Australian Television Enterprises Limited

Prospectus

Australian Television Enterprises Limited

(INCORPORATED UNDER THE COMPANIES ACT OF THE STATE OF N.S.W.)

Prospectus

OF AN ISSUE AT PAR OF £100,000

IN 2,000 REGISTERED DEBENTURES OF £50 EACH

(Australian Television Enterprises Ltd. is incorporated under the Companies Act of 1936. Date of incorporation of the said Company is the Sixth day of March, 1956. The said Company is limited by shares.)

A.T.E.L. PROSPECTUS

Australian Television Enterprises Limited

the advent of
TELEVISION
brings a new focus on the world and Australia in particular

Following the granting of licences by the Commonwealth Government for the operation of six television stations in Australia, Australian Television Enterprises Limited has been formed to provide comprehensive facilities and equipment for the production of television films to supply the certain demand for both commercial television films and full-length feature films, in the fields of both advertising and home entertainment.

Australian Television Enterprises Limited is a Visionary Company, formed to anticipate the demands of a Visionary Industry.

While television will bring visual entertainment and education to Australia, many hope also that it will expedite international understanding. This widely held thought was crystallised by Bob Hope last year when he forecast that, within ten years, global television networks would pave the way for mutual understanding between the peoples of the world. It is upon such predictions as this that Australian Television Enterprises Limited base their firm belief in the success of their company, and recommend this flotation to the public as a sound investment for both the immediate and protracted future.

Australian Television Enterprises Limited

This Prospectus is dated the Nineteenth day of March, one thousand nine hundred and fifty-six. A copy of this Prospectus has been filed for registration with the Registrar-General of the State of New South Wales, who takes no responsibility as to its contents.

A. T. E. L.

AUTHORISED CAPITAL: £250,000

Directors:	**CHIPS RAFFERTY,** 66a Darlinghurst Road, King's Cross; Actor and Film Producer.
	LEE ROBINSON, 27 Mount Street, Coogee; Film Director.
	REGINALD LYNAM, 677 Princes Highway, Blakehurst; Company Director.
Bankers:	**ENGLISH, SCOTTISH & AUSTRALIAN BANK LTD.,** 18 Martin Place, Sydney.
Trustee for Debenture Holders:	**BENEDICT MARCUS KENNY,** Solicitor, Scot Chambers, Penfold Place, Sydney.
Solicitors for the Company:	**McLEOD, WHITE, McKEON & CO.,** 11c Castlereagh Street, Sydney.
Auditors:	**VIGARS, SKY & COMPANY,** Chartered Accountants (Aust.), 341 George Street, Sydney.
Secretary and Registered Office:	**J. CAVILL,** 4th Floor, Scot Chambers, Penfold Place, Sydney.

Australian Television Enterprises Limited

Purpose of the Issue

The Registered Debentures now offered to the public are being issued for the purpose of providing funds for the erection of modern premises, comprising editing, cutting, sound services, projection and production facilities, and equipment generally for the production of Television Films and full-length Feature Films. The Registered Debentures are not supported by any specific security, such as a mortgage over the property, but are a floating charge over the assets of the Company. The charge over the assets of the Company is created by a Trust Deed made between the Company and the Trustee for the Debenture Holders.

Trustee for the Debenture Holders

The Debenture Trust Deed will be registered at the Registrar-General's Office, and Mr. B. M. Kenny, Solicitor, of Scot Chambers, Hosking Place, Sydney, has consented to act, and has been appointed, Trustee for the Debenture Holders.

Method of Finance

The minimum subscription will be Fifty Pounds (£50), but Debentures can be issued in any multiples of fifty.

By the issue of Debentures to finance the operations of the Company, the investor may have the return of his capital as earnings are received from the sale, distribution and hire of the television films, and from rentals received from the plant and facilities.

This method of finance ensures that the investor receives a return of his capital which is tax-free in his hands before a distribution of profits is made.

The Company covenants with the Trustee for the Debenture Holders that, out of the monies from the sale, distribution and hire of films and buildings, after paying all outgoings, it will repay firstly to the Debenture Holders all amounts advanced by them and secured by the Debentures, and out of the balance of the net earnings it will pay to the Debenture Holders a sum equivalent in amount to 50% of the net profits as defined in the Trust Deed made between the Company and the Trustee for the Debenture Holders, which forms part of this Prospectus.

This means that fifty per cent. (50%) of such net profits are returnable to Debenture Holders as interest payments, and the right of the Debenture Holders to participate in the earnings of the Company in proportion to their investment, whether their debentures are redeemed or not, continues so long as the Company earns profits from the manufacture and production of television films and otherwise.

Australian Television Enterprises Limited

Objects of the Company

The Company is formed for the purpose of erecting modern premises and acquiring plant and equipment to provide facilities for the completion of television films and full-length feature films. Following the recommendations of the Australian Broadcasting Control Board, the Commonwealth Government has announced that licences will be granted to two television stations to be operated by the Australian Broadcasting Commission, and four commercial stations, to be divided equally between Melbourne and Sydney.

Both the Australian Broadcasting Commission and the four commercial stations will require television films embracing a range of productions, from one-minute commercial films to full-length feature films. This will assure A.T.E.L. of an outlet on networks throughout Australia. It is further proposed by the Company that, when the buildings are completed and the plant and equipment acquired, funds being available, it will set about the task of making feature television shows, not only for the Australian television network, but to supply feature television films to overseas networks, where a market is already established. Mr. Lee Robinson, who is now abroad, will enter into negotiations with large overseas television interests who have already approached A.T.E.L. with a view to making a series of television films for world distribution.

