

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold black lettering

Name of Company

Company number

1375941

THE FOUNDATION FOR CHRISTIAN COMMUNICATION

Limited*

I, Laurence Gwyn Rees
of 5, Clifton Street, London, EC2A 4DQ.

* delete if inappropriate

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court
engaged in the formation of
of The Foundation for Christian Communication

Limited*

and that all the requirements of the Companies Acts 1948 to 1976 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 5 Clifton Street
London EC2A 4DQ.

the 6th day of June

One thousand nine hundred and seventy eight

before me [Signature]
A Commissioner for Oaths

Presentor's name, address and reference (if any)

Richards, Butler & Co.,
5, Clifton Street,
London, EC2A 4DQ.

For official use

General section

Post room

‡ or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

THE COMPANIES ACTS 1948

1375941

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

THE FOUNDATION FOR CHRISTIAN COMMUNICATION LIMITED

1. The name of the Company (hereinafter called "the Association") is "THE FOUNDATION FOR CHRISTIAN COMMUNICATION LIMITED".

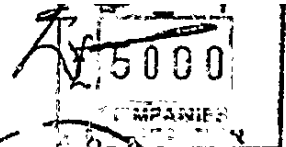
2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are the advancement of the Christian religion and the advancement of Christian religious education of the public. In furtherance of these objects but not further or otherwise the Association shall have the following powers:-

- (i) To acquire and undertake the whole or any part of the business, operation, undertaking, property, assets, liabilities and obligations of the charity created by a settlement dated 1st July 1969 and known as "The Lord Rank Foundation for Christian Communication" (hereinafter called "the 1969 Charitable Trust");
- (ii) To own, operate, hire out and maintain film, television, radio and sound recording studios;
- (iii) To make buy, sell, hire out and otherwise deal in films and sound recordings and all types of equipment and material capable of being used in connection with the manufacture or processing thereof, the production, reproduction, exhibition or performance thereof or with the making and transmitting of television and sound broadcasts;
- (iv) To provide material for and to make, direct, produce, perform, present, transmit, compile and arrange all forms of television and sound broadcasts;
- (v) To provide material for and to make, direct, produce, perform, present, transmit, exhibit, distribute, promote, exploit, compile and arrange by all means and in all media films and sound recordings of all kinds and to provide apparatus to enable the performance and exhibition of such films and recordings;
- (vi) To train and educate persons in all aspects of directing, producing, appearing in and performing on television and radio programmes and films and sound recordings and in all other aspects of television radio and film production;

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- (vii) To develop, improve and extend the use of broadcasting, films and sound recordings;
- (viii) To carry out research and publish the results of such research and to print, publish and distribute books, magazines, periodicals and all other kinds of publication;
- (ix) To employ and pay any company or person to supervise, organise or carry on the work of, or to advise, the Association;
- (x) To commission the writing, composition, production, adaptation and arrangement of any literary, dramatic, musical or artistic work and to acquire, hold, dispose of and otherwise deal in copyrights, rights of representation, licences and any other rights and interests in any such work and in any films, sound recordings, drawings and engravings and to print, publish, reproduce and otherwise turn to account anything which the Association is entitled by copyright, ownership grant or licence so to do;
- (xi) To acquire and undertake the whole or any part of the business, undertaking, property, assets, liabilities and obligations of any association, company, institution, fund or trust (whether charitable or otherwise) carrying on or proposing to carry on any activity which the Association is authorised to carry on, or from which the Association might derive any direct or indirect benefit, or possessed of any property suitable for the purposes of the Association;
- (xii) To amalgamate or enter into partnership or any arrangement for union of interests, joint adventure, reciprocal concessions or co-operation or otherwise or collaborate with any charitable association or institution which is carrying on or engaged in or about to carry on or engage in, any activity which the Association is authorised to carry on or engage in or from which the Association might derive any direct or indirect benefit and which is precluded by its constitution from distributing its income and property amongst its members to an extent at least as great as is imposed on the Association by Clause 4 hereof;
- (xiii) To pay for any property or rights acquired by the Association;
- (xiv) To collect funds and to accept, invite, promote and procure subscriptions, benefactions, donations and bequests of all kinds;
- (xv) To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Association;
- (xvi) To make experiments in connection with any activity or proposed activity of the Association and to experiment upon, test or improve any patents,

inventions or rights which the Association may acquire or propose to acquire;

- (xvii) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time, 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 herein provided;
- (xviii) To borrow or raise or secure the payment of money by mortgage or by the issue of debentures charged upon the undertaking or all or any part of the property of the Association, both present and future, and to purchase, redeem or pay off any such securities;
- (xix) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments;
- (xx) To undertake and execute any charitable trust;
- (xxi) To establish, support and subscribe to, or to aid in the establishment and support of, associations, companies, institutions, funds or trusts;
- (xxii) To guarantee the obligations of any association, company, institution, fund, or trust and to give such indemnities as may seem expedient;
- (xxiii) To enter into any arrangement with any government or authority (supreme, municipal, local or otherwise) or any person or company and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Association may think it desirable to obtain and to carry out, exercise and comply with the same;
- (xxiv) To establish or promote, or join in the establishment or promotion of, any other company for the purpose of acquiring and undertaking the whole or any part of the business, property and liabilities of the Association or the promotion of which shall be calculated to benefit the Association and to acquire and hold any shares, debentures or other securities of any such company;
- (xxv) To grant pensions and retirement benefits to or for any persons who are or were at any time in the employment or service of the Association, or of the 1969 Charitable Trust or who are or were at any time officers of the Association or members of its Council or governing body and to the widows, children and other dependants of any such persons and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for any such persons, their widows, children and other dependants;

- (xxvi) To pay out of the funds of the Association all expenses which the Association may lawfully pay with respect to the formation and registration of the Association;
- (xxvii) To sell let mortgage dispose of or turn to account all or any of the property or assets of the Association;
- (xxviii) To cause the Association to be registered or recognised in any part of the world;
- (xxix) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, sub-contractors or otherwise;
- (xxx) To do all such other things as are necessary for the furtherance or attainment of the objects of the Association or any of them.

Provided that:-

- (1) In case the Association shall take or hold any property which may be subject to any charitable trusts, the Association shall only deal with or invest the same in such manner as is allowed by law having regard to such trusts;
- (2) The objects of the Association shall not extend to the regulation of relations between employers and workers or organisations of employees and organisations of workers;
- (3) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association 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 members of the Council or governing body of the Association 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 members of such Council have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council but the members of such Council shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

And it is hereby declared that in this clause the following expressions shall have the following meanings:-

- (a) "film" means any visual images or sequence of such images recorded on material of

any description (whether translucent or not) so as to be capable, by the use of that material, (and such other material, equipment or apparatus as may be necessary) of being shown either as a moving or still picture or of being recorded on other material (whether translucent or not) by the use of which it can be so shown, together with any sound track which may be associated therewith;

(b) "sound recording" means any sound or sounds recorded on material of any description so as to be capable, by the use of that material (and such other material, equipment or apparatus as may be necessary) of being heard or reproduced.

(c) "company" includes any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:-

- (a) of reasonable and proper remuneration to any officer or servant of the Association or to any member of its Council or governing body in return for any services actually rendered by him to the Association Provided further that in the case of any such person who is a member of the Council or governing body of the Association, he shall not vote upon any resolution or motion concerning his remuneration or other conditions of service which may be put to any meeting of such Council or other governing body and shall absent himself from any such meeting insofar as the proceedings thereof relate to the consideration of his remuneration or other conditions of service;
- (b) of interest on money lent by any member of the Association or of its Council or governing body at a rate per annum not exceeding 2 per cent. less than the minimum lending rate prescribed for the time being by the Bank of England or 3 per cent. whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council or governing body;
- (d) of out-of-pocket expenses to any member of its Council or governing body;
- (e) to a company of which a member of the Association or of its Council or governing body may be a member holding not more than one hundredth part of the capital of such company.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, 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 Association contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Association 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 some other charitable institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such charitable institution to be determined by the members of the Association at or before the time of dissolution or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter and, if and so far as effect cannot be given to such provision, then to some other 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

Rosslyn Fairfax Huxley Cowen
.....
ROSSLYN FAIRFAX HUXLEY COWEN
Shawdon Hall
Glanton
Near Alnwick
Northumberland

Shelagh Mary Cowen
.....
THE HON. MRS. SHELAGH MARY COWEN
Shawdon Hall
Glanton
Near Alnwick
Northumberland

WJC *Walter John Lewis Clarke*
.....
WALTER JOHN LEWIS CLARKE
26 Wood Drive
Chislehurst
Kent

FR *Frank Keighley*
.....
FRANK KEIGHLEY
Little Court
Fulmer Drive
Gerrard's Cross
Buckingham

ELG *Eric Eugene Leo Giuseppe*
.....
ERIC EUGENE LEO GIUSEPPI
Overdale
Park View Road
Woldingham
Surrey

GCF *George Cyril Fox*
.....
GEORGE CYRIL FOX
55 Buckingham Gate
London S.W.1.

11C *Maurice Barnett*

.....
REV. DR. MAURICE BARNETT
1 Central Buildings
Westminster
London S.W. 1.

DATED this *Second* day of *June*, 1978

WITNESS to the signature of ROSSLYN FAIRFAX HUXLEY COWEN

[Signature]
91/93, Buckingham Palace Rd.,
London, SW1W 0RP
Chartered Accountant.

