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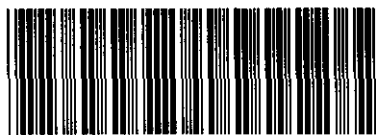
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 735040

The Registrar of Companies for England and Wales hereby certifies that
ENGLISH NATIONAL BALLET LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ENGLISH NATIONAL BALLET

Given at Companies House, Cardiff, the 4th July 2006



C007350403



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

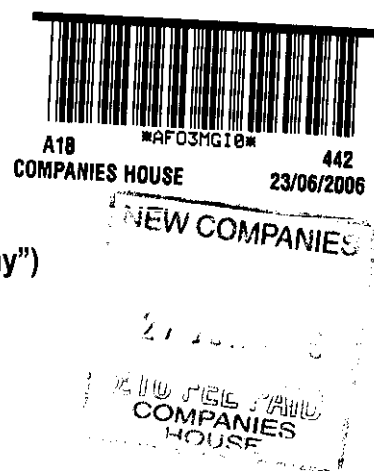
HC006B

Number of Company: 735040

The Companies Act 1985 ("the Act")
SPECIAL RESOLUTIONS OF
ENGLISH NATIONAL BALLET LIMITED ("the Company")

(Pursuant to Section 378 of the Act)

Passed on 21 June 2006



AT AN EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held at Markova House, 39 Jay Mews, London SW7 2ES on 21 June 2006 the following resolutions were duly passed as Special Resolutions.

SPECIAL RESOLUTIONS

The following Special Resolutions contained in the Notice were produced to the meeting in the form notified to the members and were passed and approved:

1. EXEMPTION TO OMIT THE WORD LIMITED FROM COMPANY NAME

THAT the Company applies for exemption to omit the word 'Limited' at the end of the Company name pursuant to section 30(5)(c) of the Act and subject to such consent being obtained from the Registrar of Companies THAT the name of the Company be changed to English National Ballet.

2. AMENDMENT OF MEMORANDUM OF ASSOCIATION

THAT the Memorandum of Association of the Company be amended as follows subject to consent under section 30(5)(c) of the Act:

2.1 BY deletion of Clause 1 and in substitution for it:

1. The name of the Company (hereinafter called "the Company") is English National Ballet.

2.2 BY changing the reference to 'Association' and replacing it with 'Company' throughout the document with the exception of the title,

2.3 BY deleting clause 3, the objects clause, and in substitution for it a new objects clause:

3. The object for which the Company is established (hereinafter called "the Primary Objects") is to promote and further education in and knowledge, understanding and appreciation of the arts of ballet, opera, mime, drama, music and singing and similar and ancillary arts (hereinafter called "the said arts").

2.4 BY inserting a new clause 4, being the Primary Objects clause:

4. In addition to any other powers it may have, the Company has the following powers in order to further the Primary Objects:

- (a) to present, promote, organise, provide, manage, and conduct or assist in presenting, promoting, organising, providing, managing and conducting performances of ballet, opera, mime, drama, music and singing and also meetings, lectures, study circles, discussion groups and similar activities.
- (b) to provide financial and material assistance, encouragement and support for furthering education in and knowledge, understanding and appreciation of the said arts including the provision of scholarships or other emoluments for students of the said arts.
- (c) to enter into agreements with choreographers, composers, artists, designers, makers of scenery, costumiers, or other persons for acquiring the dramatic, musical, artistic or other rights of ballets, operas, operas, dramas, musical compositions or other similar works and to grant licences or privileges in respect of such rights to persons, firms, companies or institutions for the performance or representation of such works.
- (d) to establish, maintain, improve and advance a school or schools to teach the said arts.
- (e) to apply for, invite, collect and receive from private individuals, companies, corporations or authorities, donations, gifts, grants, legacies, bequests, devises, subscriptions, endowments and other assistance.
- (f) to establish, maintain, control and manage branches of the Company in any part of the world from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and when thought fit to dissolve the same, or modify such rights, privileges, obligations or duties.
- (g) to establish, support or co-operate with any body, whether incorporated or unincorporated, Company, institution, or trust and whose objects are calculated to further the primary object of the Company, and to contribute, whether by way of subscription, gift, loan, guarantee, or otherwise howsoever, to the funds of such body as aforesaid, Company, institution or trust, but so that any benefits conferred on such body as aforesaid, Company, institution or trust shall be used exclusively for further the primary object of the Company.
- (h) to undertake and execute or to create any charitable trusts.
- (i) to amalgamate with, become part of or co-operate with any charitable institution the objects of which are or include the primary object of the Company upon such terms as the Company may think fit.
- (j) to appoint any trustees or agents to hold, administer and manage on behalf of the

Company all or any part of the property and assets of the Company on such terms as to remuneration or otherwise as may be thought fit.