Additional income will be available to Australian Television Enterprises Limited by the hiring of the equipment and facilities to other television-film or feature-film producers. The buildings, plant and equipment owned by the Company will be available to these companies, whether Australian or overseas, for the completion of films being produced in this country.

Southern International (Production and Distribution Ltd.), who recently completed "Walk into Paradise," will be an immediate revenue producer to Australian Television Enterprises Limited, when they commence their next full-length feature film, production of which will begin this year.

In short, A.T.E.L. will be in full-time employment from its inception.

Australian Television Enterprises Limited

Notable Success in the Film Industry and Commercial Enterprise
IS THE BACKGROUND OF A.T.E.L.'s KEY EXECUTIVES

Australian Television Enterprises Limited is fortunate in having two of Australia's most experienced film executives, Mr. Chips Rafferty and Mr. Lee Robinson, as joint Managing Directors.

Both have had considerable experience in all fields of film production, and A.T.E.L. will be able to draw upon their very valuable knowledge and experience.

As a team, they have produced and distributed three highly successful films, "Phantom Stockman," "King of the Coral Sea," and "Walk into Paradise."

These films have been great financial successes, and reflect most favourably on the executive ability of both Mr. Rafferty and Mr. Robinson.

Together with the considerable commercial experience of Mr. Reginald Lynam, A.T.E.L. is assured of sound executive administration and success in the Australian Film Industry.

Chips Rafferty
ACTOR . . . PRODUCER . . . EXECUTIVE

Mr. Rafferty's association with the motion picture industry dates back to 1939, when he played the comedy lead in "40,000 Horsemen"; and, except for his four and a half years' war service with the R.A.A.F., he has been constantly associated with the industry, appearing in over 20 pictures, including such notable successes as "Bush Christmas," "The Overlanders," "Desert Rats," and "King of the Coral Sea." Mr. Rafferty has travelled extensively abroad, making films in London and Hollywood. He has been televised in London and New York, and his international association with the motion picture industry includes considerable experience in the technique of film production.

Lee Robinson
DIRECTOR . . TECHNICIAN . . EXECUTIVE

During the war, Mr. Robinson held a prominent post with Brigade History, and after the war his recognised ability and exceptional talents won him a position with the Government Department of Information, Films Division. During the six years he was with D.O.I. he made many important films, many of which were sold abroad, including "Crocodile Hunters," "The Pearlers," "Outback Patrol," etc. Mr. Robinson has an extremely sound technical knowledge of all branches of the motion picture industry, and, while in Paris, supervised the finalisation of both the English and French versions of "Walk into Paradise."

He will return to Australia via London, New York, and Hollywood, where he will study the latest overseas technique in the production of feature and television films, and investigate the latest equipment available, and so advise the Company as to the suitability of its purchases, and the layout of the buildings, etc., generally.

Reginald Lynam
COMPANY DIRECTOR . . . . EXECUTIVE

Reginald Lynam, a founder of Lynam's Ice Cream Pty. Ltd., which had its origin in Parramatta, and later grew to a large and successful enterprise, has had a wide experience in commercial life.

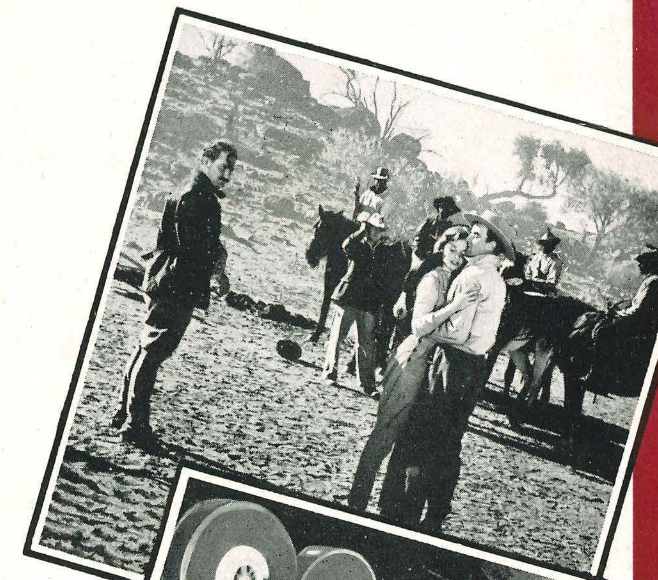
The considerable success of Lynam's Ice Cream Pty. Ltd., from the time of its inception to its amalagamation with Street's Ice Cream Ltd., was largely due to the drive and business ability of Mr. Reginald Lynam.

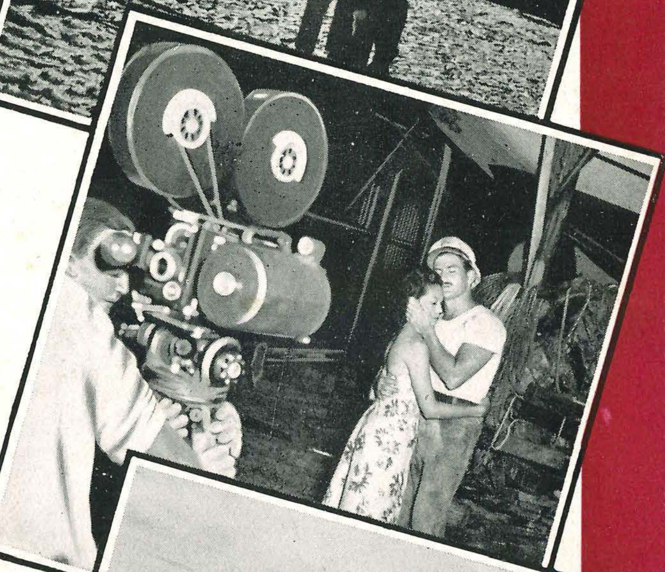
After the amalgamation of the two companies, Mr. Lynam held the position of Co-Managing Director of Street's Ice Cream Ltd. for a period of two years, when he resigned and went on an extensive business trip abroad.