WITNESS to the signature of THE HON. MRS. SHELAGH MARY COWEN

[Signature]
As above

WITNESS to the signature of WALTER JOHN LEWIS CLARKE

[Signature]
As above

WITNESS to the signature of FRANK KEIGHLEY

[Signature]
Benz. Co. Ltd.
*Notaries
Publics & Solicitors
Limited
Overseas Crest
of Post Office Bank*

WITNESS to the signature of ERIC EUGENE LEO GIUSEPPI

M J Evans
Overdale Cottage, Woldingham, Surrey.
Housewife

WITNESS to the signature of GEORGE CYRIL FOX

Doreen M. Kiamor
18 Grasmere Avenue, Dockers Bottom,
Orpington, Kent.

WITNESS to the signature of REV. DR. MAURICE BARNETT

[Signature]
65 St. John's Rd
Peth Wood, Kent.

THE COMPANIES ACTS 1948 to 1976

1375941/3

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE FOUNDATION FOR CHRISTIAN COMMUNICATION LIMITED

PRELIMINARY

1. In these Articles, unless the context otherwise requires:-

"the Association" means the above named company;

"the Statutes" means the Companies Acts 1948 to 1976 and every statutory modification or re-enactment thereof for the time being in force;

"these Articles" means these Articles of Association as originally framed or as altered from time to time by special resolution;

"the office" means the registered office for the time being of the Association;

"the seal" means the common seal of the Association;

"the United Kingdom" means Great Britain and Northern Ireland;

"in writing" means written, printed or lithographed, or expressed in any other mode of representing or reproducing words in visible form;

"the Council" means the members for the time being of the Council of the Association;

"elected member of the Council" means a member of the Council who is also a member for the time being of the Association;

"appointed member of the Council" means a member of the Council appointed as such in accordance with Article 32;

"member of the Council" means a member (whether an elected member of the Council or an appointed member of the Council) for the time being of the Council;

the expression "Secretary" includes (subject to the provisions of the Statutes) an assistant or deputy secretary and any person appointed by the Council to perform any of the duties of the Secretary;

words importing the singular include the plural and vice versa;

words importing the masculine gender include the feminine gender;

any word or expression not defined in these Articles shall bear the same meanings as in the Statutes.

MEMBERSHIP

2. The number of members with which the Association proposes to be registered is 50 but the Council may from time to time register an increase of members.

3. The members of the Association shall be:

- (a) the subscribers to the Memorandum of Association; and
- (b) every other person who the Council shall admit to membership in accordance with the provisions hereinafter contained.

4. No person shall be admitted to membership of the Association unless he is at the date of his application either (a) a trustee of the charity known as "The Lord Rank Foundation for Christian Communication" constituted by a Settlement dated 1st July 1969 or (b) a trustee of the charity known as the "J. Arthur Rank Group Charity" constituted by a Trust Deed dated 1st April 1953 or (c) a trustee of the charity known as the "1961 Rank Group Charity" constituted by a Trust Deed dated 2nd February 1961 or (d) a director of The Rank Foundation Limited. Any person applying to be admitted to membership shall give all such information to the Council as the Council may in their absolute discretion think relevant to the consideration of such application, and any such application may be accepted or rejected by the Council at their absolute discretion.

5. A member shall forthwith cease to be a member of the Association;

- (a) if he resigns his membership by notice in writing to the Association;
- (b) if he ceases to be eligible for membership in accordance with Article 4; or
- (c) if he dies, or a receiving order is made against him, or he makes an arrangement or composition with his creditors generally, or if he becomes incapable by reason of mental disorder of managing and administering his property and affairs and a receiver or any other person is authorised to act on his behalf.

6. The rights and privileges of a member as such shall be personal and shall not be transferable or transmissible.

GENERAL MEETINGS

7. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and not more than fifteen months shall elapse between the date of one annual general meeting

and that of the next; provided that so long as the Association 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 Council shall determine. All general meetings other than annual general meetings shall be called extraordinary general meetings.

8. The Council may at any time convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as the Statutes provide.

NOTICE OF GENERAL MEETINGS

9. An annual general meeting and an extraordinary general meeting for the passing of a special resolution shall be called by at least twenty-one days' notice and all other extraordinary general meetings shall be called by at least fourteen days' notice. 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. Every notice shall be in writing and shall specify the place, the day and the time of the meeting and, in the case of special business, the general nature of the business to be transacted at the meeting and, in the case of an annual general meeting, shall specify the meeting as such. Every notice shall be given, in the manner provided in these Articles, to all the members, and to the auditors for the time being of the Association.

Provided that a meeting of the Association shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to be duly called if it is so agreed:

- (a) in the case of a meeting called as an 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 representing not less than ninety five per cent. of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

11. All business transacted at an extraordinary general meeting shall be special. All business transacted at an annual general meeting shall also be special, except:-

- (1) the consideration of the income and expenditure accounts, balance sheets and reports of the Council and auditors and other documents required to be attached or annexed to the balance sheets;

- (2) the election of elected members of the Council in the place of those retiring; and
- (3) the appointment and the fixing of the remuneration of the auditors.

12. No business shall be transacted at any general meeting unless a quorum is present. Except as otherwise provided in these Articles, five members present in person shall be a quorum.

13. If within thirty minutes from the time appointed for holding the meeting a quorum is not present, the meeting, if convened on the requisition of or by 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 Council may determine, and, if at such adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote at the meeting shall be a quorum, but so that not less than two individuals shall constitute the quorum.

14. The chairman of the meeting 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.

15. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice specifying the place, the day and the time of the adjourned meeting shall be given, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

16. The Chairman (if any) of the Council or, in his absence, some other elected member of the Council nominated by the Council shall preside as chairman at every general meeting but if at any meeting neither the Chairman nor such other elected member of the Council is present within fifteen minutes after the time appointed for holding the meeting or is willing to preside, the members of the Association present shall choose some elected member of the Council present to preside as chairman or, if no elected member of the Council is present or if all the elected members of the Council present are unwilling to preside, the members of the Association present shall choose some member of the Association present to preside as chairman.

17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or upon the declaration of the result of the show of hands, a poll is demanded:-

- (1) by the chairman of the meeting; or
- (2) by at least two members present in person or by proxy; or

- (3) by a 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.

18. No poll shall be demanded on the election of a chairman of the meeting or on the question of adjournment.

19. Subject to the provisions of Article 18, a poll demanded shall be taken either immediately or at such time (not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded) and place as the chairman of the meeting directs, and no notice need be given of a poll not taken immediately. A poll shall be taken in such manner (including the use of ballot or voting papers) as the chairman of the meeting directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for 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. The demand for a poll may be withdrawn.

20. A declaration by the chairman of the meeting that a resolution has been carried, carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

21. 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.

VOTES OF MEMBERS

22. On a show of hands every member present in person shall have one vote and on a poll every member present in person or by proxy shall have one vote.

23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

24. On a poll, votes may be given either in person or by proxy.

25. A proxy must be a member of the Association.

26. The instrument appointing a proxy shall be in writing in any usual form or such other form as may be approved by the Council, and shall be under the hand of the appointor or of his attorney duly authorised in writing. Instruments of proxy need not be witnessed.

27. 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 such power or

authority, shall be deposited, 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, at the office or at such other place in the United Kingdom as is specified for the purpose in the notice convening the meeting or in the instrument of proxy issued by the Association and in default the instrument of proxy shall not be treated as valid.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office or hour at least before the time fixed for holding the meeting.

29. The Council may, at the expense of the Association, send by post or otherwise to the members instruments of proxy (with or without stamped envelopes for their return) for use at any general meeting either in blank or nominating any one or more of the elected members of the Council or any other persons in the alternative. If, for the purpose of any meeting, invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at the expense of the Association, such invitations shall be issued to all (and not to some only) of the members entitled to be sent a notice of the meeting and to vote thereat by proxy.

THE COUNCIL

30. The Council of the Association shall consist of not less than 5 elected members of the Council and not more than 3 appointed members of the Council.

31. The first elected members of the Council shall be appointed in writing by the subscribers to the Memorandum of Association.

32. The Council may from time to time and at any time appoint any person or persons not being a member or members of the Association to be an appointed member or members of the Council provided that the total number of appointed members of the Council shall not exceed the maximum number fixed by these Articles. Subject to the provisions of the Statutes and of these Articles an appointed member of the Council so appointed shall hold office until the commencement of the first meeting of the Council held after the conclusion of the annual general meeting following next after his appointment when he shall retire but shall be eligible for re-appointment. No appointed member of the Council shall vote upon a motion for the appointment or removal of an appointed member of the Council and if he do so vote his vote shall not be counted.

33. The elected members of the Council may from time to time and at any time appoint any member of the Association to be an elected member of the Council either to fill a casual vacancy or as an additional elected member of the Council.

34. All elected members of the Council shall retire from office at each annual general meeting. A retiring elected member of the Council shall be eligible for reappointment and shall act as a member of the Council throughout the meeting at which he retires.

35. The Association may, by ordinary resolution at the meeting at which any elected member of the Council retires in manner aforesaid, fill the vacated office by appointing a member of the Association thereto.

36. The office of a member of the Council shall be vacated:-

- (1) if a receiving order is made against him or he makes an arrangement or composition with his creditors generally;
- (2) if he becomes incapable by reason of mental disorder of managing and administering his property and affairs and a receiver or any other person is authorised to act on his behalf;
- (3) if he ceases to hold office or is prohibited from so doing by an order made under any provision of the Statutes;
- (4) if he resigns his office by notice in writing to the Association;
- (5) if, being an elected member of the Council, he ceases to be a member of the Association; or
- (6) if, being an appointed member of the Council, the Council resolves that he be removed as an appointed member of the Council; or
- (7) if, being an appointed member of the Council, he becomes a member of the Association.

