

FILE COPY

OF A PRIVATE LIMITED COMPANY

Company No. 6839689

The Registrar of Companies for England and Wales hereby certifies that

SETH AND TOM LTD

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on 6th March 2009



N068396890





The Companies Act 1985 (as amended) Company Limited By Guarantee and not having a Share Capital

Memorandum of Association of Seth and Tom Ltd

- 1 The name of the company (hereinafter called "the Company") is Seth and Tom Ltd.
- 2. Company's registered office is to be situated in England and Wales.
- 3 The object for which the Company is established is to develop arts information infrastructure.
- 4 The Companies objectives are:
 - a) To purchase, sell, lease, hold and take on trust such land, buildings and premises as are required for the furtherance of the objects of the Company;
 - b) To provide or assist in the provision of facilities for employment, education, social welfare and recreation;
 - c) To provide education or training for persons who have need of such facilities so as to empower them to acquire skills to improve their conditions of life;
 - d) To raise funds in the shape of donations, subscriptions or other appropriate funding sources;
 - e) To carry on any trade or activity of any nature whatsoever which in the opinion of the Directors is, or may be, likely, directly or indirectly, to raise funds, enhance the value of, or render profitable or more profitable, or facilitate the realisation of any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company;
 - f) To make and publish books, periodicals, audio, film and video recordings and other publications in any medium or any other educational or training materials;
 - g) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts for the Company's purposes and on behalf of others;
 - h) To take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
 - i) To invest the moneys of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject



A29 03/03/2009 COMPANIES HOUSE 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;

- j) To make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- To establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- To employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
- m) To insure and arrange insurance cover for and to indemnify its staff and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- Subject to the provisions of clause 4 hereof to pay reasonable annual sums to employees and to institute pension schemes where there is a legal responsibility to do so;
- o) To form partnerships with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of the Company;
- p) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company; and
- q) To do all such other lawful things as shall further the above objects or any of them.
- The income and property of the Company from whatever source derived shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company.

This shall not prevent, in good faith, payment:

- (a) Of reasonable and proper remuneration to any member, officer or employee of the Company or any services rendered to the Company;
- (b) Of interest on money lent by any member of the Company or its board at a reasonable and proper rate;
- (c) Of any reasonable and proper rent for premises demised or let by any member of the Company or its board; and

- (d) To any member of its board of reasonable out-of-pocket expenses.
- .6 The liability of the members is limited.
- 7 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if the Company should be wound up while he/she is still a member or within one year after he/she ceases to be a member, for payment of the Company's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves.
- 8 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other not-for-profit institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members.

We the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum.

Signature, Names and Addresses of Subscribers

SETH HONNOR

83 MARY STREET Sellider

BOVEY TRACEY

DEVON

TQB 9HQ.

DATED the Second

day of March

WITNESS to the above signatures:

Name SUNE GADD

9 Kingstree Street 10 Herdown

Vocatal AS4 3AH

The Companies Act 1985 (as amended) Company Limited By Guarantee and not having a Share Capital

Articles of Association of Seth and Tom Ltd.

Interpretation

1 In these Articles:

"the Act" means the Companies Act 1985 (as amended);

"Annual General Meeting" means the annual meeting of the Members of the Company;

"Board" means the board of Directors of the Company;

"Company" means Seth and Tom Ltd;

"Director" means a director of the Company;

"Extraordinary General Meeting" means a special meeting of the Members of the Company;

"General Meeting" means an Annual General Meeting or an Extraordinary General Meeting;

"Members" means the members of the Company and "Member" shall be construed accordingly; and

"Secretary" means any person appointed to perform the duties of the secretary of the Company.

Objects

2 The Company is established for the objects expressed in the Memorandum of Association.

Members

- The minimum number of Members with which the Company proposes to be registered is one but the Board may from time to time register an increase in Members.
- The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with these Articles shall be the Members.
- An application for membership may be approved or rejected by the Board. The Board shall have the right for good and sufficient reason to terminate the membership of any Member provided that the Member concerned shall have a right to be heard before a final decision is made.
- Unless the Members of the Board or the Company in General Meeting shall make other provision the board members may in their absolute discretion permit any Member to retire provided that after such retirement the number of Members is not less than one.

General Meetings

- 7 The first Annual General Meeting shall be held at such time not being more than 18 months after the incorporation of the Company and at such place as the Board may determine.
- Subject to Article 7, the Company shall in each year hold an Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.
- 9 The Board may whenever they think fit convene an Extraordinary General Meeting.