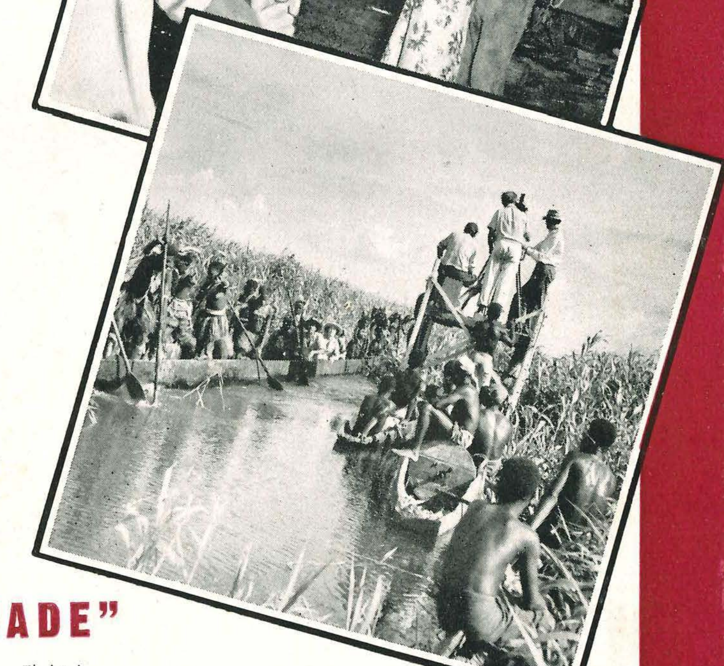
Mr. Lynam is also a Director of Colda Refrigerator Company Ltd.

THE MOST FORMIDABLE TEAM
in the Australian Motion Picture Industry
CHIPS RAFFERTY ★ LEE ROBINSON

Mr. Rafferty and Mr. Robinson became a team in 1952, when they formed a company to make "Phantom Stockman." Since then, they have produced two other films, "King of the Coral Sea," and "Walk into Paradise," both outstanding successes. Reviewing the Rafferty/Robinson partnership, "Film Weekly" commented that it appeared to be a most notable forward step in the Australian Motion Picture Industry's progress towards continual film production.







Their Past Achievements

"PHANTOM STOCKMAN."—This stirring story of the Australian outback found a ready market and claimed world-wide distribution. It was in this film that Jeanette Elphick made her screen debut, and, when released in America, talent scouts snapped her up, and she is now under long-term contract to Columbia Pictures, as VICTORIA SHAW. "Phantom Stockman," made on a minimum budget, within a year returned to its backers the whole of the money invested, plus 27½% profit, a high compliment to the executive, productional and directional ability of the Rafferty/Robinson combination.

Shot at right is an actual scene from "Phantom Stockman," taken on location, showing the star of the film, Jeanette Elphick, with one of the male leads.

"KING OF THE CORAL SEA."—A second company was formed to make "King of the Coral Sea," and already substantial profits have been achieved, although the film still has many important territories to play off. Already it has returned to its backers the whole of the money invested, plus 10% profit. The picture is at present earning good dividends in England, and a further 10% or more will be paid to investors this year. The final return to investors will surpass the very substantial return of their earlier production, a further evidence of the considerable ability of the Rafferty/Robinson team.

At right, shooting on location a scene from "King of the Coral Sea."

Their Latest Triumph

"WALK INTO PARADISE" was the third venture of the Rafferty/Robinson combination, and was made in collaboration with French producer Paul Decharme. Chips Rafferty and French actor Pierre Cressoy shared the male leads, with lovely French actress Francoise Christophe as the romantic interest. Made in glorious Eastman colour, and for wide screen, with magnificent scenery providing the background, "Walk into Paradise" is not just another film—it is a great achievement! "WALK INTO PARADISE" has been entered by the Australian Ambassador in Paris as the Australian entry in the European Film Festival at Cannes, later this year.

"WALK INTO PARADISE" was produced with both English and French sound-tracks. This bi-lingual cover insures a far wider distribution, and it is certain that investors will receive handsome dividends from this latest triumph of the two great names in the Australian Film Industry, Chips Rafferty and Lee Robinson.

