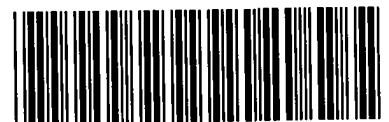


Memorandum and Articles of Association

of

CTVC Limited

THURSDAY



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COMPANIES HOUSE

THE COMPANIES ACTS 1948 TO 1976
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
CTVC Limited

- 1 The name of the Company (hereinafter called '**the Association**') is CTVC 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 and promotion of the Christian religion and the advancement of Christian religious education of the public.
- 4 In furtherance of the objects of the Association, but not further or otherwise, the Association shall have the following powers —
 - (a) to advance the public knowledge and understanding of the other historic world faiths with significant communities in the United Kingdom;
 - (b) to promote the understanding of the shared values, traditions and practices of the Christian faith and the faiths referred to in sub-paragraph (a) and their application in a secular environment;
 - (c) to stimulate and motivate people to think about moral and spiritual issues in their everyday lives;
 - (d) to own, operate, hire out and maintain facilities for making, recording, duplicating and disseminating broadcast materials;
 - (e) to make, buy, sell, hire out and otherwise deal in broadcast materials, and all types of equipment and material capable of being used in connection with the manufacture, processing or dissemination of broadcast materials, and in the production, reproduction, exhibition or performance or transmission of broadcast materials;
 - (f) 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) broadcast materials and to provide apparatus to enable the viewing, reproduction, performance and exhibition of broadcast materials;
 - (g) to train and educate persons in all aspects of directing, producing appearing in and performing in broadcast materials (including television and radio programmes and films and sound recordings) and in all other aspects of the production of broadcast materials;
 - (h) to develop, improve and extend the use of broadcast materials;
 - (i) to carry out research and publish the results of such research; and
 - (j) to print, publish and distribute books, magazines, periodicals and all other kinds of publication;

- (k) to employ and pay any company or person to supervise, organise or carry on the work of, or to advise, the Association;
- (l) 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 broadcast materials and to print, publish, reproduce and otherwise exploit anything which the Association is entitled by copyright, ownership grant or licence;
- (m) 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 which owns or holds any property suitable for the purposes of the Association;
- (n) to amalgamate or enter into partnership or any arrangement for collaboration, joint venture or co-operation, 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 provided that such charitable association or institution 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 5 of this memorandum of association;
- (o) to buy, take on lease or in exchange, hire or otherwise acquire any real or other property and to pay for any property or rights acquired (in any way) by the Association;
- (p) to collect funds and to accept, invite, promote and procure subscriptions, benefactions, donations and bequests of all kinds;
- (q) 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;
- (r) 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;
- (s) 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 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 provided in this memorandum;
- (t) 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;
- (u) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments;
- (v) to undertake and execute any charitable trust;
- (w) to establish, support and subscribe to, or to aid in the establishment and support of, associations, companies, institutions, funds or trusts;
- (x) to guarantee the obligations of any association, company, institution, fund, or trust and to give such indemnities as may seem expedient;
- (y) to enter into any arrangement with any government or authority (supra-national, national, 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;

- (z) 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;
- (aa) 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 predecessor of the Association, 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;
- (bb) 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;
- (cc) to pay out of the funds of the Association all expenses for, and to make payments for or towards, insurance for all persons who are in the employment or service of the Association or who are directors or officers of the Association, or members of its Council or governing body Provided that any such insurance shall not extend to any claim arising from any act or omission which the Council or governing body knew to be a breach of trust or a breach of duty or which was committed by the Council or governing body in reckless disregard of whether it was a breach of trust or a breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Council or governing body in their capacity as the governing body of the charity;
- (dd) to sell, let, dispose of or exploit all or any of the property or assets of the Association;
- (ee) to cause the Association to be registered or recognised in any part of the world;
- (ff) 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;
- (gg) 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 complying with such conditions or otherwise 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-