Notice of General Meetings

- An Annual General Meeting and any Extraordinary General Meeting called for the passing of a special resolution, an elective resolution or a resolution appointing a person as a Director shall be called by giving at least twenty-one days clear notice in writing. All other Extraordinary General Meetings shall be called by giving at least fourteen days clear notice in writing.
- Every notice calling a General Meeting shall specify the place, the day and the time of the General Meeting and if other than routine business is to be transacted the general nature of that business. Notice shall be given to all persons entitled to receive such notice from the Company under these Articles and in the manner herein mentioned or in such other manner if any as may be prescribed by the Company in any General Meeting. If any resolution is to be proposed as an extraordinary resolution or a special resolution the notice shall contain a statement to that effect.
- 12 Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes:
 - reading, considering and adopting the balance sheet and income and expenditure account and reports of the Board and the auditors and other related documents; and
 - (b) appointing auditors and determining their remuneration.
- In the event of two or more board members serving, no business shall be transacted at a general meeting, Annual General Meeting or an Extraordinary General meeting unless a quorum is present when the meeting proceeds to business. A quorum shall consist of not less than two members or one third of the total membership (whichever is the greater). If within fifteen minutes from the time appointed for the General Meeting a quorum, is not present, the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time as the board may determine.
- The chairperson, if any, of the Board shall chair every General Meeting of the Company or if he/she is not present, willing or able then the vice-chair shall preside. If no such chairperson or vice-chairperson is present within fifteen minutes after the time appointed for holding the General Meeting, the Members present shall choose one of their number to chair the General Meeting.
- At any General Meeting a resolution put to the vote of the General Meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded:

- (a) by the chairperson; or
- (b) by at least two Members present.

The demand for a poll may be withdrawn. A record of every poll at a General Meeting shall be made in the minutes of the General Meeting.

- In the case of an equality of votes, whether on a show of hands or a poll, the chairperson of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- A poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken at such time as the chairperson of the General Meeting directs and any business other than that upon which a poll has been demanded may proceeded pending the taking of the poll.

Votes of Members

18 Every Member present shall be entitled to cast one vote on a show of hands or a poll that occurs at any General Meeting.

The board of directors

- The maximum and minimum number of board members shall be determined by the Company in General Meeting, provided that the minimum number shall be one and unless and until so fixed there shall a maximum number of fifteen. All categories of Members are eligible to be nominated for election to the Board
- The board members shall only be paid reasonable out-of-pocket expenses properly incurred by them in attending and returning from board meetings or General Meetings.

Powers and Duties of the board

All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine, provided that all cheques shall be signed by at least one member of the Board and one other employee nominated by the Board. In the absence of an employee, cheques must be signed by at least two members of the Board.

- The Board may exercise all the powers of the Company to borrow money, to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 23 The Board shall cause minutes to be made:
 - (a) of all appointments of officers;
 - (b) of the names of the members of the Board present at each meeting; and
 - (c) of all resolutions and proceedings at all General Meetings of the Company and the Board.

Disqualification of board members

- 24 The office of board member shall be vacated if the Member:
 - (a) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
 - (b) becomes prohibited from being a director by reason of the Companies Directors Disqualification Act 1986;
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her property and affairs;
 - (d) resigns his/her office by written notice to the Company; or
 - (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her interest.

Election of board members

- At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year one third of the elected members of the Board for the time being, or if their numbers are not divisible by three then the next lowest numbers, shall retire from office.
- The elected members and appointed members of the Board 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.

- 27 A retiring board member shall be eligible for re-election.
- No person other than a board member retiring at the General Meeting shall unless recommended by the Board be eligible for election at any General Meeting unless, not less than three nor more than twenty-one days before the date set for the General Meeting, there shall have been left at the registered office of the Company notice in writing signed by a Member qualified to attend and vote at the General Meeting for which such notice is given, of his/her intention to propose such person for election, and also notice in writing signed by that person of his/her willingness to be elected.
- 29 The Company may from time to time by ordinary resolution increase or reduce the number of board members.
- The Board shall have power at any time to co-opt any person to be a member either to fill a casual vacancy or as an addition to the existing members but so that the total number of board members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.
- Whilst the Board may appoint co-optees, who shall have equal voting rights, they shall not comprise more than 25% of those entitled to vote. A majority of those taking part in any vote must be Members.
- The Board may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act remove any board member before the expiration of his/her period of office. The Company may by ordinary resolution appoint another person in place of a board member removed under this Article.

Proceedings of the Board

- The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairperson shall have a second or casting vote.
- The Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed as the necessary quorum of members, the Board may act for the purpose of increasing the number of members to that number, or the summoning of a General Meeting of the Company but for no other purpose.
- 35 The Board may elect a chairperson and vice-chairperson of their meetings and determine the period for which he/she is to hold office; but if no such chairperson or

vice-chairperson is elected, or if at any meeting is absent, those present may choose one of their number to chair the meeting.