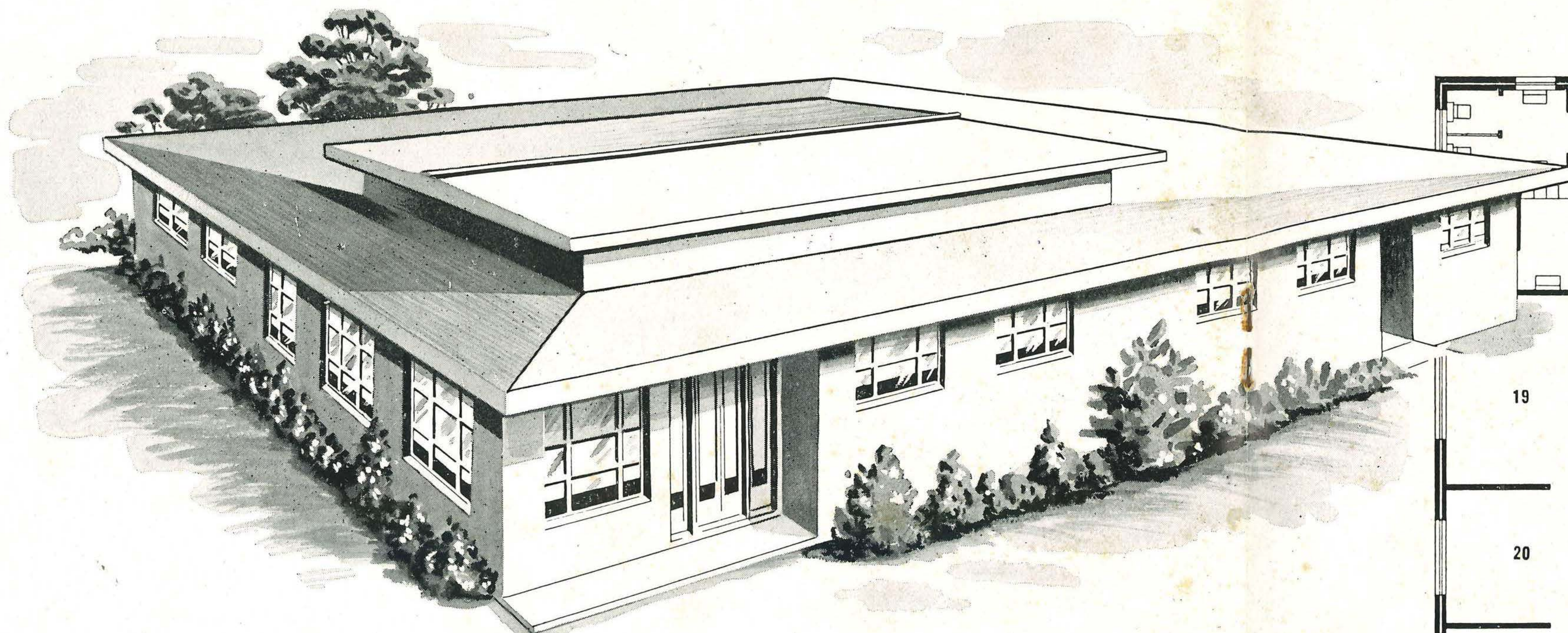
Scene at right shows cameramen shooting on location a scene from "Walk into Paradise."

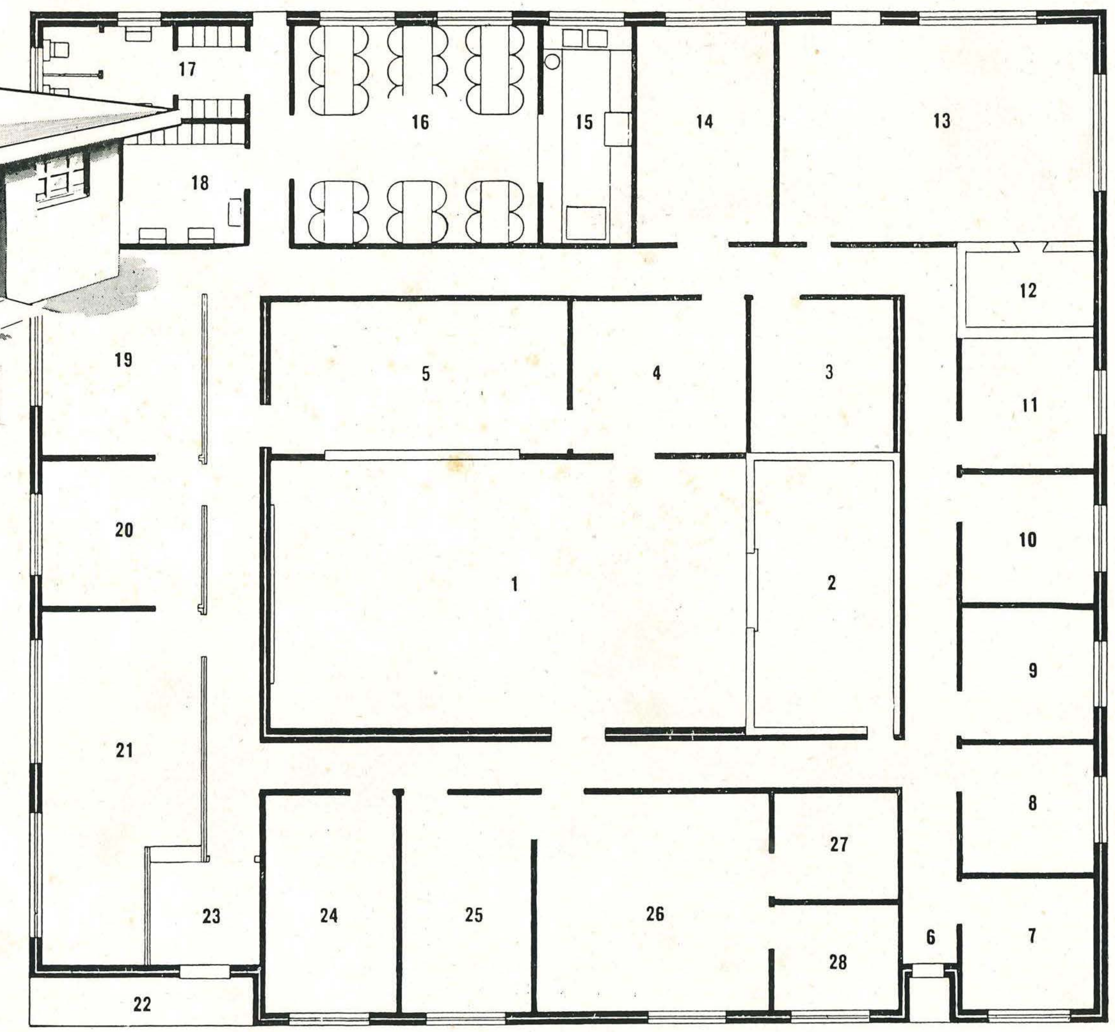
STARS THEY HAVE "MADE"

JEANETTE ELPHICK/VICTORIA SHAW. — Jeanette Elphick was nominated "Model of the Year" in 1951, and in 1952 the Rafferty/Robinson combination chose her for the leading feminine role in "Phantom Stockman." On her return to the city, she immediately jumped into the top bracket models of Sydney and Melbourne. "Phantom Stockman," which was released in America, was seen by talent scouts, and Miss Elphick (now called VICTORIA SHAW) is under long-term contract to Columbia Pictures, Hollywood.