37. Unless otherwise determined by the Association by ordinary resolution either generally or in any particular case, no member of the Council shall vacate or be required to vacate his office as a member of the Council on or by reason of his attaining or having attained the age of seventy, and any person proposed to be appointed a member of the Council shall be capable of being appointed as a member of the Council notwithstanding that at the time of such appointment he has attained the age of seventy. It shall not be necessary to give to the members notice of the age of any member of the Council or person proposed to be re-appointed or appointed as a member of the Council.

38. The Council may from time to time appoint any appointed member of the Council to be the holder of any executive office on such terms (subject to the provisions of Article 40) and for such period as they think fit. No appointed member of the Council shall vote upon any motion for the appointment of an appointed member of the Council to any such executive office.

39. The Council may confer upon a member of the Council holding any such executive office any of the powers exercisable by the Council upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw or vary any powers so delegated.

40. An appointed member of the Council who holds an executive office or who devotes special attention to the business of the Association or who otherwise performs services which, in the opinion of the Council, are outside the scope of the ordinary duties of a member of the Council may be paid such remuneration by way of salary, commission or otherwise as the Council may determine.

41. An appointed member of the Council may hold any other office or place of profit under the Association (except that of auditor) in conjunction with his office of appointed member of the Council. Any member of the Council (whether an elected or an appointed member thereof) may act in a professional capacity to the Association on such terms as to remuneration and otherwise as the Council may determine.

42. A member of the Council shall be entitled to be paid all travelling, hotel and other expenses incurred by him in and about the performance of his duties as a member of the Council, including his expenses of travelling to and from meetings of the Council or of committees of the Council or general meetings.

POWERS OF THE COUNCIL

43. The business of the Association shall be managed by the Council who may pay all such expenses of and preliminary and incidental to, the promotion, formation and registration of the Association as they think fit, and may, subject to the provisions of these Articles and of the Statutes and to such regulations as are not inconsistent with the aforesaid provisions and as may be prescribed by the Association in general meeting, exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by the Statutes or by these Articles required to be exercised or done by the Association in general meeting. No regulation made by the Association in general meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article.

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

45. The Council may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures and other securities.

46. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may require in such manner as the Council may from time to time determine.

47. The Council may on behalf of the Association, pay pensions and retirement benefits to or for any persons who are or were at any time in the employment or service of the Association or of the charity created by a deed of settlement dated 1st July 1969 and known as "The Lord Rank Foundation for Christian Communication" or who are or were at any time members of the Council and to the widows, children and other dependants of any such persons and may pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for any such persons, their widows, children and other dependants. Provided that nothing contained in this Article shall confer on the Council any greater authority to pay pensions and retirement benefits than would be available to the Association under the Memorandum of Association.

PROCEEDINGS OF THE COUNCIL

48. The members of the Council 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 of the meeting shall have a second or casting vote.

49. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time convene a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.

50. The quorum necessary for the transaction of the business of the Council shall be four elected members of the Council.

51. The continuing member or members of the Council may at any time act notwithstanding any vacancy in their body; but if the number of elected members of the Council shall at any time be reduced to less than the minimum number fixed by these Articles the continuing member or members of the Council may act for the purposes only of appointing an additional elected member or members of the Council or of convening a general meeting of the Association.

52. The members of the Council may from time to time elect from amongst the elected members of the Council, and remove, a Chairman. The Chairman shall preside at all meetings of the Council but, if no such Chairman be elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members of the Council present may choose an elected member of the Council to preside as chairman of the meeting.

53. A resolution in writing signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council and being entitled to vote on the resolution shall be as effective as a resolution passed at a meeting of the Council duly convened and held, and may consist of several documents in the like form, each signed by one or more of the members of the Council.

54. The members of the Council may delegate any of their powers to committees consisting either of such elected member of the Council or of two or more members of the Council as they think fit. The quorum necessary for the transaction of the business of any such committee consisting of two or more members shall be two but no question, proposal or resolution shall be decided at any meeting of any such committee unless all or a majority in number of the members of the committee present at such meeting are elected members of the Council. Any committee so formed shall in the exercise of any power so delegated conform with any regulations that may from time to time be imposed upon it by the Council and, subject thereto, the meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Council so far as the same are applicable.

55. All acts done bona fide by any meeting of the Council or of a committee of the Council or by any person acting as a member of the Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed, was qualified, had continued to be a member of the Council and had been entitled to vote.

SECRETARY

56. The Secretary shall be appointed and may be removed by the Council.

57. Anything required or authorised by the Statutes to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the Association authorised generally or specially in that behalf by the Council; provided that any provision of the Statutes or these Articles requiring or authorising a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as, or in the place of, the Secretary.

MINUTES

58. The Council shall cause minutes to be made:-

- (1) of all appointments of officers made by the Council;
- (2) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council; and
- (3) of all resolutions and proceedings at all meetings of the Association and of the Council and of committees of the Council.

THE SEAL

59. The Council shall provide for the safe custody of the seal and the seal shall never be used except by the authority of a resolution of the Council. The Council may from time to time make such regulations as they think fit determining the persons and the number of such persons who shall sign every instrument to which the seal is affixed and, until otherwise so determined, every such instrument shall be signed by one member of the Council and countersigned by the Secretary or another member of the Council.

ACCOUNTS

60. The Council shall cause proper books of account to be kept in accordance with the provisions of the Statutes.

61. The books of account shall be kept at the office, or, subject to the provisions of the Statutes, 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.

62. No member of the Association (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by the Statutes or authorised by the Council.

63. The Council shall from time to time in accordance with the provisions of the Statutes cause to be prepared and laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as are specified in the Statutes.

64. A copy of the reports of the Council and of the auditors' accompanied by copies of the balance sheet, income and expenditure accounts and other documents required by the Statutes to be attached or annexed to the balance sheet, shall, at least twenty one days before they are laid before the Association in general meeting be delivered or sent by post to the registered address of every member of the Association and to the auditors.

65. The auditors' report shall be open to inspection by any member of the Association and be read before the meeting as required by the Statutes.

AUDIT

66. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

67. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

NOTICES

68. A notice or other document may be served by the Association upon any member thereof either personally or by sending it through the post in a prepaid envelope addressed to such member at his address as appearing in the register of members.

69. Any notice or other document, if served by post, shall be deemed to have been served on the day following that on which the envelope containing the same was put into the post and to prove such service it shall be sufficient to prove that the envelope containing the notice or document was properly prepaid, addressed and put into the post.

INDEMNITY

70. Every member of the Council and other officer of the Association (including an auditor) shall be indemnified out of the assets of the Association against any liability incurred by him, as an officer of the Association, in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court under the Statutes.

DISSOLUTION

71. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

R. H. Cowen
.....
ROSSLYN FAIRFAX HUXLEY COWEN
Shawdon Hall
Glanton
Near Alnwick
Northumberland

Shelagh Mary Cowen
.....
THE HON. MRS. SHELAGH MARY COWEN
Shawdon Hall
Glanton
Near Alnwick
Northumberland

Walter John Lewis Clarke
.....
WALTER JOHN LEWIS CLARKE
26 Wood Drive
Chislehurst
Kent

Frank Keighley
.....
FRANK KEIGHLEY
Little Court
Fulmer Drive
Gerrard's Cross
Buckingham

E. L. Giuseppe
.....
ERIC EUGENE LEO GIUSEPPI
Overdale
Park View Road
Woldingham
Surrey

George Cyril Fox
.....
GEORGE CYRIL FOX
55 Buckingham Gate
London S.W.1.

W. Maurice Barnett
.....
REV. DR. MAURICE BARNETT
1 Central Buildings
Westminster
London S.W. 1.

DATED this *second* day of *June*, 1978

WITNESS to the signature of ROSSLYN FAIRFAX HUXLEY COWEN

[Signature]
91/93, Buckingham Palace Rd.,
London, SW1W 0RP
Chartered Accountant

WITNESS to the signature of THE HON. MRS. SHELAGH MARY COWEN

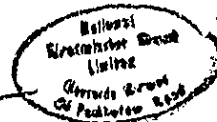
[Signature]
As above.

WITNESS to the signature of WALTER JOHN LEWIS CLARKE

[Signature]
As above

WITNESS to the signature of FRANK KEIGHLEY

Beryl Cooper



WITNESS to the signature of ERIC EUGENE LEO GIUSEPPI

M. J. Evans.
Overdale Cottage, Wokingham, Surrey.
Housewife.

WITNESS to the signature of GEORGE CYRIL FOX

Doctor M. Kramer
18 Gosmore Avenue, Dock Cottam,
Orpington, Kent.

WITNESS to the signature of REV. DR. MAURICE BARNETT

[Signature]
Administration for the Trustees.
Central Hall,
Westminster, SW1.



