

Number of
Company }

1157814

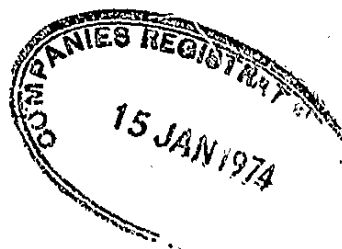
Form No. 41
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1967

Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

(Pursuant to Section 15(2) of the Companies Act 1948)

Insert the
Name of the
Company { WRITERS AND SCHOLARS
INTERNATIONAL LIMITED



Presented by

Presenter's Reference.....SRH

Goodman Derrick & Company,

4, Little Essex Street,

Strand, LONDON WC2R 3LD.

I, SALLY RACHEL HAMWEE

of 4, Little Essex Street,

Strand,

London, W.C.2.

(a) Here Insert:
A Solicitor of the
Supreme Court (or
in Scotland a
Solicitor) engaged
in the formation
or
A person named
in the Articles of
Association as a
Director or
Secretary.

Do solemnly and sincerely declare that I am (a) Solicitor of the

Supreme Court engaged in the formation

of WRITERS AND SCHOLARS INTERNATIONAL

Limited

and that all the requirements of the Companies Act 1948 in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 15, Dorex Gwl

Essex Street Strand London

WC2R 3JX

the 15th day of January

one thousand nine hundred and

seventy-two

Sally R Hamwee

Before me,

J. K. O'Neil
A Commissioner for Oaths (b)

(b) Or
Notary Public or
Justice of the
Peace as the case
may be.

J. K. O'Neil

P

750

THE COMPANIES ACTS 1948 to 1967

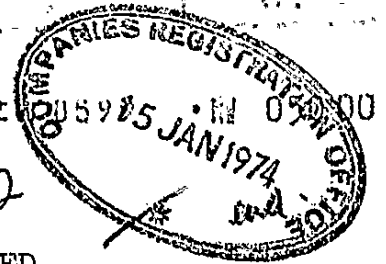
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

JAN 15 1974

of

1157814



WRITERS AND SCHOLARS INTERNATIONAL LIMITED

1. The name of the Company is "Writers and Scholars International Limited".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(A) To advance and promote the study of political economic, social and natural sciences and the humanities and comparative studies regarding the British Constitution, the Universal Declaration of Human Rights and other rules and conventions especially in respect of freedom of expression throughout the World and particularly to acquire the business of publishing the publication known as "Index" and to further the aforesaid objects through the medium of such publication and to copyright, print, reprint, publish, manufacture, copy, distribute, exploit, vend, purchase or otherwise acquire, sell, transfer, grant license and dispose of, translate, make versions of, dramatise, arrange, adapt, or otherwise use or deal in literature, poetry, drama and art and literary, journalistic and published and printed matter of all kinds and descriptions and the copyright therein in any and every form and manner and by any and every method and means now or hereafter known or in existence, and any and all rights and interests therein and thereto, of every nature and description.

(B) To carry on the business of periodical, journal, newspaper and magazine proprietors, press agents, newsagents and booksellers.

(C) To carry on the business of capitalists, financiers, marketers, wholesale and retail traders, importers, exporters, merchants and promoters in and of all kinds of manufactured, processed or other goods, especially but not limited to journals and every type of printing and publishing concern and apparatus in connection with the foregoing.

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

(E) To purchase or by any other means acquire and take options over and deal in whether as principals or agents any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property of all kinds and in particular copyrights, and allied rights, licences, trademarks and patents.

(F) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any copyrights, patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections, and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money, in experimenting upon, testing and improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or force-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(H) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(I) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(J) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(K) To borrow accept donations and otherwise raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien, or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

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

(M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(P) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(Q) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(R) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissioners to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(S) To support and subscribe to Writers and Scholars International and any other charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on its business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives,

widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(U) To sell or otherwise dispose of the whole or any part of the business or the property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(V) To procure the Company to be registered or recognised in any part of the world.

(W) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

(X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary

or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the members is limited.

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

6. 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 Association but shall be given or transferred to Writers and Scholars International or to some other institution or institutions having charitable or public objects similar to the objects of the Company, such institution or institutions to be determined by the members of the Company 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

.....*Elizabeth Longford*.....X
Elizabeth Longford, Countess of Longford,
18, Chesil Court, Chelsea Manor Street, London, S.W.3.

.....X *Stuart Hampshire*.....
Stuart Newton Hampshire,
Wadham College, Oxford.

.....X *Stephen Spender*.....X
Stephen Harold Spender,
15, Loudon Road, London, N.W.8.

.....X *F.D. Astor*.....X
Francis David Langhorne Astor
12, Elm Tree Road, London, N.W.8.