ROD TAYLOR.—Rod Taylor entered the theatrical profession via radio in Sydney, and was chosen by the Rafferty/Robinson combination to play the main supporting role in "KING OF THE CORAL SEA." This picture was seen by an American producer, Mr. J. Kaufman, in Australia, who immediately chose him for an important part in his picture, "Long John Silver." Rod Taylor won the Rola Award, which entitled him to a trip abroad, to either London, New York, or Hollywood, but by this time talent scouts had again been on the job, and Mr. Taylor is at present under long-term contract to Metro-Goldwyn-Mayer Studios, Hollywood.

Proposed Administration Block for Australian Television Enterprises Limited





BUILDINGS, EQUIPMENT, AND PLANT

In the event of the whole of the Debenture Issue being subscribed, it is intended to erect on a suitable site a building comprising sound theatres, cutting rooms, workshops and offices, and to completely equip the premises with the most up-to-date equipment available in the world.

Mr. Chips Rafferty, together with technical advisers, has already viewed, and has in mind, a couple of sites and, as soon as funds are available, the necessary land will be purchased. The Company has already had preliminary drawings made of the proposed buildings which it intends to erect, and quotations for the erection of these buildings. The Sydney contractors, N. H. Bowers Pty. Ltd., have stated they can complete the buildings within 26 weeks.

The studios will be equipped with both 35 mm. and 16 mm. apparatus and, when completed, with the equipment already available through Southern International (Production and Distribution) Ltd., will be in a position to make any films from a 35 mm. Wide Screen World Feature to a one-minute Commercial Advertising Film.

With the production "know-how" of Mr. Chips Rafferty and Mr. Lee Robinson, backed by an efficient team of Australian technicians, it is estimated that, from the very beginning, this Company will be in great demand.

In the first place, the feature film productions of the Rafferty/Robinson combination will be channelled through A.T.E.L., and the Directors have been approached by two television production companies abroad to make T.V. films in Australia in association with them.

The Directors of A.T.E.L., in association with Australian writers, have planned three complete series of three-reel T.V. features which it confidently expects to have a ready sale in both Great Britain and America, as well as in Australia.

In addition, it is estimated that, as T.V. audiences grow in Australia, the production requirements necessary to fulfil the needs of commercial advertisers will keep the studio in constant employment.

All overseas experience in both the U.S.A. and Great Britain has shown that the main bottle-neck in the supply of material to the T.V. machine is in the physical handling of the recorded shows. When a show is recorded (as most of the best shows are) considerable space and equipment is needed for handling. The big time lag is in the cutting, editing, dubbing, laying of sound tracks and mixing, after the show has been photographed, and it is these facilities that A.T.E.L. is designed to supply, and so minimise the costly delay between shooting and final production.

FLOOR PLAN SHOWING EXTENT OF FACILITIES AVAILABLE

1. Theatre.
2. Projection Room.
3. Wardrobe and Props.
4. Sound Workshop.
5. Recording Room.
6. Staff Entry.
7. Cutting Room, 16mm.
8. Cutting Room, 16mm.
9. Cutting Room, 35mm.
10. Cutting Room, 35mm.
11. Cutting Room, 35mm.
12. Strong Room.
13. Lights and General Store.
14. Camera Workshop.
15. Kitchen.
16. Dining Room.
17. Female Wash Room.
18. Male Wash Room.
19. Managing Director.
20. Secretary.
21. General Office.
22. Porch.
23. Lobby.
24. Theatrette, 16mm.
25. Theatrette, 35mm.
26. Main Cutting Room.
27. Splicer.
28. Negative Cutting Room.

Australian Television Enterprises Limited

Applications

Applications for the Debentures of this issue must be made on the white form of the application accompanying this Prospectus, and may be lodged at the Registered Office of the Company, Scot Chambers, Penfold Place, Sydney.

APPLICATION LISTS will open at 10 a.m. on the 19th day of March, 1956.

So far as over-subscriptions are concerned, the right is reserved by the Board of Directors to close the issue or any part thereof at any time without prior notice.

The minimum amount of the issue that may be applied for, and that may be allotted, is £50. Applications for amounts in excess of £50 must be for multiples of £50, and allotments in respect of such applications will be of £50, or any multiples of £50.

Allotment of Debentures

The Board of Directors of the Company will proceed to allotment daily, as from the date of opening application lists.

The Company reserves the right to accept and/or reject over-subscription subject to the limits provided in the Trust Deed.

The relative Debentures when available will be mailed direct to the respective allottees unless instructed otherwise in writing by the allottees.

Repayment of Debentures

In accordance with the Trust Deed, the Company will appropriate its profits for the purpose of repaying to the Debenture Holders the amounts subscribed by them. From such appropriated profits it is the intention of the Trustees to make interim redemption payments to the Debenture Holders.

Should the Company sell any of its assets at a profit, 50% of such profits is shared by the Debenture Holders in accordance with the provisions of the Trust Deed.

The Company shall have power to redeem the Debentures in whole or part, either by purchase on the market or by private treaty. All Debentures repaid or purchased by the Company shall be cancelled.

