

Company number 00682158

The Companies Acts 1948

and

The Companies Act 2006

COMPANY LIMITED BY SHARES

THE SAINTS AND SINNERS TRUST LIMITED

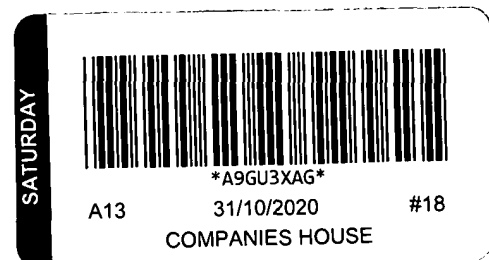
MEMORANDUM AND ARTICLES OF ASSOCIATION



.....
Director

Incorporated on 31 January 1961

* The company amended its Articles of Association by special resolutions passed on 28 October 2020.



THE COMPANIES ACT 1948

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

- OF -

THE SAINTS AND SINNERS TRUST LIMITED

1. The name of the Company (hereinafter called "the Trust") is "THE SAINTS AND SINNERS TRUST LIMITED".
2. The registered office of the Trust will be situate in England.
3. The primary objects of the Trust are to assist, support or maintain financially or otherwise or to establish bodies corporate or incorporate or trusts the objects of which are exclusively charitable and to apply the property and income of the Trust for charitable purposes only, and so that all other objects, powers and provisions of this Memorandum shall be deemed to be governed by the primary objects herein expressed notwithstanding anything to the contrary hereinafter expressed or implied.
4. The further objects for which the Trust is established but which are ancillary to and for the furtherance of the primary objects are as follows:-
 - (A) To amalgamate with or support or aid any person, association or corporation whose objects are exclusively charitable and to establish or promote any company with such objects.
 - (B) To turn to account all or any of the property or assets of the Trust as may be thought expedient with a view to the promotion of its primary objects.
 - (C) To undertake and execute any trusts which may lawfully be undertaken by the Trust and may be conducive to its primary objects provided that such trusts are charitable.

- (D) To invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject 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.
- (E) To do all such other things as are incidental or conducive to the attainment of the primary objects or any of them.

Provided that :-

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Trust shall not support with its funds any object, or 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 Trust would make it a Trade Union.
- (iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Trust 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 Council of Management or Governing Body of the Trust shall be chargeable for any such property that 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 Council of Management or Governing Body have been if no incorporation had been affected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Council of Management or Governing Body, but they shall as regards any such property be subject, jointly and separately to such control or authority as if the Trust were not incorporated.

5. The income and property of the Trust, whencesoever derived, shall be applied solely towards the promotion of the primary objects of the Trust 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 be members of the Trust.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust, or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding six per cent, per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Trust, nor prevent the distribution amongst members gratis or on favourable terms of any publication of the Trust; but so that no member of the Council of Management or Governing Body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust and publications as aforesaid; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

6. The liability of the members is limited.

7. Every member of the Trust undertakes to contribute to the assets of the Trust in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses of a winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

8. If upon the winding up or dissolution of the Trust 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 Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the primary objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
--

Percy Hoskins, 55 Park Lane W1, Author-Journalist

Ronald Howe, 8 Vereker Road W14, Barrister-at-law

Jack Hylton, 3 Savile Row, London W1, Company Director
--

Chesney Allen, "Cornerways", Sea Lane, Middleton-on-Sea, Theatrical Manager & Director
--

John Keetch, 88 St James's Street, London SW1, Managing Director
--

David Morris, 110 Hallam Street W1, Company Director
--

W. E. Butlin, 49 Grosvenor Square, London W1, Company Director
--

DATED this 20th day of January 1961

WITNESS to the above Signatures-

J.J. Maunsell, 30 Bouverie Street EC4, Company Director

THE COMPANIES ACT 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- OF -

THE SAINTS AND SINNERS TRUST LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column therefore, if not inconsistent with the subject or context –

Words	Meanings
The Act	The Companies Act, 1948
These presents	These Articles of Association, and the regulations of the Trust from time to time in force.
The Trust	The above-named Trust
The Council	The Council of Management for the time being of the Trust
Members	Means Members of the Trust as hereinafter provided.
The Office	The registered office of the Trust
The Seal	The common seal of the Trust
The United Kingdom	Great Britain and Northern Ireland

Month

Calendar month

In writing

Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in those presents.

2. The number of members with which the Trust proposes to be registered is 500.
3. The provisions of Section 110 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Trust is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be the members of the Trust.
6. The Council may in its absolute discretion waive the subscription payable by members either generally or in any particular case and for any period.
7. A member shall cease to be such in any of the following circumstances:-
 - (a) If an annual subscription due from him to the Trust shall remain payable and unpaid to the Trust for two months after the date fixed for payment thereof;
 - (b) If by writing under his hand lodged at or sent to the Office he resigns from membership; or

(c) If he is removed from membership by a resolution of the Council passed at a specially convened meeting of which he shall have been given reasonable notice and at which he shall have been given a reasonable opportunity of attending and being heard.

A member ceasing to be such shall not be entitled to a return of any money paid by him to the Trust by way of subscription.