.....X *Gardiner*.....X
Gerald Austin, Baron Gardiner of Kittisford,
Mote End, Nan Clark's Lane, London, N.W.7.

.....X *Dan Jacobson*.....X
Dan Jacobson
36, Cranbourne Gardens, London, N.W.11.

.....*Sally R. Skimwee*.....
SALLY RACHEL HAMWEE
4 LITTLE ESSEX STREET, LONDON WC2

PTO.

Dated this 15th ^{Please do not delete} day of January 1976

Witness to the above signatures:-

Witness to the signature P. N. M. Terry
of Elizabeth Longford, Address 102 Chest Count, SW3
Countess of Longford
Description/ Occupation Caretaker

Witness to the signature Sally R. Hamwee
of Stuart Newton Hampshire Address 4 Little Essex St
Description/ Occupation Strand, WC2 Solicitor

Witness to the signature Kenneth Cox
of Stephen Harold Spender Address 62 Hoveton Square London W8
Description/ Occupation BBC official

Witness to the signature Marica M. Brain
of Francis David Langhorne Address 7 Fairacre, Thornbury Rd. Saleworth, Middx.
Astor
Description/ Occupation Secretary

Witness to the signature Elizabeth M. Brauer
of Gerald Austin, Baron Address 17 Blithfield Street Wand., W8
Gardiner of Kittisford
Description/ Occupation Secretary

Witness to the signature D. Jacobson
of Dan Jacobson Address 70 Shoot-Up Hill London NW2
Description/ Occupation Housewife

Witness to the signature John Part
of SALLY RACHEL HAMWEE Address 4 Little Essex Street, Strand, WC2
Solicitor

THE COMPANIES ACTS 1948 to 1967A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITALARTICLES OF ASSOCIATION

of

WRITERS AND SCHOLARS INTERNATIONAL LIMITEDInterpretation

1. In these articles:-

"the Act"	means the Companies Act 1948.
"the seal"	means the common seal of the company.
"WSI"	means Writers and Scholars International established by a Declaration of Trust dated 25th March 1971 as amended.
"secretary"	means any person appointed to perform the duties of the secretary of the company.
"the United Kingdom"	means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

Private Company

2. The Company is a private company and accordingly:

- (a) in the event of the Company having a share capital the right to transfer shares is restricted in that the Directors may in their absolute discretion and without assigning any reason decline to register any transfer of any share.
- (b) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to 50.
- (c) any invitation to the public to subscribe for shares or debentures is prohibited.
- (d) the Company shall not have power to issue share warrants to bearer.

Members

- 3. The number of members with which the Company proposes to be registered is fourteen but the directors may from time to time register an increase of members.
- 4. The Subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with the provisions hereinafter contained shall be members of the Company.

Every person shall be admitted to membership if he shall be nominated to be a member by the Council for the time being of WSI in writing to the Secretary and left at the Company's registered office.

A member shall cease to be such:

- (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 by notice in writing to the Company he resigns from membership.

- (d) If he is prohibited from holding office as a director by an Order under Section 188 of the Act.
- (e) If his membership is terminated by WSI by writing under hand of its Secretary left at the Company's registered office.

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

General Meetings

5. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint.

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.

7. The Directors 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. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

Notice of General Meetings

8. An annual general meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general

meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed -

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings.

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets; and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.

12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

13. The chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be chairman of the meeting.

14. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

15. 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. 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 on the declaration of the result of the show of hands) demanded -

- (a) by the chairman; or
- (b) by at least three members present in person or by proxy; or

- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

17. Except as provided in Article 19, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the 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.

19. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

20. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

Votes of Members

21. Every member shall have one vote.

22. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

23. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the company have been paid.

24. On a poll votes may be given either personally or by proxy.

25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time 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 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

27. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

" Limited,
I/We of in the county of
, being a member/members
of the above named company, hereby appoint
of or failing him
of
as my/our proxy to vote for me/us on my/our behalf at
the ☐ annual or extraordinary, as the case may be ☐
general meeting of the company to be held on the
day of 19 , and at any adjournment
thereof.

Signed this day of 19 ."

28. Where it is desired to afford members an
opportunity of voting for or against a resolution the
instrument appointing a proxy shall be in the following
form or a form as near thereto as circumstances admit -

" Limited,
I/We of
in the county of , being a member/members
of the above named company, hereby appoint
of
or failing him
of
as my/our proxy to vote for me/us on my/our behalf at
the ☐ annual or extraordinary, as the case may be ☐
general meeting of the company to be held on
the day of 19 , and at
any adjournment thereof.

Signed this day of 19 .

This form is to be used *in favour of the
against
resolution. Unless otherwise instructed, the proxy
will vote as he thinks fit.

* Strike out whichever is not desired."