ADDITIONAL STATUTORY INFORMATION

In accordance with the provisions of the Companies Act of the State of New South Wales, the following information is included in this Prospectus, and forms part of it:—

1. Australian Television Enterprises Limited is incorporated in New South Wales and has an established place of business in New South Wales at the address set forth below: New South Wales, 4th Floor, Scot Chambers, Penfold Place, Sydney, and the Memorandum of Association is published as part of this Prospectus.

2. There are no founder's, management or deferred shares.

3. A Director need not be a shareholder in the Company.

Provisions in the Articles as to the remuneration of Directors are as follows:—

82. The Directors shall be paid out of the funds of the Company remuneration for their services as Directors such fixed sum as the Company in General Meeting shall from time to time determine which sum shall be divided amongst the Directors in such proportion and manner as the Directors may determine and in default of such determination within the year equally. The remuneration of the Directors shall not be increased except at a General Meeting and where notice of such suggested increase shall have been given to the members in the notice convening the meeting. The Directors (other than a Managing Director) shall not be paid a commission on or percentage of profits or of turnover. A Managing Director shall be entitled to receive commission on percentage of profits.

83. Each Director shall be paid all his travelling hotel and other expenses properly incurred by him for the purpose of attending meetings or otherwise in and about the business of the Company and if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company the Company shall remunerate the Directors so doing by a fixed sum of money to be determined by the Directors and such remuneration may be either in addition to or in substitution for his or their share in the remuneration above provided.

Managing Director.

93. The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors of the Company for a term (not exceeding five years) and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

95. The remuneration of a Managing Director shall (subject to the provisions of any contract between him and the Company) from time to time be fixed by the Directors and may be by way of fixed salary or commission on dividends or profits of the Company or of any other company in which the Company is interested or by participation in any such profits or by any or all of those modes but shall not be by way of commission on or percentage of turnover.

105. Any Director may from time to time appoint any person approved for the purpose by a majority of the other Directors to act as his alternate Director during his absence from the place where the meetings are held or inability for any other reason to act as such Director and on such appointment being made the alternate Director shall (except as regards remuneration and as to the holding of certain qualification in shares) be subject in all respects to the terms and conditions existing with reference to the Director appointing him and each alternate Director while so acting shall exercise and discharge all the powers and duties of the Director he represents. Any appointment as aforesaid may at any time be revoked by the appointor or a majority of the other Directors and if for any reason the appointor shall cease to be a Director then the person appointed by him shall thereupon cease to have any power or authority as alternate Director. An alternate Director shall look for his remuneration to the Director appointing him and not to the Company but shall be entitled to be paid such reasonable travelling hotel and other expenses as may be incurred by him in consequence of his attendance at meetings of the Company or of the Directors or of any Committee of the Directors or when otherwise engaged on the business of the Company. Any appointment or revocation under this Article shall be effected by notice in writing given to the Company and where the Board revokes the appointment the appointor.

4. The names, descriptions and addresses of the Directors, the Secretary, the Solicitors and Auditors of the Company are set out earlier in this Prospectus.

5. The minimum amount which in the opinion of the Directors must be raised by the present issue of Debentures in order to provide the sums required for the matters hereinafter mentioned is £100,000.

The matters referred to and estimated amounts required for each are:—

(a)	(i)	The purchase price of property to be purchased (comprising purchase of land, erection of buildings and purchase and installation of plant and equipment)		£58,000
	(ii)	Preliminary expenses	£7,000	
		and commission and brokerage	£5,000	
				£12,000
	(iii)	The payment of monies borrowed in respect of foregoing matters		Nil
	(iv)	Working capital		£30,000
				£100,000

(b) No amount is to be provided in respect of the matters aforesaid otherwise than out of the proceeds of this issue.

6. The amount payable on application on each debenture of the issue is £50, and the amount payable on allotment is nil.

7. No previous offer of Debentures for subscription has been made by the Company within the two years preceding the date of this Prospectus. No shares have been issued or agreed to be issued during the preceding two years as fully or partly paid up shares otherwise than in cash. At the date of the issue of this Prospectus the issued and paid-up capital of Australian Television Enterprises Limited, which was incorporated on the Sixth day of March, 1956, is one hundred (100) shares of £1 each fully paid.

8. The whole of the purchase monies for all property, including plant and equipment to be purchased by the Company, will be payable in cash. No amount has been paid or is payable in shares or debentures for property acquired or to be acquired, and no amount is payable for goodwill.

9. No amount has been paid within the two years preceding the date of this Prospectus or is payable (except commission and brokerage in respect of this issue) as commission or brokerage for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in or debentures of the Company. No Director, promoter or expert or proposed Director of the Company was or is entitled to receive any commission or brokerage or any part thereof.

10. No amount has been paid by the Company within two years preceding the date of this Prospectus or is intended to be paid to any promoter of the Company.

11. The dates of and parties to every material contract not being a contract entered into in the ordinary course of business carried on or intended to be carried on by the Company or a contract entered into more than two years prior to the date of this Prospectus are:—

(a) Trust Deed dated the Twelfth day of March, 1956, between the Company of the one part and Benedict Marcus Kenny of the other part.

(b) An agreement made between the Company and Rural Securities Pty. Ltd. dated the Twelfth day of March, 1956.

Copies of the foregoing contracts may be inspected during usual business hours at any of the following places:—

The Registered Office of the Company,
4th Floor, Scot Chambers, Penfold Place, Sydney.

The Office of the Company's Solicitors,
McLeod, White, McKeon & Company,
11c Castlereagh Street, Sydney.

12. The Company became entitled to carry on business on the Sixteenth day of March, 1956, and has carried on the business in New South Wales since that date. It has not yet established any buildings of business outside New South Wales.

ADDITIONAL STATUTORY INFORMATION

AUDITORS' REPORT

The Directors,
Australian Television Enterprises Limited,
4th Floor, Scot Chambers,
Penfold Place, Sydney.