- The Board may delegate any of their powers to sub-committees consisting of such persons as they think fit provided that the majority of the members of such sub-committees shall be members of the Board. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board.
- A sub-committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
- A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson shall have a second or casting vote.
- All acts done by any meeting of the Board or of a sub-committee, or by any person acting as a board member, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid.
- A resolution in writing, signed by all the members of the Board shall be as valid and effectual as is it had been passed at a board meeting.

Secretary

Subject to Section 283 of the Act the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit. Any Secretary appointed by the Board in accordance with these Articles may be removed by the Board

Accounts

- The Board shall cause accounting records to be kept in accordance with Sections 221–222 of the Act.
- The accounting records shall be kept at the registered office of the Company or, subject to Section 227 of the Act, at such other place or place as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.

- The Board 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 shall be open to inspection by the Members.
- The Board shall from time to time in accordance with Sections 238–242 of the Companies Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, and reports as are referred to in those sections.
- A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report, and the board directors report, shall not less than twenty-one days before the date of the meeting be sent to every Member.

Audit

Auditors shall be appointed and their duties regulated in accordance with Sections 384–392 of the Companies Act.

Notices

- A notice may be given by the Company to any Member either personally or by sending it by post to him/her or to his/her registered address, or (if he/she has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him/her to the Company for the giving of notice to him/her. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given.
- A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
- Notice of every General Meeting shall be sent to:
 - (a) every Member:
 - (b) every person being a trustee in bankruptcy of a Member where the Member but for his/her bankruptcy would be entitled to receive notice of the General Meeting;
 - (c) the auditor for the time being of the Company; and
 - (d) each member of the Board.

No other person shall be entitled to receive notices of General Meetings.

Dissolution

Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

Rules or Bye Laws

- 52 (a) The Board may from time to time make such rules as it may deem necessary or convenient for the proper conduct and management of the Company and in relation to:
 - (i) The admission and classification of Members and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - (ii) The conduct of Members of the Company in relation to one another and to the Company's employees;
 - (iii) The setting aside of the whole or any part or parts of premises at any particular time or times or for any particular purpose or purposes;
 - (iv) The procedure at General Meetings; and
 - (v) Generally all such matters as are commonly the subject matter of company rules.
 - (b) The Company in General Meeting shall have power to alter or repeal the rules and to make additions to them and the Board shall adopt such means as they deem sufficient to bring to the notice of Members all such rules which so long as they shall be in force, shall be binding on all Members. Provided, nevertheless, that no rule shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.
- Subject to the provisions of the Act but without prejudice to any indemnity to which a board member may otherwise be entitled, every board member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which s/he is acquitted or in connection with any application in which relief is granted to him/her by the court from

liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

We the subscribers to these Articles of Association wish to be formed into a Company pursuant to these Articles of Association.

Signature, Names and Addresses of Subscribers

SETH HONNOR 83 MARYSTREET BOVEY TRACEY DEVON TQB 9HQ

Selly low

day of March 2009

WITNESS to the above signatures:

Name JUNE

Address

9 Kingstres Street 10 Har down

Bristol 1884 3AH



fixibe would

Please complete in typescript,

Declaration on application for registration

or in bold black capitals.				
CHWP000				
Company Name in full	Seth and Tom Ltd			
I,	Seth Honnor			
of	83 Mary Street, Bovey Tracey, Devon, TQ13 9HQ			
† Please delete as appropriate.	do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company][person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.			
	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	sell lh			
Declared at	61 PARKSTREET, BRISTOL			
On	Day Month Year 0 2 0 3 2 0 9			
• Please print name. before me	JUNE GAPP S.P. Bristol			
Signed	Date 2-3-09			
You do not have to give any contac	† A Commissioner for Oaths or Notary Public of Justice of the Peace or Solicitor			
information in the box opposite but if you do, it will help Companies	Sarah Kingswell			
House to contact you if there is a query on the form. The contact	Administration Manager, Theatre Bristol			
information that you give will be visible to searchers of the public record.	Tel 0117 916 6686 DX number DX exchange			
Companies House receipt date barcode	When you have completed and signed the form please send it to the Registrar of Companies at:			
This form has been provided free of charge by Companies House.	Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales			
Form revised 10/03	or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh or LP - 4 Edinburgh 2			



Please complete in typescript, or in bold black capitals.

registered office **CHWP000** Notes on completion appear on final page Company Name in full Seth and Tom Ltd **Bristol Old Vic Proposed Registered Office** (PO Box numbers only, are not acceptable) King Street Bristol Post town BS1 4ED County / Region Postcode If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address. Agent's Name Address Post town Postcode County / Region Number of continuation sheets attached You do not have to give any contact Sarah Kingswell information in the box opposite but if you do, it will help Companies House Administration Manager, Theatre Bristol to contact you if there is a query on the form. The contact information Tel 0117 916 6686 that you give will be visible to

Companies House receipt date barcode This form has been provided free of charge by Companies House

searchers of the public record.