8. The rights of a member as such shall be personal and shall not be transferable and shall cease upon his death.

GENERAL MEETING

9. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

11. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

12. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

13. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors or the Independent Examiner as may be applicable or appropriate, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration or, the Auditors or the Independent Examiner as may be applicable or appropriate. *

15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

16. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

17. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Chairman (if any) of the Council shall preside but if he be not then present or be unwilling to preside the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member who shall be present to preside.

* Article 14 was amended by special resolutions passed on 28 October 2020.

18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

20. Subject to the provisions of the next following Article, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

23. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

24. Subject as hereinafter provided, every member shall have one vote.

25. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

26. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act. A proxy need not be a member.

27. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

28. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

30. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit –

“THE SAINTS AND SINNERS TRUST LIMITED

“I,

“of

“a member of the above named Trust, hereby
“appoint
“of
“and failing him,
“of
“to vote for me and on my behalf at the
“Annual or Extraordinary, or Adjourned, as
“the case may be General Meeting of the
“Trust to be held on the day of
“19 , and at every adjournment therefor.
“As witness my hand this day of
“19 “.

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT

31. The Council shall, and unless and until otherwise determined by the Trust in general meeting consist of not less than four nor more than twelve members.
32. The following shall be the first members of the Council:- SIR RONALD HOWE, C.V.O., MC. JACK HYLTON, WILLIAM E BUTLIN, JOHN KEETCH, DAVE MORRIS, PERCY HOSKINS AND CHESNEY ALLEN.
33. The Council may from time to time and at any time appoint any member as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
34. No person who is not a member shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL

35. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all

such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

36. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the elected members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for the continuing members or member of the council to act as the Council for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

37. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

38. The seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least one member of the Council and of the Secretary, and the said member and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

39. The office of a member of the Council shall be vacated –

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors generally.
- (B) If he becomes of unsound mind.

- (C) If he ceases to be a member of the Trust.
 - (D) If by notice in writing to the Trust he resigns his office.
 - (E) If he ceases to hold office by reason of any order made under Section 188 of the Act.
 - (F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.
40. Sub-sections (1) to (6) inclusive of Section 185 of the Act relating to age limit for members of the Council shall not apply.

ROTATION OF MEMBERS OF THE COUNCIL

41. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
42. The members of the Council 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. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
43. The Trust may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
44. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

45. The Trust may from time to time in General Meeting increase or reduce the number of elected members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

46. In addition and without prejudice to the provisions of Section 184 of the Act, the Trust may by Extraordinary Resolution remove any elected member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

47. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

48. A member of the Council may, and on the request of a member of the Council, the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

49. The Council shall from time to time elect a Chairman of the Council and may determine for what period he is to hold office. The Chairman of the Council shall preside, or if he be not then present, or be unwilling to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

50. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.

51. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

52. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

53. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

54. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

BYE LAWS

55. The Council may from time to time make such Bye Laws for carrying out the objects of the Trust as shall not amount to such addition or alteration of these presents as could legally only be made by special resolution and may from time to time (subject to the same limitation) add to, alter or rescind the same.

ACCOUNTS

56. The Council shall cause proper books of account to be kept with respect to

- (A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Trust; and
- (C) the assets and liabilities of the Trust.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Trust and to explain its transactions.

57. The books of account shall be kept at the office, or, subject to Section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

58. The Council 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 of the Trust or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Council or by the Trust in general meeting.

59. At the Annual General Meeting in every year the Council shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158 (1) (c) of the Act, be sent to the Auditors or the Independent Examiner as may be applicable or appropriate and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors or the Independent Examiner as may be applicable or appropriate's report shall be open to inspection and be read before the meeting as required by Section 162 of the Act. *

EXAMINATION OF ACCOUNTS *

60. Accounts and related documents to be prepared by the director shall be prepared in accordance with the Companies Act for the time being in force or as replace by successive Acts. The accounts must follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recognised Practice.

61. In the event that the accounts of the company are required to be audited or independently examined, the appointment of auditors or independent examiner and their duties shall be regulated by the Companies Act or Statements of Recognised Practice ("SORPs") for the time being in force or as replaced by

successive Acts or SORPs, with any reference to directors in the appropriate section of such Act or SORPs being construed as meaning the members of the Council.

* Article 59 and the heading to and Articles 60-61 were amended by special resolutions passed on 28 October 2020.

NOTICES

62. A notice may be served by the Trust upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

63. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only those members who are described in the register of members, by an address within the United Kingdom shall be entitled to receive notices from the Trust.

64. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Percy Hoskins, 55 Park Lane W1, Author-Journalist

Ronald Howe, 8 Vereker Road W14, Barrister-at-law

Jack Hylton, 3 Savile Row, London W1, Company Director

Chesney Allen, "Cornerways", Sea Lane, Middleton-on-Sea, Theatrical Manager & Director

John Keetch, 88 St James's Street, London SW1, Managing Director

David Morris, 110 Hallam Street W1, Company Director

W. E. Butlin, 49 Grosvenor Square, London W1, Company Director

DATED this 20th day of January 1961

WITNESS to the above Signatures:-

J.J. Maunsell, 30 Bouverie Street EC4, Company Director