341 George Street,
Sydney,
12th March, 1956

REPORT PURSUANT TO SECTION 137, SCHEDULE 8, PART 2, OF THE N.S.W. COMPANIES ACT, 1936

As Auditors of the Company we report:

(1) That no accounts have been made up in respect to any period subsequent to date of incorporation.

(2) That no dividends have been declared and/or paid or credited by the Company since its incorporation.

The date of incorporation of the Company was the Sixth day of March, One thousand nine hundred and fifty-six.

Yours faithfully,
VIGARS, SKY & COMPANY.

DATED at Sydney this 12th day of March, 1956.

........................CHIPS RAFFERTY
........................LEE ROBINSON
By his Attorney, Chips Rafferty
........................REGINALD LYNAM
Directors

DIRECTORS' CERTIFICATE

We hereby certify that this Prospectus has been approved by resolution of the Board of Directors (being the managing body of Australian Television Enterprises Limited) dated the Twelfth day of March, 1956.

........................CHIPS RAFFERTY, Chairman
........................LEE ROBINSON
By his Attorney, Chips Rafferty
........................REGINALD LYNAM
Directors

MEMORANDUM OF ASSOCIATION

COMPANIES ACT, 1936

A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
Australian Television Enterprises Limited

1. The name of the Company is "Australian Television Enterprises Limited."

2. The Registered Office of the Company will be situate at Sydney in the State of New South Wales in the Commonwealth of Australia or such other place in the said State as the Directors may from time to time determine.

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

(1) To manufacture films or other appliances or machines in connection with reproduction or transmission of pictures, movement and sound.

(2) To enter into agreement with authors or other persons for the rights of use and performance of any description and to enter into engagements of all kinds with any persons.

(3) To arrange for provide and transmit radio television and other programmes of whatsoever nature.

(4) To manufacture supply purchase or acquire use operate telephone telegraph electronic radio wireless and television apparatus and services phonographs dynamos accumulators and all apparatus now known or that may hereafter be invented connected with the generation accumulation distribution supply and employment of electricity or any power that can be used as a substitute therefor.

(5) To acquire construct erect establish operate and maintain structures buildings broadcasting and television stations and devices of any kind whatsoever.

(6) To apply for accept grants of purchase or otherwise acquire and turn to account licences options or rights in connection with the conduct transmission use and reception of radio and television broadcasting and of all forms and types of electronic electrical mechanical and other engineering devices and to apply for accept grants of purchase or otherwise acquire licences options patents or rights to and concerning inventions and applications thereof and without limiting the generality of the foregoing inventions and applications thereof used as adjuncts or auxiliary to or in connection with radio and television broadcasting and reception.

(7) To carry on any of the following businesses:—

(i) Proprietors of television and broadcasting stations;

(ii) The business of entrepreneurs and of proprietors licencees managers and operators of theatres cinemas concert places places of entertainment and sport;

(iii) Publishers of all kinds of publications.

(iv) General printers printers' engineers lithographers engravers and advertising agents.

(v) Electricians mechanical engineers and manufacturers workers and dealers in electricity motive power and light and any business in which the application of electricity or any like power or any power that could be used as a substitute therefor is or may be useful convenient or ornamental;

(vi) Commercial agents factors and merchants advertising agents and all kinds of agency business;

(vii) Any other trade or business of a similar nature or any trade or business of any description which may seem to the Directors capable of being conveniently carried on in connection with any of the Company's objects or subsidiary thereto or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

(8) To acquire by purchase hire lease or otherwise for cash or shares or in any manner and deal with—

(i) The whole or any part of the business property and liabilities of any company firm or person;

(ii) Lands buildings easements and other rights or interests in or over real or leasehold estates;

(iii) Plant machinery goods and other personal estate and effects;

(iv) Patents patent rights or inventions copyrights designs trade marks or secret processes;

(v) Shares or stock or securities in or of any company or undertaking the acquisition of which may promote or advance the interests of this Company.

(9) To undertake to produce and carry on the business of cinematographic theatrical and musical hall proprietors managers and caterers for public entertainments balls promenade and other kinds of concerts and exhibitions and to provide manage and conduct alone or jointly with other persons associations or companies operatic theatrical musical dancing cinematographic biographic and variety enterprises and entertainments of every kind and description and in particular to represent through the medium of biographical cinematographic television or other picture exhibitions scenes places plays and things of any description and to provide engage and employ managers teachers actors dancers variety performers and all other theatrical and musical artists and employees and to undertake and carry out all such things as may be necessary or incidental to such enterprises entertainments or exhibitions or any of them.

(10) To carry on the business of restaurant keepers licensed victuallers theatrical agents box office keepers concert room proprietors caterers contractors printers and publishers electricians mechanical engineers manufacturers dealers producers and suppliers of electricity and any business whatsoever which may seem to the Company capable of being conveniently carried on in connection with any of the Company's objects or which may be calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

(11) To acquire by purchase hire or otherwise cinematograph biograph and other films of every description and all machines electrical and other appliances and plant goods articles and things used by persons engaged in the businesses which the Company is authorised to engage in.

(12) To purchase take on lease or exchange or hire or otherwise acquire or deal in from any person or association any real or personal property of any description or any interest therein and to enter into agreement with apply for and obtain by purchase or otherwise acquire from any company firm or person from whom it is authorised to purchase hire or acquire films any rights concessions licences patents trade marks copyrights acting versions exclusive or other rights to performance or representation any monopoly relating to or in any way connected with all or any trades or businesses which the Company is authorised to carry on or for the purpose of carrying out all or any of its objects.