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding margin

Please complete
legibly, preferably
in black type, or
bold black lettering

Name of Company

Company number

1375941/4

* delete if
inappropriate

THE FOUNDATION FOR CHRISTIAN COMMUNICATION
Limited

The intended situation of the registered office of the company
on incorporation is as stated below

Foundation House, Walton Road, Bushey, Watford WD2 2JF

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

☐

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any):

Richards, Butler & Co
5/17 Clifton Street
London
EC2A 4DQ

For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important:
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	ROSSLYN FAIRFAX HUXLEY COWEN		Business occupation
			Farmer
Former name(s) (note 3)			Nationality
Address (note 4)	Shawdon Hall, Glanton		British
	Near Alnwick, Northumberland		Date of birth (where applicable) (note 6)
			2.2.1919
Particulars of other directorships (note 5)			
Compass Farming Company		Rank Organisation Limited (The)	
F.D. & R. Holdings Limited		Rank Foundation Limited (The)	
Group Holdings Limited		Rank Group Holdings Limited	
		Religious Films Limited	
I hereby consent to act as director of the company named on page 1			
Signature		Date 2nd June, 1978	

Name (note 2)	SHELAGH MARY COWEN		Business occupation
			Farmer
Former name(s) (note 3)			Nationality
Address (note 4)	Shawdon Hall, Glanton		British
	Near Alnwick, Northumberland		Date of birth (where applicable) (note 6)
			14.3.23.
Particulars of other directorships (note 5)			
Compass Farming Company		Rank Foundation Limited (The)	
F.D. & R. Holdings Limited		Rank Group Holdings Limited	
Group Holdings Limited		Religious Films Limited	
I hereby consent to act as director of the company named on page 1			
Signature		Date 2nd June, 1978	


Name (note 2)	WALTER JOHN LEWIS CLARKE		Business occupation
			Retired Chartered Accountant
Former name(s) (note 3)			Nationality
Address (note 4)	26 Wood Drive		British
	Chislehurst, Kent		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)			
F.D. & R. Holdings Limited		Rank Foundation Limited (The)	
Group Holdings Limited		Rank Group Holdings Limited	
		Religious Films Limited	
I hereby consent to act as director of the company named on page 1			
Signature		Date 2nd June, 1978	

Name (notes 2 & 7) WALTER JOHN LEWIS CLARKE

Former name(s) (note 3) _____

Address (notes 4 & 7) 26 Wood Drive
Chislehurst, Kent


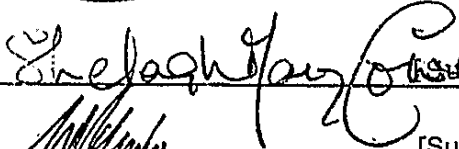

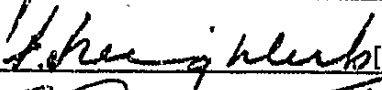
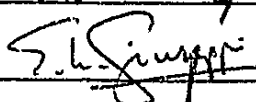
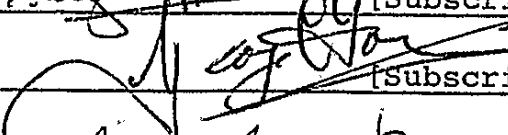
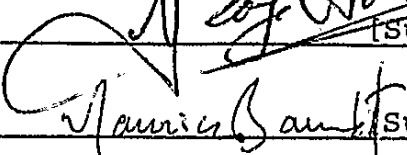
I hereby consent to act as secretary of the company named on page 1

Signature  Date 2nd June, 1978

The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 20(3) of the Companies Act 1947. Please read the notes on page 4 before completing this part of the form.

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

Signed by or on behalf of the subscribers of the memorandum*

Signature		[Subscriber] [Agent]† Date	2nd June, 1978
Signature		[Subscriber] Date	2nd June, 1978
Signature		[Subscriber] [Agent]† Date	2nd June, 1978
Signature		[Subscriber] Date	2nd June, 1978
Signature		[Subscriber] Date	2nd June, 1978
Signature		[Subscriber] Date	2nd June, 1978
Signature		[Subscriber] Date	2nd June, 1978

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binding margin

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 1
to Form No. 1

Company number

1375941

Please complete
legibly, preferably
in black type, or
bold black lettering

Name of Company

THE FOUNDATION FOR CHRISTIAN COMMUNICATION

Limited*

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2)	FRANK KEIGHLEY	Business occupation	BANK MANAGER (Ret'd)
Former name(s) (note 3)		Nationally	BRITISH
Address (note 4)	Little Court, Fulmer Drive	Date of birth (where applicable) (note 6)	19.3.1900.
	Gerrard's Cross Buckingham		

I hereby consent to act as director of the company named on page 1

Signature

F. Keighley

Date 2nd June, 1978

Particulars of other directorships

F.D. & R. Holdings Limited
Group Holdings Limited
Rank Foundation Limited (The)
Rank Group Holdings Limited

† delete if
inappropriate

continued overleaf 1

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write in this
binding margin

THE COMPANIES ACTS 1943 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 2
to Form No. 1

Company number

1375941

Please complete
legibly, preferably
in black type, or
bold black lettering

Name of Company

THE FOUNDATION FOR CHRISTIAN COMMUNICATION

Limited*

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2) ERIC EUGENE LEO GIUSEPPI

Business occupation

Retail Solicitor

Former name(s) (note 3)

Nationality

British

Address (note 4)

Overdale

Park View Road

Date of birth (where applicable)
(note 6)

Woldingham, Surrey

24.9.1911

I hereby consent to act as director of the company named on page 1

Signature

[Signature]

Date 2nd June, 1978

Particulars of other directorships

F.D. & R. Holdings Limited
Group Holdings Limited
Postwick Farm Limited
Postwick Farm (No. 2) Limited
Rank Foundation Limited (The)
Rank Group Holdings Limited
Stanning Cardew Limited

† delete if
inappropriate

continued overleaf †

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write in this
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THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 3
to Form No. 1

Company number

1375941

Please complete
legibly, preferably
in black type, or
bold black lettering

Name of Company

THE FOUNDATION FOR CHRISTIAN COMMUNICATION

Limited*

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2) GEORGE CYRIL FOX

Business occupation

CHARTERED ARCHITECT

Former name(s) (note 3)

Nationality

Address (note 4) 55, Buckingham Gate

BRITISH

London SW1

Date of birth (where applicable)
(note 6)

30.1.1915

I hereby consent to act as director of the company named on page 1

Signature

Date 2nd June, 1978

Particulars of other directorships

INSTITUTE OF REGISTERED ARCHITECTS LIMITED

† delete if
inappropriate

continued overleaf 1

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 4
to Form No. 1

Company number

1375941

Please complete
legibly, preferably
in black type, or
bold black lettering

Name of Company

THE FOUNDATION FOR CHRISTIAN COMMUNICATION

Limited*

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2)

REV. DR. MAURICE BARNETT

Business occupation

Minister of Religion

Former name(s) (note 3)

Nationally

British

Address (note 4)

1 Central Buildings

Westminster, London SW1

Date of birth, (where applicable)
(note 6)

21/3/17

I hereby consent to act as director of the company named on page 1

Signature

Maurice Barnett

Date

1/June 1978

Particulars of other directorships

RELIGIOUS FILMS LIMITED



CERTIFICATE OF INCORPORATION

No. 1375941

I hereby certify that

THE FOUNDATION FOR CHRISTIAN COMMUNICATION LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

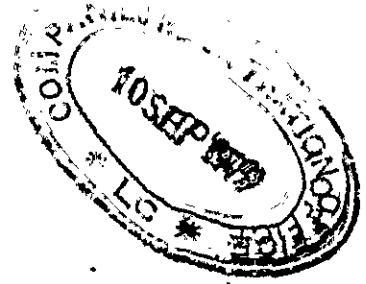
Given under my hand at Cardiff the

29TH JUNE 1978


D.G. THOMAS

Assistant Registrar of Companies

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL



ARTICLES OF ASSOCIATION

of

THE FOUNDATION FOR CHRISTIAN COMMUNICATION LIMITED

PRELIMINARY

1. In these Articles, unless the context otherwise requires:-

"the Association" means the above named company;

"the Statutes" means the Companies Acts 1948 to 1976 and every statutory modification or re-enactment thereof for the time being in force;

"these Articles" means these Articles of Association as originally framed or as altered from time to time by special resolution;

"the office" means the registered office for the time being of the Association;

"the seal" means the common seal of the Association;

"the United Kingdom" means Great Britain and Northern Ireland;

"in writing" means written, printed or lithographed, or expressed in any other mode of representing or reproducing words in visible form;

"the Council" means the members for the time being of the Council of the Association;

"elected member of the Council" means a member of the Council appointed or elected as such in accordance with Articles 31, 33 or 35.

"appointed member of the Council" means a member of the Council appointed as such in accordance with Article 32;

"member of the Council" means a member (whether an elected member of the Council or an appointed member of the Council) for the time being of the Council;

the expression "Secretary" includes (subject to the provisions of the Statutes) an assistant or deputy secretary and any person appointed by the Council to perform any of the duties of the Secretary;

RICHARDS BUTLER & CO.

words importing the singular include the plural and vice versa;

words importing the masculine gender include the feminine gender;

any word or expression not defined in these Articles shall bear the same meanings as in the Statutes.

MEMBERSHIP

2. The number of members with which the Association proposes to be registered is 50 but the Council may from time to time register an increase of members.

3. The members of the Association shall be:

- (a) the subscribers to the Memorandum of Association; and
- (b) every other person who the Council shall admit to membership in accordance with the provisions hereinafter contained.