- (i) **'broadcast materials'** means materials capable of mass communication whether by mechanical, electronic, wireless or other means (including dissemination by or through the internet) in any form where those materials are to be seen or heard, with or without machine assistance, by more than one individual;
 - (ii) **'company'** includes any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere.
- 5 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 remuneration to any officer or employee 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 reasonable interest on money lent by any member of the Association or of its Council or governing body at a rate per annum not exceeding the base lending rate of a major UK clearing bank;
 - (c) of reasonable 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 per cent. of the issued share capital of such company;
 - (f) of any premium or similar amount in respect of any insurance purchased or maintained by the Association in respect of any liability which by virtue of any rule of law would otherwise attach to any

member of the Council or governing body of the Association, or any director or other officer or auditor of the Association in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Association Provided that any such insurance shall not extend to any claim arising from any act or omission which the Council or governing body knew to be a breach of trust or a breach of duty or which was committed by the Council or governing body in reckless disregard of whether it was a breach of trust or a breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Council or governing body in their capacity as the governing body of the charity; and any member of the Council or governing body of the Association may as a member of the Council or other governing body vote and be counted as one of the quorum upon a motion or resolution which may be put to the Council or other governing body in respect of the purchase or maintenance of such insurance notwithstanding that he may be interested in the same.

- 6 The liability of the members is limited.
- 7 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.
- 8 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 5 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

Shawdon Hall
Glanton
Near Ainwick
Northumberland

THE HON. MRS. SHELAGH MARY COWEN

Shawdon Hall
Glanton
Near Ainwick
Northumberland

WALTER JOHN LEWIS CLARKE

26 Wood Drive
Chislehurst
Kent

FRANK KEIGHLEY

Little Court
Fulmer Drive
Gerrard's Cross
Buckingham

ERIC EUGENE LEO GIUSEPPI

Overdale
Park View Road
Woldingham
Surrey

GEORGE CYRIL FOX

Buckingham Gate
London S.W.1.

REV. DR. MAURICE BARNET~

1 Central Buildings
Westminster
London S.W.1.

DATED this 2nd day of June 1978

Witness to the signature of Rosslyn Fairfax Huxley Cowen
J. A. Wheeler
91/93 Buckingham Palace Road
London
SW1W 0RP
Chartered Accountant

Witness to the signature of The Hon. Mrs. Shelagh Mary Cowen
J. A. Wheeler
(as above)

Witness to the signature of Walter John Lewis Clarke
J. A. Wheeler
(as above)

Witness to the signature of Frank Keighley
Benzyl Cooper
(address)

Witness to the signature of Eric Eugene Leo Giuseppe
M.J. Evans
Overdale Cottage
Woldingham
Surrey
Housewife

Witness to the signature of George Cyril Fox
Doreen M. Kiamon
18 Grasmere Avenue
Locks Bottom
Orpington
Kent

Witness to the signature of Rev. Dr. Maurice Barnett
Eileen Stockdale
65 St. John's Road
Pens Wood
Kent

THE COMPANIES ACTS 1948 TO 1976
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
(As Altered by Written Resolution Passed on 11th December 2000, 16th December 2002 and 11th
December 2019)

of
CTVC Limited

PRELIMINARY

- 1 The regulations contained in Table C in the Companies (Tables A to F) Regulations 1985 shall not apply to the Association.

- 2 In these articles, unless the context otherwise requires -

'the Act' means the Companies Acts 1985 and every statutory modification or re-enactment thereof for the time being in force;

'the Association' means the above named company;

'these articles' means these articles of association as originally adopted or as altered from time to time by special resolution;

'clear days' means, in relation to the period of a notice, that period excluding the day on which the notice is given or is deemed to be given and the day for which it is given;

'the Council' means the members for the time being of the Council of the Association; and
'member of the Council' means a member for the time being of the Council;

'the office' means the registered office of the Association;

'the seal' means the common seal of the Association;

'the secretary' includes any person appointed by the Council to perform any of the duties of the secretary;

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

'in writing' means written, printed or expressed in any other mode of representing or reproducing words in visible form.