(13) To purchase take over and undertake the whole or any part of the undertaking assets business property rights liabilities contracts engagements of any person company firm Government or public body and to purchase take on lease or acquire by exchange licence hire option or otherwise real or personal property of any description and in particular freehold and leasehold lands buildings theatres studios halls films patents licences goods articles and things of any description.

(14) To carry on business and to act as customs agents commission agents merchants bankers traders shipowners carriers or in any other capacity in the Commonwealth of Australia or elsewhere and to manufacture alter improve import export buy sell barter exchange pledge make advances upon or otherwise deal in goods produce articles and merchandise.

(15) To establish or acquire and carry on trading stations factories stores and depots in the Commonwealth of Australia or elsewhere and to purchase lease or otherwise acquire carry on develop and improve any business or real or personal property in the Commonwealth of Australia or elsewhere or any undivided or other interest whatsoever therein respectively.

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

(17) To purchase take on lease or in exchange hire or otherwise acquire any real or personal property and any rights and privileges which the Company may think necessary or convenient for the purposes of its business or investment and in particular any lands buildings easements plant and stock-in-trade.

(18) To manufacture buy sell exchange alter improve manipulate prepare for market and otherwise deal in all kinds of goods substances materials used 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 this Company and to use exercise develop or grant licences in respect of or otherwise turn to account the property rights or information so acquired.

(19) To enter into partnership or into any arrangement for sharing profits union of interests co-operation joint adventure reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this 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. And to lend money to guarantee the contracts of or otherwise assist any such person or company 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.

(20) To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

(21) To invest or deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(22) To lend money to such persons (including any member or members of the Company and also customers and others having dealings with the Company) and on such terms as may be deemed expedient and either without any security at all or on such security as may be deemed expedient and also guarantee the performance of contracts by any customers or other persons having dealings with the Company.

(23) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon the undertaking of the Company and upon all or any part of the Company's property (both present and future) including its unsold shares and uncalled and unpaid capital and to purchase redeem or pay off any such securities.

MEMORANDUM OF ASSOCIATION

(24) To remunerate any person or company for services rendered or to be rendered in placing or assisting in placing or guaranteeing the placing of any of the shares in this Company's capital or any debentures or other securities of this Company or in or about the formation or promotion of this Company or the conduct of its business or in placing or assisting in placing of any shares debentures or other securities of any company or companies promoted by this Company or in or about the formation or promotion of such company or companies.

(25) Upon the acquisition of any property or rights to pay for the same in shares debentures obligations certificates of indebtedness annuities or in any other manner.

(26) To draw make accept endorse discount execute and issue promissory notes bills of exchange warrants debentures and other negotiable or transferable instruments.

(27) To establish and support or aid in the establishment or support of associations institutions funds trusts and conveniences calculated to benefit employees or ex-employees (including Directors) of the Company or the wife widow and/or children or other dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurances and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.

(28) To sell or dispose of the undertaking of this Company or any part thereof for such consideration as this Company may think fit and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of this Company.

(29) To do all or any of the acts hereby authorised as principals agents contractors trustees attorneys agents or otherwise and either alone or in conjunction with others and on a commission or part commission basis.

(30) To distribute among the members in specie or otherwise any property or any proceeds of sale or disposal of any property of the Company or any part thereof and in particular any shares debentures or other securities of any other company formed to take over the whole or any part of the assets and liabilities of the Company.

(31) To insure and keep insured in any insurance office all or any part of the property of the Company against loss or damage by fire storm tempest perils of the sea or other risks and to insure and keep insured in any insurance office the Company against all claims and demands that may arise through accident negligence injury or hurt however arising to any person whomsoever whether an employee of the Company or not. To insure any servants of the Company against infidelity in the course of their employment by the Company.

(32) To establish a reserve fund or funds to meet contingencies for the liquidation of any debts or liabilities of the Company or for the equalising of dividends or for any other purpose that may be thought fit and to divide the reserve funds into such special reserve funds as may be thought fit.

(33) To pay out of the funds of the Company all costs charges and expenses preliminary and incidental to the promotion formation establishment registration and advertising of the Company and the issue of its capital.

(34) To do all such things as the Company or the Directors may think 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 Two hundred and fifty thousand pounds (£250,000) divided into Two hundred and fifty thousand (250,000) shares of One pound (£1) each with power for the Company to increase or reduce such capital and to subdivide or consolidate the different shares of the Company into shares of smaller or larger amount and into series or classes and to convert its shares into stock and to issue any part of its capital original or increased with or without any preference priority or special privileges or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the power hereinbefore contained. The rights and privileges attaching to any issued shares may from time to time be varied or altered under the powers hereinbefore contained.

WE the several persons whose names addresses and descriptions are subscribed hereto 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.

List of Subscribers and Names, Addresses and Descriptions	No. of Shares taken by each Subscriber	Witness to Signature
CHIPS RAFFERTY, Actor, Producer, Scot Chambers, Hosking Place, Sydney.	One	
MARGARET ELEANOR KENNY, Home Duties, 5 Thornton Street, Darling Point.	One	
GWENYTH MARY ROBINSON, Home Duties, 27 Mount Street, Coogee.	One	
ELLEN KATHLEEN GOFFAGE, Home Duties, 66a Darlinghurst Road, King's Cross.	One	B. M. KENNY, Solicitor, Sydney.
JOY CAVILL, Secretary, 120 Boyce Road, Maroubra.	One	
MALACHI STANISLAUS McKEON, Solicitor, 62 Lincoln Street, Stanmore.	One	
HILTON JOHN MELDRUM, Chartered Accountant (Aust.), 342 George Street, Sydney.	One	

DATED this Fourth day of March, 1956.

WEBSDALE, SHOOSMITH PTY. LTD., PRINTERS, 117 CLARENCE ST., SYDNEY

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