4. No person shall be admitted to membership of the Association unless he is at the date of his application either (a) a trustee of the charity known as "The Lord Rank Foundation for Christian Communication" constituted by a Settlement dated 1st July 1969 or (b) a trustee of the charity known as the "J. Arthur Rank Group Charity" constituted by a Trust Deed dated 1st April 1953 or (c) a trustee of the charity known as the "1961 Rank Group Charity" constituted by a Trust Deed dated 2nd February 1961 or (d) a director of The Rank Foundation Limited. Any person applying to be admitted to membership shall give all such information to the Council as the Council may in their absolute discretion think relevant to the consideration of such application, and any such application may be accepted or rejected by the Council at their absolute discretion.

5. A member shall forthwith cease to be a member of the Association;

- (a) if he resigns his membership by notice in writing to the Association;
- (b) if he ceases to be eligible for membership in accordance with Article 4; or
- (c) if he dies, or a receiving order is made against him, or he makes an arrangement or composition with his creditors generally, or if he becomes incapable by reason of mental disorder of managing and administering his property and affairs and a receiver or any other person is authorised to act on his behalf.

6. The rights and privileges of a member as such shall be personal and shall not be transferable or transmissible.

GENERAL MEETINGS

7. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and not more than fifteen months shall elapse between the date of one annual general meeting

- (2) the election of elected members of the Council in the place of those retiring; and
- (3) the appointment and the fixing of the remuneration of the auditors.

12. No business shall be transacted at any general meeting unless a quorum is present. Except as otherwise provided in these Articles, five members present in person shall be a quorum.

13. If within thirty minutes from the time appointed for holding the meeting a quorum is not present, the meeting, if convened on the requisition of or by 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 Council may determine, and, if at such adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote at the meeting shall be a quorum, but so that not less than two individuals shall constitute the quorum.

14. The chairman of the meeting 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.

15. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice specifying the place, the day and the time of the adjourned meeting shall be given, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

16. The Chairman (if any) of the Council or, in his absence, some other elected member of the Council being a member of the Association nominated by the Council shall preside as chairman at every general meeting but if at any meeting neither the Chairman nor such other elected member of the Council is present within fifteen minutes after the time appointed for holding the meeting or is willing to preside, the members of the Association present shall choose some elected member of the Council being a member of the Association present as chairman or, if no such elected member of the Council is present or if all the elected members of the Council being members of the Association are unwilling to preside, the members of the Association present shall choose some member of the Association present to preside as chairman.

17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or upon the declaration of the result of the show of hands, a poll is demanded:-

- (1) by the chairman of the meeting; or
- (2) by at least two members present in person or by proxy; or

- (3) by a 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.

18. No poll shall be demanded on the election of a chairman of the meeting or on the question of adjournment.

19. Subject to the provisions of Article 18, a poll demanded shall be taken either immediately or at such time (not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded) and place as the chairman of the meeting directs, and no notice need be given of a poll not taken immediately. A poll shall be taken in such manner (including the use of ballot or voting papers) as the chairman of the meeting directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for 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. The demand for a poll may be withdrawn.

20. A declaration by the chairman of the meeting that a resolution has been carried, carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

21. 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.

VOTES OF MEMBERS

22. On a show of hands every member present in person shall have one vote and on a poll every member present in person or by proxy shall have one vote.

23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

24. On a poll, votes may be given either in person or by proxy.

25. A proxy must be a member of the Association.

26. The instrument appointing a proxy shall be in writing in any usual form or such other form as may be approved by the Council, and shall be under the hand of the appointor or of his attorney duly authorised in writing. Instrument of proxy need not be witnessed.

27. 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 such power or

authority, shall be deposited, 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, at the office or at such other place in the United Kingdom as is specified for the purpose in the notice convening the meeting or in the instrument of proxy issued by the Association and in default the instrument of proxy shall not be treated as valid.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

29. The Council may, at the expense of the Association, send by post or otherwise to the members instruments of proxy (with or without stamped envelopes for their return) for use at any general meeting either in blank or nominating any one or more of the elected members of the Council or any other persons in the alternative. If, for the purpose of any meeting, invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at the expense of the Association, such invitations shall be issued to all (and not to some only) of the members entitled to be sent a notice of the meeting and to vote thereat by proxy.

THE COUNCIL

30. A majority of the members of the Council of the Association shall consist of elected members of the Council being members of the Association. Subject thereto the number of members of the Council shall consist of not more than 12 elected members of the Council (of whom up to 3 need not be members of the Association) and not more than 3 appointed members of the Council.

31. The first elected members of the Council shall be appointed in writing by the subscribers to the Memorandum of Association.

32. The Council may from time to time and at any time appoint any person or persons not being a member or members of the Association to be an appointed member or members of the Council provided that the total number of appointed members of the Council shall not exceed the maximum number fixed by these Articles. Subject to the provisions of the Statutes and of these Articles an appointed member of the Council so appointed shall hold office until the commencement of the first meeting of the Council held after the conclusion of the annual general meeting following next after his appointment when he shall retire but shall be eligible for re-appointment. No appointed member of the Council shall vote upon a motion for the appointment or removal of an appointed member of the Council and if he do so vote his vote shall not be counted.

33. Subject as hereinafter provided, the elected members of the Council may from time to time and at any time appoint any person (not being an appointed member of the Council) to be an elected member of the Council either to fill a casual vacancy or as an additional elected member of the Council Provided that no such appointment shall be made if as a result either (i) the number of elected members of the Council being members of the Association would thereby become less than a majority in number of the members of the Council or (ii) the number of elected members of the Council would thereby exceed the maximum fixed by these Articles.

34. All elected members of the Council shall retire from office at each annual general meeting. A retiring elected member of the Council shall be eligible for reappointment and shall act as a member of the Council throughout the meeting at which he retires.

35. The Association may, by ordinary resolution at the meeting of any elected member of the Council retires in manner aforesaid, still in office by appointing any person (not being an appointed member of the Council) thereto Provided that no such appointment shall be made if as a result (i) the number of members of the Council being members of the Association would thereby become less than a majority in number of the members of the Council or (ii) the number of elected members of the Council would exceed the maximum fixed by these Articles.

36. The office of a member of the Council shall be vacated

- (1) if a receiving order is made against him or he makes an arrangement or composition with his creditors generally;
- (2) if he becomes incapable by reason of mental disorder of managing and administering his property and affairs and a receiver or any other person is authorised to act on his behalf;
- (3) if he ceases to hold office or is prohibited from so doing by an order made under any provision of the Statutes;
- (4) if he resigns his office by notice in writing to the Association;
- (5) if, being an elected member of the Council, a member of the Association, he ceases to be a member of the Association; or
- (6) if, being an appointed member of the Council, the Council resolves that he be removed as an appointed member of the Council;
- (7) if, being an appointed member of the Council, he becomes a member of the Association.

37. Unless otherwise determined by the Association by ordinary resolution either generally or in any particular case, no member of the Council shall vacate or be required to vacate his office as a member of the Council on or by reason of his attaining or having attained the age of seventy, and any person proposed to be appointed a member of the Council shall be capable of being appointed as a member of the Council notwithstanding that at the time of such appointment he has attained the age of seventy. It shall not be necessary to give to the members notice of the age of any member of the Council or person proposed to be re-appointed or appointed as a member of the Council.

38. The Council may from time to time appoint any appointed member of the Council to be the holder of any executive office on such terms (subject to the provisions of Articles 40) and for such period as they think fit. No appointed member of the Council shall vote upon any motion for the appointment of an appointed member of the Council to any such executive office.

39. The Council may confer upon a member of the Council holding any such executive office any of the powers exercisable by the Council upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw or vary any powers so delegated.

40. An appointed member of the Council who holds an executive office or who devotes special attention to the business of the Association or who otherwise performs services which, in the opinion of the Council, are outside the scope of the ordinary duties of a member of the Council may be paid such remuneration by way of salary, bonus or otherwise as the Council may determine.

41. An appointed member of the Council may hold any other office or place of profit under the Association (except that of auditor) in conjunction with his office of appointed member of the Council. Any member of the Council (whether an elected or an appointed member thereof) may act in a professional capacity to the Association on such terms as to remuneration and otherwise as the Council may determine.

42. A member of the Council shall be entitled to be paid all travelling, hotel and other expenses incurred by him in and about the performance of his duties as a member of the Council, including his expenses of travelling to and from meetings of the Council or of committees of the Council or general meetings.

POWERS OF THE COUNCIL

43. The business of the Association shall be managed by the Council who may pay all such expenses of and preliminary and incidental to, the promotion, formation and registration of the Association as they think fit, and may, subject to the provisions of these Articles and of the Statutes and to such regulations as are not inconsistent with the aforesaid provisions and as may be prescribed by the Association in general meeting, exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by the Statutes or by these Articles required to be exercised or done by the Association in general meeting. No regulation made by the Association in general meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article.

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

45. The Council may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures and other securities.

46. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed in the case may require in such manner as the Council may from time to time determine.

47. The Council may on behalf of the Association, pay pensions and retirement benefits to or for any persons who are or were at any time in the employment or service of the Association or of the charity created by a deed of settlement dated 1st July 1969 and known as "The Lord Rank Foundation for Christian Communication" or who are or were at any time members of the Council and to the widows, children and other dependants of any such persons and may pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for any such persons, their widows, children and other dependants. Provided that nothing contained in this Article shall confer on the Council any greater authority to pay pensions and retirement benefits than would be available to the Association under the Memorandum of Association.

PROCEEDINGS OF THE COUNCIL

48. The members of the Council 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 of the meeting shall have a second or casting vote.

49. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time convene a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.