- (k) to indemnify any member of the Company, or any member of the Board of Governors of the Company in respect of any action taken or to be taken or liability incurred or to be incurred by him any action which the Council may consider conducive to the interests of the Company.
- (l) to pay out of the funds of the Company the cost of any premium in respect of insurance or indemnities to cover the liability of the Board of Governors (or any Governor) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the charity PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Board of Governors (or any Governor) knew, or ought reasonably to have known, was a breach of trust or which was committed by those persons or person in reckless disregard of whether it was a breach of trust or not.
- (m) subject to sections 36 and 37 of the Charities Act 1993, to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property, and any rights or privileges which may be necessary or convenient for the primary object of the Company, and to construct, erect, alter, improve and maintain any buildings which may from time to time be deemed necessary or convenient for such purposes.
- (n) to sell, grant leases or tenancies of, mortgage, lend, dispose of, or in any way turn to account all or any of the property or assets of the Company as may be expedient for the promotion of its primary object and to do so for or without any consideration and subject to such terms and conditions as may be thought expedient.
- (o) to borrow, raise and secure the payment of money by mortgage or other instruments, charging (subject to complying with sections 38 and 39 of the Charities Act 1993) all or any of the property and assets of the Company (present or future), and to issue any securities which the Company has power to issue by way of security or indemnity to any person whom the Company has agreed or is bound or willing to indemnify, or in satisfaction of, or as security for, any liability undertaken by it in furtherance's of its primary object and generally upon such terms and conditions, and for such considerations as the Company may think conducive to its primary object.
- (p) to : (i) lend, invest and deal with the moneys and funds of the Company not immediately required for its purposes in or upon such investments, securities or property (whether trustee securities or not) as may from time to time be determined by the Board of Governors;
(ii) employ a professional fund manager;

(iii) arrange for investment on other properties of the Company to be held in the name of a nominee.

- (q) to apply for and obtain any Charter, Act of Parliament or Provisional Order for any purpose which may be deemed expedient for the primary object of the Company, and to oppose any proceedings which may seem calculated directly or indirectly to prejudice the interest of the Company.
- (u) to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the primary object of the Company and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (r) to procure the Company to be registered or recognised in any part of the British Commonwealth or in any foreign country or place.
- (s) to pay out of the funds of the Company the expenses of or incidental to the formation and incorporation of the Company.
- (t) to do all such other lawful things as are incidental or conducive to the attainment of the primary object of the Company.

Provided that the Company shall not engage in any activity which is not a charitable activity consistent with its Primary Objects and shall not support with its funds any object which is not a charitable object and any grant of money, loan or other gift made by the Company to any other body, Company, institution or trust shall be made or given on the express condition that the same shall be applied solely for the following purposes or one of them, namely, the carrying on of education in and knowledge of and appreciation of the said arts and the provision of scholarships and other emoluments for students as aforesaid. And provided further that the Company shall not support with its funds any object nor endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a Trade Union.

Provided also that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 Board of Governors of the Company shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Governors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners over the Board of Governors, but they shall, as regards any such property, be subject jointly and separately to such control or authority, as if the Company were not incorporated. In case the Company shall take or hold

any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

2.5 BY deleting clause 4 and in substitution a new clause 5:

5. The income and property of the Company shall be applied solely towards the promotion of the Primary Objects.

5.1(a) a Governor is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company.

5.1(b) subject to the restrictions in sub-clauses 4(l), a Governor may benefit from trustee indemnity insurance cover purchased at the Company's expense.

5.2 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company. This does not prevent a member who is not also a Governor receiving.

(a) a benefit from the Company in the capacity of a beneficiary of the Company.

(b) reasonable and proper remuneration for any goods or services supplied to the Company.

5.3 No Governor may:

(a) buy goods or services from the Company;

(b) sell goods, services or any interest in land to the Company;

(c) be employed by or receive any remuneration from the Company;

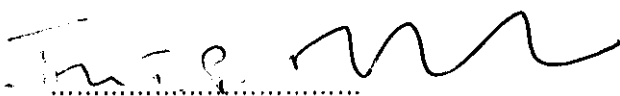
(d) receive any other financial benefit from the Company;

unless the payment or transaction is previously and expressly authorised in writing by the Charity Commission.

2.6 By renumbering clause 5, 6 and 7 as clauses 6, 7 and 8 respectively.

3. ADOPTION OF NEW ARTICLES OF ASSOCIATION

THAT the Regulations contained in the documents submitted to the meeting and for the purposes of identification signed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.



Signed for and on behalf of English National Ballet Limited

30(5)(c)

Package: 'Laserform'
by Laserform International Ltd.

Please complete in typescript,
or in bold black capitals.

CHFP025

Change of name omitting "limited" or "cyfyngedig"

Company Number

00735040

Company Name in full

English National Ballet Limited

I, John Trefor Price Roberts

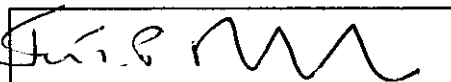
of 90 Fetter Lane, London EC4A 1PT

① Please delete as appropriate.

[a director] ~~the secretary~~ ① of the company do solemnly and sincerely
declare that the company complies with the requirements of section 30(3) of
the Companies Act 1985.

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

Declarant's signature



Declared at

Bird & Bird, 90 Fetter Lane, London EC4A 1PT

Day Month Year

on

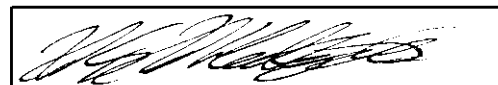
22 06 2006

② Please print name.

before me ②

ANDREW G. W. HALLGARTH

Signed



Date

22nd June 2006

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

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

Goodman Derrick
90 Fetter Lane
London
EC4A 1PT

Tel Tel: 0207 404 0606

DX number DX 122

DX exchange Chancery Lane

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh