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

30. 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 such death, insanity or revocation as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Corporations acting by Representatives at Meetings

31. Any corporation which is a member of the company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

Directors

32. The number of the Directors shall be not less than four and not more than eight. The first Directors shall be Louis Blom-Cooper, Edward Crankshaw, Stuart Hampshire, Dan Jacobson, and Stephen Spender.

33. The remuneration of the directors shall from time to time be determined by the company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

Borrowing Powers

34. The directors may exercise all the powers of the company to borrow money, and 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.

Powers and Duties of Directors

35. The business of the company shall be managed by the directors who may pay all expenses incurred in promoting and registering the company; and may exercise all such powers of the company as are not, by the Act or by these articles, required to be exercised by the company in general meeting, subject nevertheless to the provisions of the Act or the articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

36. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

37. All cheques, promissory notes, drafts, bills of exchange 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 directors shall from time to time by resolution determine.

38. The directors shall cause minutes to be made in books provided for the purpose -

- (a) of all appointments of officers made by the directors
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors

- (c) of all resolutions and proceedings at all meetings of the company, and of the directors and of committees of directors

and every director present at any meeting of directors, or committee of directors shall sign his name in a book to be kept for that purpose 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.

Disqualification of Directors

39. The office of a director shall be vacated if such director ceases to be a member of the company.

The provisions of Section 185 of the Act regulating an age limit for directors shall not apply.

Proceedings of Directors

40. The directors 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 chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.

41. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two.

42. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the company as the necessary quorum of directors the continuing director or directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

43. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

44. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

45. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

46. A 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 chairman shall have a second or casting vote.

47. All acts bona fide done by any meeting of the directors or of a committee of directors or by any person acting as a director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of or continuance in office any such director 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 and was qualified to be a director.

48. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

Secretary

49. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

50. A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

The Seal

51. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

Accounts

52. The directors shall cause proper books of account to be kept with respect to -

- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the company; and
- (c) the assets and liabilities of the company.

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 company's affairs and to explain its transactions.

53. The books of account shall be kept at the registered office of the company, or, subject to section 147(3) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

54. The directors shall from time to time in accordance with sections 148, 150 and 157 of the Act cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

55. 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, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

Audit

56. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

Notices

57. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

58. Notice of every general meeting shall be given in any manner hereinbefore authorised to -

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the company an address within the United Kingdom for the giving of notices to them;
- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the company.

No other person shall be entitled to receive notices of general meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

..... *Elizabeth Longford* X
Elizabeth Longford, Countess of Longford,
18, Chesil Court, Chelsea Manor Street, London, S.W.3.

X *Stuart Hampshire*
Stuart Newton Hampshire,
Wadham College, Oxford.

X *SHC Stephen Spender*
Stephen Harold Spender,
15, Loudon Road, London, N.W.8.

X *Francis David Langhorne Astor* X
Francis David Langhorne Astor
12, Elm Tree Road, London, N.W.8.

X *Gardiner* X
Gerald Austin, Baron Gardiner of Kittisford,
Mote End, Nan Clark's Lane, London, N.W.7.

X *Dan Jacobsen* X
Dan Jacobsen
36, Cranbourne Gardens, London, N.W.11.

..... *Sally R. Hamwee*
SALLY RACHEL HAMWEE
4 LITTLE ESSEX STREET, LONDON WC2

PTO.

Dated this 15th day of January 1974.

Witness to the above Signatures -

Witness to the signature... P. V. M. Terry...
of Elizabeth Longford, Address 102 Chest Court S W3
Countess of Longford. description/ Caretaker
Occupation

Witness to the signature... Margaret E. Elliott...
of Stuart Newton Hampshire Address Hunters Moon
description/ Receptionist
Occupation Secretary

Witness to the signature... Kenneth Cox...
of Stephen Harold Spender Address 62 Hoxton St London W8
description/ BBC official
Occupation

Witness to the signature... F. D. Astor...
of Francis David Langhorne Address Monica M. Craig
Astor description/ 7 Fairacre, Thornbury Rd.
Occupation Secretary Isleworth, Middx

Witness to the signature... Elizabeth Drake...
of Gerald Austin, Baron Address 17 Blithfield Street
Gardiner of Kittisford. description/ London W8
Occupation Secretary

Witness to the signature... D. Jacobson...
of Dan Jacobson Address 70 Shoot-Up Hill
description/ London NW2
Occupation Housewife

Witness to the signature... J. L. Part...
of SALLY LACER HAMDEE Address 4 Little Essex Street,
description/ Strand, WC2
Occupation Secretary



CERTIFICATE OF INCORPORATION

No. 1157814

I hereby certify that

WRITERS AND SCHOLARS INTERNATIONAL LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the
Company is Limited.

Given under my hand at London the 22nd January 1974

A handwritten signature in dark ink, appearing to read 'N. Taylor'.

N. TAYLOR

Assistant Registrar of Companies