50. Except as may otherwise be required for the purposes specified in Article 51 the quorum necessary for the transaction of the business of the Council shall be not less than two elected members of the Council being members of the Association and constituting a majority in number of the members of the Council actually present at the meeting at which the quorum is to be counted.

51. The continuing member or members of the Council may at any time notwithstanding any vacancy in their body; but if the number of elected members of the Council being members of the Association shall at any time be reduced to less than a majority in number of the members of the Council the continuing member or members of the Council may act for the purposes only of appointing an additional elected member or members of the Council in accordance with the Articles or of convening a general meeting of the Association.

52. The members of the Council may from time to time elect from among the elected members of the Council, being members of the Association, and a Chairman. The Chairman shall preside at all meetings of the Council but if no such Chairman be elected, or if at any meeting the Chairman is not within five minutes after the time appointed for holding the same, the members of the Council present may choose an elected member of the Council, being a member of the Association, to preside as Chairman of the meeting.

53. A resolution in writing signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council and being entitled to vote on the resolution shall be as effective as a resolution passed at a meeting of the Council duly convened and held, and may consist of several documents in the like form, each signed by one or more of the members of the Council.

54. The members of the Council may delegate any of their powers to committees consisting either of such elected member of the Council or of two or more members of the Council as they think fit. The quorum necessary for the transaction of the business of any such committee consisting of two or more members shall be two but no question, proposal or resolution shall be decided at any meeting of any such committee unless all or a majority in number of the members of the committee present at such meeting are elected members of the Council. Any committee so formed shall in the exercise of any power so delegated conform with any regulations that may from time to time be imposed upon it by the Council and, subject thereto; the meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Council so far as the same are applicable.

55. All acts done bona fide by any meeting of the Council or of a committee of the Council or by any person acting as a member of the Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed, was qualified, had continued to be a member of the Council and had been entitled to vote.

SECRETARY

56. The Secretary shall be appointed and may be removed by the Council.

57. Anything required or authorised by the Statutes to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the Association authorised generally or specially in that behalf by the Council; provided that any provision of the Statutes or these Articles requiring or authorising a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as, or in the place of, the Secretary.

MINUTES

58. The Council shall cause minutes to be made:-

- (1) of all appointments of officers made by the Council;
- (2) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council; and
- (3) of all resolutions and proceedings at all meetings of the Association and of the Council and of committees of the Council.

59. The Council shall provide for the safe custody of the seal and the seal shall never be used except by the authority of a resolution of the Council. The Council may from time to time make such regulations as they think fit determining the persons and the number of such persons who shall sign every instrument to which the seal is affixed and, until otherwise so determined, every such instrument shall be signed by one member of the Council and countersigned by the Secretary or another member of the Council.

ACCOUNTS

60. The Council shall cause proper books of account to be kept in accordance with the provisions of the Statutes.

61. The books of account shall be kept at the office, or, subject to the provisions of the Statutes, 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.

62. No member of the Association (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by the Statutes or authorised by the Council.

63. The Council shall from time to time in accordance with the provisions of the Statutes cause to be prepared and laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as are specified in the Statutes.

64. A copy of the reports of the Council and of the auditors' accompanied by copies of the balance sheet, income and expenditure accounts and other documents required by the Statutes to be attached or annexed to the balance sheet, shall, at least twenty one days before they are laid before the Association in general meeting be delivered or sent by post to the registered address of every member of the Association and to the auditors.

65. The auditors' report shall be open to inspection by any member of the Association and be read before the meeting as required by the Statutes.

AUDIT

66. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

67. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

NOTICES

68. A notice or other document may be served by the Association upon any member thereof either personally or by sending it through the post in a prepaid envelope addressed to such member at his address as appearing in the register of members.

69. Any notice or other document, if served by post, shall be deemed to have been served on the day following that on which the envelope containing the same was put into the post and to prove such service it shall be sufficient to prove that the envelope containing the notice or document was properly prepaid, addressed and put into the post.

INDEMNITY

70. Every member of the Council and other officer of the Association (including an auditor) shall be indemnified out of the assets of the Association against any liability incurred by him, as an officer of the Association, in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court under the Statutes.

DISSOLUTION

71. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

INDISTINCT ORIGINAL

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL



SPECIAL RESOLUTION

- of -

THE FOUNDATION FOR CHRISTIAN COMMUNICATION
LIMITED

(Passed 5th September 1979)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 12 Warwick Square London SW1 on Wednesday, 5th September 1979, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT the Articles of Association of the Company be altered as follows:-

1. By deleting the existing definition of "elected member of the Council" in Article 1 and by substituting therefor the following new definition:-

"elected member of the Council" means a member of the Council appointed or elected as such in accordance with Articles 31, 33 or 35";

2. By deleting Article 16 and by substituting therefor the following new Article:-

"16. The Chairman (if any) of the Council or, in his absence, some other elected member of the Council being a member of the Association nominated by the Council shall preside as chairman at every general meeting but if at any meeting neither the Chairman nor such other elected member of the Council is present within fifteen minutes after the time appointed for holding the meeting or is willing to preside, the members of the Association present shall choose some elected member of the Council being a member of the Association present as chairman or, if no

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17 CLIFTON STREET
LONDON, EC2A 4DQ
SOLICITORS

such elected member of the Council is present or if all the elected members of the Council being members of the Association are unwilling to preside, the members of the Association present shall choose some member of the Association present to preside as chairman."

3. By deleting Article 30 and by substituting therefor the following new Article:-

"30. A majority of the members of the Council of the Association shall consist of elected members of the Council being members of the Association. Subject thereto the number of members of the Council shall consist of not more than 12 elected members of the Council (of whom up to 3 need not be members of the Association) and not more than 3 appointed members of the Council."

4. By deleting Article 33 and by substituting therefor the following new Article:-

"33. Subject as hereinafter provided, the elected members of the Council may from time to time and at any time appoint any person (not being an appointed member of the Council) to be an elected member of the Council either to fill a casual vacancy or as an additional elected member of the Council Provided that no such appointment shall be made if as a result either (i) the number of elected members of the Council being members of the Association would thereby become less than a majority in number of the members of the Council or (ii) the number of elected members of the Council would thereby exceed the maximum fixed by these Articles."

5. By deleting Article 35 and by substituting therefor the following new Article:-

"35. The Association may, by ordinary resolution at the meeting at which any elected member of the Council retires in manner aforesaid, fill the vacated office by appointing any person (not being an appointed member of the Council) thereto Provided that no such appointment shall be made if as a result either (i) the number of members of the Council being members of the Association would thereby become less than a majority in number of the members of the Council or (ii) the number

of elected members of the Council would thereby exceed the maximum fixed by these Articles."

6. By deleting from Article 36 sub-clause (5) and by substituting the following new sub-clause:-
"(5) if, being an elected member of the Council and a member of the Association, he ceases to be a member of the Association; or"
7. By deleting Articles 50, 51 and 52 and substituting therefor the following new Articles:-

"50. Except as may otherwise be required for the purposes specified in Article 51 the quorum necessary for the transaction of the business of the Council shall be not less than two elected members of the Council being members of the Association and constituting a majority in number of the members of the Council actually present at the meeting at which the quorum is to be counted.

51. The continuing member or members of the Council may at any time act notwithstanding any vacancy in their body; but if the number of elected members of the Council being members of the Association shall at any time be reduced to less than a majority in number of the members of the Council the continuing member or members of the Council may act for the purposes only of appointing an additional elected member or members of the Council in accordance with these Articles or of convening a general meeting of the Association.

52. The members of the Council may from time to time elect from amongst the elected members of the Council, being members of the Association and remove, a Chairman. The Chairman shall preside at all meetings of the Council but, if no such Chairman be elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members of the Council present may choose an elected member of the Council, being a member of the Association, to preside as Chairman of the meeting."



CHAIRMAN

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

-of-

THE FOUNDATION FOR CHRISTIAN COMMUNICATION
LIMITED

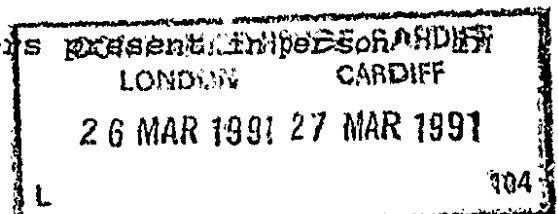
(Passed 21st March 1991)

At an EXTRAORDINARY GENERAL MEETING of the
above-named Company duly convened and held at 12 Warwick Square,
London SW1 on Thursday, 21st March 1991, the following Resolution
was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT the Articles of Association of the Association be altered by:

- (1) substituting the words "three members present in person or by
proxy" for the words "five members present in person or by proxy"
Article 12: and



- (2) Inserting immediately after Article 42 the following new
Article 42A:

"42A (A) An elected member of the Council may appoint
any other elected member of the Council to be his
alternate and may remove an alternate so appointed
by him. The appointment of an alternate shall cease
if his appointor ceases to be an elected member of the
Council, unless in the case of retirement at an
Annual General Meeting he is re-appointed at the

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LONDON, EC3A
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meeting. An alternate shall alone be responsible for his own acts and defaults and shall not be deemed to be the agent of his appointor.

(B) If an alternate is present at any meeting of the Council or any meeting of a committee of the Council of which his appointor is a member and if his appointor is absent from the meeting:-

(1) the alternate shall be entitled to a separate vote on behalf of his appointor in addition to his own vote (if any): and

(2) For the purposes of Articles 50 and 54 the alternate's appointor shall be deemed to be personally present (in addition to the alternate except in the case of a meeting of a committee of which he is not a member), but this provision shall not permit the quorum at a meeting of the Council or a meeting of a committee consisting of two or more persons to consist of less than two members of the Council.

(C) An alternate shall be entitled to receive (unless he is absent from the United Kingdom) notice of any committee of the Council of which his appointor is a member but he is not a member and, in the absence of his appointor, to attend and vote at the meeting.

(D) Any appointment or removal of an alternate shall be made by notice signed by the person making it and deposited at the office, or in any other manner approved by the Council."


.....
CHAIRMAN

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE FOUNDATION FOR CHRISTIAN COMMUNICATION LIMITED
(as altered on 5th September 1979 and 21st March 1991)

PRELIMINARY

1. In these Articles, unless the context otherwise requires:-

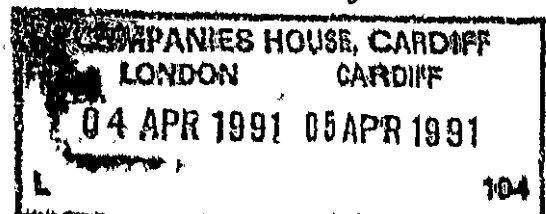
"the Association" means the above named company;

"the Statutes" means the Companies Acts 1948 to 1976 and every statutory modification or re-enactment thereof for the time being in force;

"these Articles" means these Articles of Association as originally framed or as altered from time to time by special resolution;

"the office" means the registered office for the time being of the Association;

1.



"the seal" means the common seal of the Association;

"the United Kingdom" means Great Britain and Northern Ireland;

"in writing" means written, printed or lithographed, or expressed in any other mode of representing or reproducing words in visible form;

"the Council" means the members for the time being of the Council of the Association;

"elected member of the Council" means a member of the Council appointed or elected as such in accordance with Articles 31, 33 or 35;

"appointed member of the Council" means a member, of the Council appointed as such in accordance with Article 32;

"member of the Council" means a member (whether an elected member of the Council or an appointed member of the Council) for the time being of the Council;

the expression "Secretary" includes (subject to the provisions of the Statutes) an assistant or deputy secretary and any person appointed by the Council to perform any of the duties of the Secretary;

words importing the singular include the plural and vice versa;

words importing the masculine gender include the feminine gender;

any word or expression not defined in these Articles shall bear the same meanings as in the Statutes.

MEMBERSHIP

2. The number of members with which the Association proposes to be registered is 50 but the Council may from time to time register an increase of members.

3. The members of the Association shall be:

- (a) the subscribers to the Memorandum of Association; and
- (b) every other person who the Council shall admit to membership in accordance with the provisions hereinafter contained.

4. No person shall be admitted to membership of the Association unless he is at the date of his application either (a) a trustee of the charity known as "The Lord Rank Foundation for Christian Communication" constituted by a Settlement dated 1st July 1969 or (b) a trustee of the charity known as the "J. Arthur Rank Group Charity" constituted by a Trust Deed dated 1st April 1953 or (c) a trustee of the charity known as the "1961 Rank Group Charity" constituted by a Trust Deed dated 2nd February 1961 or (d) a director of The Rank Foundation Limited. Any person applying to be admitted to the membership shall give all such information to the Council as the Council may in their absolute discretion think relevant to the consideration of such application, and any such application may be accepted or rejected by the Council at their absolute discretion.

5. A member shall forthwith cease to be a member of the Association;

- (a) if he resigns his membership by notice in writing to the Association;
- (b) if he ceases to be eligible for membership in accordance with Article 4; or

- (c) if he dies, or a receiving order is made against him, or he makes an arrangement or composition with his creditors generally, or if he becomes incapable by reason of mental disorder of managing and administering his property and affairs and a receiver or any other person is authorised to act on his behalf.

6. The rights and privileges of a member as such shall be personal and shall not be transferable or transmissible.

GENERAL MEETINGS

7. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next; provided that so long as the Association 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 Council shall determine. All general meetings other than annual general meetings shall be called extraordinary general meetings.

8. The Council may at any time convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as the Statutes provide.

NOTICE OF GENERAL MEETINGS

9. An annual general meeting and an extraordinary general meeting for the passing of a special resolution shall be called by at least twenty-one days' notice and all other extraordinary general meetings shall be called by at least fourteen days' notice. 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. Every notice shall be in writing and

shall specify the place, the day and the time of the meeting and, in the case of special business, the general nature of the business to be transacted at the meeting and, in the case of an annual general meeting, shall specify the meeting as such. Every notice shall be given, in the manner provided in these Articles, to all the members, and to the auditors for the time being of the Association.

Provided that a meeting of the Association shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to be duly called if it is so agreed:

- (a) in the case of a meeting called as an 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 representing not less than ninety five per cent. of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

11. All business transacted at an extraordinary general meeting shall be special. All business transacted at an annual general meeting shall also be special, except:-

- (1) the consideration of the income and expenditure accounts, balance sheets and reports of the Council and auditors and other documents required to be attached or annexed to the balance sheets;

(2) the election of elected members of the Council in the place of those retiring; and

(3) the appointment and the fixing of the remuneration of the auditors.

12. No business shall be transacted at any general meeting unless a quorum is present. Except as otherwise provided in these Articles, three members present in person or by proxy shall be a quorum.

13. If within thirty minutes from the time appointed for holding the meeting a quorum is not present, the meeting, if convened on the requisition of or by 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 Council may determine, and, if at such adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote at the meeting shall be a quorum, but so that not less than two individuals shall constitute the quorum.

14. The chairman of the meeting 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.

15. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice specifying the place, the day and the time of the adjourned meeting shall be given, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

16. The Chairman (if any) of the Council or, in his absence, some other elected member of the Council being a member of the Association nominated by the Council shall preside as chairman at every general meeting but if at any meeting neither the Chairman nor such other elected member of the Council is present within fifteen minutes after the time appointed for holding the meeting or is willing to preside, the members of the Association present shall choose some elected member of the Council being a member of the Association present as chairman or, if no such elected member of the Council is present or if all the elected members of the Council being members of the Association are unwilling to preside, the members of the Association present shall choose some member of the Association present to preside as chairman.

17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or upon the declaration of the result of the show of hands, a poll is demanded:-

- (1) by the chairman of the meeting; or
- (2) by at least two members present in person or by proxy; or
- (3) by a 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.

18. No poll shall be demanded on the election of a chairman of the meeting or on the question of adjournment.

19. Subject to the provisions of Article 18, a poll demanded shall be taken either immediately or at such time (not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded) and place as the chairman of the meeting directs, and no notice need be given of a poll not taken immediately. A poll shall be taken in such manner (including the use of ballot or voting papers) as the chairman of the meeting directs. The result of the poll

shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for 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. The demand for a poll may be withdrawn.

20. A declaration by the chairman of the meeting that a resolution has been carried, carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

21. 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.

VOTES OF MEMBERS

22. On a show of hands every member present in person shall have one vote and on a poll every member present in person or by proxy shall have one vote.

23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

24. On a poll, votes may be given either in person or by proxy.

25. A proxy must be a member of the Association.

26. The instrument appointing a proxy shall be in writing in any usual form or such other form as may be approved by the Council, and shall be under the hand of the appointor or of his attorney duly authorised in writing. Instruments of proxy need not be witnessed.

27. 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 such power or authority, shall be deposited, 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, at the office or at such other place in the United Kingdom as is specified for the purpose in the notice convening the meeting or in the instrument of proxy issued by the Association and in default the instrument of proxy shall not be treated as valid.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

29. The Council may, at the expense of the Association, send by post or otherwise to the members instruments of proxy (with or without stamped envelopes for their return) for use at any general meeting either in blank or nominating any one or more of the elected members of the Council or any other persons in the alternative. If, for the purpose of any meeting, invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at the expense of the Association, such invitations shall be issued to all (and not to some only) of the members entitled to be sent a notice of the meeting and to vote thereat by proxy.

THE COUNCIL

30. A majority of the members of the Council of the Association shall consist of elected members of the Council being members of the Association. Subject thereto the number of members of the Council shall consist of not more than 12 elected members of the Council (of whom up to 3 need not be members of the Association) and not more than 3 appointed members of the Council.

31. The first elected members of the Council shall be appointed in writing by the subscribers to the Memorandum of Association.

32. The Council may from time to time and at any time appoint any person or persons not being a member or members of the Association to be an appointed member or members of the Council provided that the total number of appointed members of the Council shall not exceed the maximum number fixed by these Articles. Subject to the provisions of the Statutes and of these Articles an appointed member of the Council so appointed shall hold office until the commencement of the first meeting of the Council held after the conclusion of the annual general meeting following next after his appointment when he shall retire but shall be eligible for re-appointment. No appointed member of the Council shall vote upon a motion for the appointment or removal of an appointed member of the Council and if he do so vote his vote shall not be counted.

33. Subject as hereinafter provided, the elected members of the Council may from time to time and at any time appoint any person (not being an appointed member of the Council) to be an elected member of the Council either to fill a casual vacancy or as an additional elected member of the Council Provided that no such appointment shall be made if as a result either (i) the number of elected members of the Council being members of the Association would thereby become less than a majority in number of the members of the Council or (ii) the number of elected members of the Council would thereby exceed the maximum fixed by these Articles.

34. All elected members of the Council shall retire from office at each annual general meeting. A retiring elected member of the Council shall be eligible for reappointment and shall act as a member of the Council throughout the meeting at which he retires.

