) The election of Auditors.

and unless a Quorum of Members is present at the commencement of such business and such Quorum shall be ascertained as follows, that is to say—If the Members of the Company at the time of the meeting do not

exceed ten in number, the Quorum shall be five, if they exceed ten there shall be added to the above Quorum one for every one hundred additional Members with this limitation, that no Quorum shall in any case exceed thirty.

13. If within one hour from the time appointed for the meeting a quorum of the Members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum of members is not present it shall be adjourned *sine die*.

14. The Chairman, if any, of the Directors shall preside as Chairman at every general meeting of the Company.

15. If there is no such Chairman, or if at any meeting he is not present at the time of holding the same, the members present shall choose some-one of their number to be Chairman at such meeting.

16. The Chairman may with the consent of the meeting adjourn any 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.

17. At any General Meeting, unless a poll is demanded by at least five members, a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the book of proceedings of the Company, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

18. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairman directs and the result of such poll shall be deemed to be the Resolution of the Company in General Meeting.

VOTES OF MEMBERS.

19. For each theatre represented by "A" members ten votes are allowed, for each theatre represented by "B" members five votes are allowed and each "C" member is allowed one vote.

20. If any Member is a lunatic or idiot he may vote by his Committee, *curator bonis* or other legal curator.

21. No Member shall be entitled to vote at any meeting unless all moneys due from him to the Company have been paid.

22. Votes may be given either personally or by proxies. A proxy shall be appointed in writing under the hand of the appointor, or if such appointor is a corporation, under its Common Seal.

23. No person shall be appointed a proxy who is not a Member, and the instrument appointing him shall be deposited at the registered office of the Company not less than 48 hours before the time of holding the meeting at which he proposes to vote.

24. Any instrument appointing a proxy shall be in the following form, to be headed,

"THE CINEMATOGRAPH EXHIBITORS' ASSOCIATION OF GREAT
BRITAIN AND IRELAND, LIMITED.

I _____, of _____,
in the County of _____,
being a Member of the Cinematograph Exhibitors' Association,
hereby appoint _____, of _____,
as my proxy to vote for me and
on my behalf at the (Ordinary or Extraordinary as the case may be)
General Meeting of the Company to be held on the _____ day
of _____, and at any adjournment thereof to be held
on the _____ day of _____ next (or at any
meeting of the Company that may be held in the year 19____)

As Witness my hand this _____ day of _____

Signed by the said _____

In the presence of _____

DIRECTORS.

25. The Executive Committee (other than the Secretary) for the time being of the said Association shall be the Directors of the Company, such Executive Committee not to consist of more than 20 members.

POWERS OF DIRECTORS.

26. The affairs of the said Association shall be managed by the Directors who may exercise all such powers of the Company as are not hereby required to be exercised 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 such regulation had not been made.

ELECTION OF DIRECTORS.

27. One half of the Directors to retire annually, but to be eligible for re-election in General Meeting. Nominations in respect of new Directors to reach the Secretary at least seven clear days before such General Meeting.

BUSINESS OF THE COMPANY.

28. The regulations of the said Association for the time being shall apply to this Company as far as such regulations shall be consistent with the provisions of the Companies (Consolidation) Act, 1908. Each Member of the Company is to be considered as binding himself to abide by and observe the regulations for the time being of the said Association in like manner as if the same were set forth in these Articles.

ACCOUNTS.

29. The accounts of the Company shall be audited by a Chartered Accountant.

30. The first Auditor shall be nominated by the Directors.

31. Subsequent Auditors shall be nominated by the Members at the Ordinary General Meeting in each year.

32. The Auditor shall be supplied with a copy of the balance sheet, and it shall be his duty to examine the same with the accounts and vouchers relating thereto.

33. The Auditor shall have a list delivered to him of all books kept by the Company, and he shall at all reasonable times have access to the books and accounts of the Company, he may at the expense of the Company employ accountants or other persons to assist him in investigating such accounts, and he may in relation to such accounts, examine the Directors or any other officer of the Company.

34. The Auditor shall make a report to the Members upon the balance sheet and accounts, and in every such report he shall state whether in his opinion the balance sheet is a full and fair balance sheet containing the particulars required by these regulations of the Company and properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs and in case he shall have called for explanation or information from the Directors whether such information or explanation have been given by the Directors and whether they have been satisfactory, and such report shall be read, together with the report of the Directors at the Ordinary Meeting.

NOTICES.

35. A notice may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of abode, or at the address of his banker or agent for the time being.

36. Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of 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.

WINDING UP.

37. The Company shall be wound up voluntarily whenever an extraordinary resolution, as defined by the Companies (Consolidation) Act, 1908, is passed requiring the Company to be wound up voluntarily.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

E. M. BARKER,
317, Vauxhall Bridge Road, S.W.,
Exhibitor.

F. PERCY AULTON,
9, John Street, Adelphi, W.C.,
Exhibitor.

R. W. BRADING,
Holly Lodge, Windmill Road,
Clapham Common, S.W.,
Exhibitor.

I. SAMUEL,
42, Chatsworth Road,
London, N.W.,
Exhibitor.

ARTHUR J. GALE,
90, Charing Cross Road, W.C.,
Exhibitor.

L. SCHLENTHEIM,
17-19, Great Windmill Street,
London, W.,
Exhibitor.

W. L. THRELFORD,
120, London Wall, E.C.,
Exhibitor.

Dated 30th day of April, 1912.

Witness to the above signatures,

A. HUMPHREY WILLIAMS,
17-19, Gt. Windmill Street,
Piccadilly Circus, W.,
Barrister-at-Law.

THE COMPANIES (CONSOLIDATION) ACT, 1908.

Cinematograph Exhibitors' Association of
Great Britain and Ireland, Limited.

Memorandum
AND
Articles of Association

Registered the 22nd day of May, 1912.

ALFRED HARRIS,
Solicitor,

55, Lincoln's Inn Fields,

London, W.C.