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

DX exchange

First directors and secretary and intended situation of

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

DX number

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh for companies registered in Scotland or LP - 4 Edinburgh 2

v 10/03

Company Secretary (see notes 1-5)

Company name			Seth and Tom Ltd			
	NAME	*Style / Title	Ms	*Honou	ırs etc	
* Voluntary details		Forename(s)	Sarah Elizabeth			
•	Surname		Kingswell			
	Previous forename(s)		N/A			
** Tick this box if the address shown is a service address for the beneficiary of a	Address #		Gibby, Jones			
			29 Gathome Road			
Confidentiality Order granted under section 723B of the			Southville			
Companies Act 1985 otherwise, give your		Post town	Bristol			
usual residential address. In the case of a corporation or	C	ounty / Region			Postcode	BS3 1LR
Scottish firm, give the registered or principa office address.		Country	United Kingdom			
VIIICE address.			I consent to act as secretary of t	the com	pany name	d on page 1
		nt signature	Send le gorene	2	Date	2.3.09,
Directors (see notes 1-5)			<u></u>			
Please list directors in alphabetical order NAME *Style / Tit			Mr	*Honou	ırs etc	
	Forename(s)		Seth Michael			
		Surname	Honnor			
	Previous forename(s) Previous surname(s) Address **					
^{††} Tick this box if the address shown is a service address for the			83 Mary Street			
beneficiary of a Confidentiality Order						
granted under section 723B of the Companies Act 1985 otherwise,		Post town	Bovey Tracey			
give your usual residential address. In the case of a	C	ounty / Region	Devon		Postcode	TQ13 9HQ
corporation or Scottish firm, give the registered or principal	Country		United Kingdom			
office address.			Day Month Year			
			2 4 0 2 1 9 7 6	Nation —	ality Briti	sh
			Co-ordinator, Theatre Bristol			
			None			
		•	I consent to act as director of the company named on page 1			
	Conser	nt signature	Selly Varu		Date	02/03/09

7.			· · · · · ·
Directors (see notes	4.5		
Please list directors in alp			
NAI	ME *Style / Title	*Honours et	С
* Voluntary details	Forename(s)		
	Surname		
Р	revious forename(s)		
^{††} Tick this box if the	Previous surname(s)		
address shown is a service address for the beneficiary of a	address "		
Confidentiality Order granted under section			
723B of the Companies Act 1985 otherwise, give your usual	Post town		
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registered or principal office address. Date of birth	Country		
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Other directorships			
Co	maant ainmatura	I consent to act as director of the company r	ate
Consent signature			ate
•			
This section mu signed by either	st be r an Signed	Sell Varn	ate 02/03/09
agent on behalf subscribers or t	of all		ate
subscribers (i.e those who signs as members on to memorandum of association).	- Sidiled	. D	ate
		D	ate
	Signed		ate
· ·	Signed		
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	Signed	D	ate

Director's (see not Please list directors in		order				
Ī	NAME *	Style / Title	MR		*Honours etc	
* Voluntary details	Forename(s) Surname		SAMUEL	PAU	<u>ــ</u>	
			HOWARD			
	Previous fo	orename(s)				
^{††} Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section	Previous surname(s) Address ††					
			17 LAUREL AVENUE			
			DARCY LEVER			
723B of the Companies Act 1985 otherwise,		Post town	BOLTON			
give your usual residential address. In the case of a	Cour	nty / Region	LANCASHI	RE	Postcode	BL3 1AS
		Country	ENGLAN	ID		
	Date of birth	Day Month Year				
			0 9 0 4 1 9 7 3 Nationality B21715H			
Business occupation		SALEST DEVELOPMENT DIRECTOR				
Other directorships			NUMLOCK LIMITED			
			I consent to act as director of the company named on page 1			
,			S 2	as director or th		11/12/08
Consent signature		M		Date	1112108	
This section is signed by eith	ner an	Signed	M		Date	11/12/08
agent on beha subscribers of subscribers (i.e those who as members of memorandum association).		Signed	win) Nous	Date	11/12/08
	-	Signed	Th	0	Date	11/12/08
	of	Signed			Date	
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