35. The Association may, by ordinary resolution at the meeting at which any elected member of the Council retires in manner aforesaid, fill the vacated office by appointing any person (not being an appointed member of the Council) thereto Provided that no such appointment shall be made if as a result either (i) the number of members of the Council being members of the Association would thereby become less than a majority in number of the members of the Council or (ii) the number of elected members of the Council would thereby exceed the maximum fixed by these Articles

36. The office of a member of the Council shall be vacated:-

- (1) if a receiving order is made against him or he makes an arrangement or composition with his creditors generally;
- (2) if he becomes incapable by reason of mental disorder of managing and administering his property and affairs and a receiver or any other person is authorised to act on his behalf;
- (3) if he ceases to hold office or is prohibited from so doing by an order made under any provision of the Statutes;
- (4) if he resigns his office by notice in writing to the Association;
- (5) if, being an elected member of the Council and a member of the Association, he ceases to be a member of the Association; or

(6) if, being an appointed member of the Council, the Council resolves that he be removed as an appointed member of the Council; or

(7) if, being an appointed member of the Council, he becomes a member of the Association.

37. Unless otherwise determined by the Association by ordinary resolution either generally or in any particular case, no member of the Council shall vacate or be required to vacate his office as a member of the Council on or by reason of his attaining or having attained the age of seventy, and any person proposed to be appointed a member of the Council shall be capable of being appointed as a member of the Council notwithstanding that at the time of such appointment he has attained the age of seventy. It shall not be necessary to give to the members notice of the age of any member of the Council or person proposed to be re-appointed or appointed as a member of the Council.

38. The Council may from time to time appoint any appointed member of the Council to be the holder of any executive office on such terms (subject to the provisions of Article 40) and for such period as they think fit. No appointed member of the Council shall vote upon any motion for the appointment of an appointed member of the Council to any such executive office.

39. The Council may confer upon a member of the Council holding any such executive office any of the powers exercisable by the Council upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw or vary any powers so delegated.

40. An appointed member of the Council who holds an executive office or who devotes special attention to the business of the Association or who otherwise performs services which, in the opinion of the Council, are outside the scope of the ordinary duties of a member of the Council

may be paid such remuneration by way of salary, commission or otherwise as the Council may determine.

41. An appointed member of the Council may hold any other office or place of profit under the Association (except that of auditor) in conjunction with his office of appointed member of the Council. Any member of the Council (whether an elected or an appointed member thereof) may act in a professional capacity to the Association on such terms as to remuneration and otherwise as the Council may determine.

42. A member of the Council shall be entitled to be paid all travelling, hotel and other expenses incurred by him in and about the performance of his duties as a member of the Council, including his expenses of travelling to and from meetings of the Council or of committees of the Council or general meetings.

42A (A) An elected member of the Council may appoint any other elected member of the Council to be his alternate and may remove an alternate so appointed by him. The appointment of an alternate shall cease if his appointor ceases to be an elected member of the Council, unless in the case of retirement at an Annual General Meeting he is re-appointed at the meeting. An alternate shall alone be responsible for his own acts and defaults and shall not be deemed to be the agent of his appointor.

(B) If an alternate is present at any meeting of the Council or any meeting of a committee of the Council of which his appointor is a member and if his appointor is absent from the meeting:-

(1) the alternate shall be entitled to a separate vote on behalf of his appointor in addition to his own vote (if any); and

- (2) for the purposes of Articles 50 and 54 the alternate's appointor shall be deemed to be personally present (in addition to the alternate except in the case of a meeting of a committee of which he is not a member), but this provision shall not permit the quorum at a meeting of the Council or a meeting of a committee consisting of two or more persons to consist of less than two members of the Council.
- (C) An alternate shall be entitled to receive (unless he is absent from the United Kingdom) notice of any committee of the Council of which his appointor is a member but he is not a member and, in the absence of his appointor, to attend and vote at the meeting.
- (D) Any appointment or removal of an alternate shall be made by notice signed by the person making it and deposited at the office, or in any other manner approved by the Council.

POWERS OF THE COUNCIL

43. The business of the Association shall be managed by the Council who may pay all such expenses of and preliminary and incidental to, the promotion, formation and registration of the Association as they think fit, and may, subject to the provisions of these Articles and of the Statutes and to such regulations as are not inconsistent with the aforesaid provisions and as may be prescribed by the Association in general meeting, exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by the Statutes or by these Articles required to be exercised or done by the Association in general meeting. No regulation made by the Association in general meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. The general powers given by this

Article shall not be limited or restricted by any special authority or power given to the Council by any other Article.

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

45. The Council may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures and other securities.

46. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may require in such manner as the Council may from time to time determine.

47. The Council may on behalf of the Association, pay pensions and retirement benefits to or for any persons who are or were at any time in the employment or service of the Association or of the charity created by a deed of settlement dated 1st July 1969 and known as "The Lord Rank Foundation for Christian Communication" or who are or were at any time members of the Council and to the widows, children and other dependants of any such persons and may pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for any such persons, their widows, children and other dependants Provided that nothing contained in this Article shall confer on the Council any

greater authority to pay pensions and retirement benefits than would be available to the Association under the Memorandum of Association.

PROCEEDINGS OF THE COUNCIL

48. The members of the Council 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 of the meeting shall have a second or casting vote.

49. A member of the Council, may and on the request of a member of the Council the Secretary shall, at any time convene a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.

50. Except as may otherwise be required for the purposes specified in Article 51 the quorum necessary for the transaction of the business of the Council shall not be less than two elected members of the Council being members of the Association and constituting a majority in number of the members of the Council actually present at the meeting at which the quorum is to be counted.

51. The continuing member or members of the Council may at any time act notwithstanding any vacancy in their body; but if the number of elected members of the Council being members of the Association shall at any time be reduced to less than a majority in number of the members of the Council the continuing member or members of the Council may act for the purposes only of appointing an additional elected member or members of the Council in accordance with these Articles or of convening a general meeting of the Association.

52. The members of the Council may from time to time elect from amongst the elected members of the Council, being members of the Association and remove, a Chairman. The Chairman shall preside at all

meetings of the Council but, if no such Chairman be elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members of the Council present may choose an elected member of the Council, being a member of the Association, to preside as Chairman of the meeting.

53. A resolution in writing signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council and being entitled to vote on the resolution shall be as effective as a resolution passed at a meeting of the Council duly convened and held, and may consist of several documents in the like form, each signed by one or more of the members of the Council.

54. The members of the Council may delegate any of their powers to committees consisting either of such elected member of the Council or of two or more members of the Council as they think fit. The quorum necessary for the transaction of the business of any such committee consisting of two or more members shall be two but no question, proposal or resolution shall be decided at any meeting of any such committee unless all or a majority in number of the members of the committee present at such meeting are elected members of the Council. Any committee so formed shall in the exercise of any power so delegated conform with any regulations that may from time to time be imposed upon it by the Council and, subject thereto, the meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Council so far as the same are applicable.

55. All acts done bona fide by any meeting of the Council or of a committee of the Council or by any person acting as a member of the Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed, was qualified,

had continued to be a member of the Council and had been entitled to vote.

SECRETARY

56. The Secretary shall be appointed and may be removed by the Council.

57. Anything required or authorised by the Statutes to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the Association authorised generally or specially in that behalf by the Council; provided that any provision of the Statutes or these Articles requiring or authorising a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as, or in the place of, the Secretary.

MINUTES

58. The Council shall cause minutes to be made:-

- (1) of all appointments of officers made by the Council;
- (2) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council; and
- (3) of all resolutions and proceedings at all meetings of the Association and of the Council and of committees of the Council.

THE SEAL

59. The Council shall provide for the same custody of the seal and the seal shall never be used except by the authority of a resolution of the Council. The Council may from time to time make such regulations as they think fit determining the persons and the number of such persons who shall sign every instrument to which the seal is affixed and, until otherwise so determined, every such instrument shall be signed by one member of the Council and countersigned by the Secretary or another member of the Council.

ACCOUNTS

60. The Council shall cause proper books of account to be kept in accordance with the provisions of the statutes.

61. The books of account shall be kept at the office, or, subject to the provisions of the Statutes, 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.

62. No member of the Association (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by the Statutes or authorised by the Council.

63. The Council shall from time to time in accordance with the provisions of the Statutes cause to be prepared and laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as are specified in the Statutes.

64. A copy of the reports of the Council and of the auditors' accompanied by copies of the balance sheet, income and expenditure accounts and other documents required by the Statutes to be attached or annexed to the balance sheet, shall, at least twenty one days before they are laid before the Association in general meeting be delivered or

sent by post to the registered address of every member of the Association and to the auditors.

65. The auditors' report shall be open to inspection by any member of the Association and be read before the meeting as required by the Statutes.

AUDIT

66. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

67. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

NOTICES

68. A notice or other document may be served by the Association upon any member thereof either personally or by sending it through the post in a prepaid envelope addressed to such member at his address as appearing in the register of members

69. Any notice or other document, if served by post, shall be deemed to have been served on the day following that on which the envelope containing the same was put into the post and to prove such service it shall be sufficient to prove that the envelope containing the notice or document was properly prepaid, addressed and put into the post.

INDEMNITY

70. Every member of the Council and other officer of the Association (including an auditor) shall be indemnified out of the assets of the Association against any liability incurred by him, as an officer of the Association, in defending any proceedings, whether civil or criminal,

in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court under the Statutes.

DISSOLUTION

71. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.