Subject as aforesaid, any word or expression to which a meaning is assigned by the Act has the meaning so assigned to it on the date on which these articles became binding on the Association.

MEMBERSHIP

- 3 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.
- 4 The members of the Association shall be every person who the Council shall admit to membership in accordance with the provisions of these articles.
- 5 No person shall be admitted to membership of the Association unless he is at the date of his application 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.
- 6 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 5; or
 - (c) if he dies, or a bankruptcy order is made against him, or he makes a voluntary arrangement with his creditors (within the meaning of the Insolvency Act 1986), or an order is made by a court of competent jurisdiction (whether in the United Kingdom or elsewhere) on the ground (however formulated) of mental disorder for his detention or for the appointment of a receiver or other person to exercise powers with respect to his property or affairs.
- 7 The rights and privileges of a member as such shall be personal and shall not be transferable or transmissible.

GENERAL MEETINGS

- 8 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 9 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. The annual general meeting shall be held at such time and place as the Council shall determine.
- 10 The Council may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient members of the Council to call a general meeting, any member of the Council or any member of the Association may call a general meeting.

NOTICE OF GENERAL MEETINGS

- 11 An annual general meeting and an extraordinary general meeting for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed –
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted 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, all members of the Council and to the auditors for the time being of the Association.

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

PROCEEDINGS AT GENERAL MEETINGS

- 13 All business transacted at an extraordinary general meeting shall be special. All business transacted at an annual general meeting shall also be special, except –
- (i) 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;
 - (ii) the election of members of the Council in the place of those retiring;
- and
- (iii) the appointment and the fixing of the remuneration of the auditors.
- 14 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.
- 15 If such a quorum is not present within thirty minutes from the time appointed for the meeting, or if during a meeting such a quorum ceases to be 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.
- 16 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.

- 17 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.
- 18 The chairman (if any) of the Council or, in his absence, some other member of the Council nominated by the Council shall preside as chairman at every general meeting but if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members of the Council present shall elect one of their number to be chairman or, if no member of the Council is willing to act as chairman, or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members of the Association present shall choose one of their number to be chairman.
- 19 A member of the Council shall, notwithstanding that he is not a member of the Association, be entitled to attend and speak at any general meeting.
- 20 A resolution put to the vote of a 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 -
- (i) by the chairman of the meeting; or
 - (ii) by at least two members present having the right to vote at the meeting, or
 - (iii) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting and a demand by a person as proxy for a member shall be the same as a demand by the member.
- 21 No poll shall be demanded on the election of a chairman of the meeting or on the question of adjournment.
- 22 Subject to the provisions of article 21, 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.
- 23 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.
- 24 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.
- 25 A resolution in writing executed by or on behalf of each member of the Association who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

- 26 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.
- 27 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 objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
- 28 On a poll, votes may be given either in person or by proxy.
- 29 A proxy must be a member of the Association.
- 30 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.
- 31 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority certified notarially or in some other way approved by the Council, 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.
- 32 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.
- 33 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

- 34 Unless otherwise determined by ordinary resolution the number of members of the Council (other than alternates) shall not be subject to any maximum but shall be not less than three. A member of the Council need not be a member of the Association.
- 35 The Rank Foundation Limited may from time to time, by an instrument in writing signed on its behalf and delivered to the office, appoint such number of persons willing to act as members of the Council as shall form a simple majority of the aggregate number of members of the Council; and The Rank Foundation Limited may remove any such person appointed by it from office provided that the total number of members of the Council does not exceed the maximum number (if any) fixed by these articles.
- 36 The Council may from time to time and at any time appoint any person willing to act to be a member of the Council provided that the total number of members of the Council shall not exceed the maximum number fixed by these articles.

- 37 At every annual general meeting after the adoption of these articles all the members of the Council shall retire from office. A retiring member of the Council shall be eligible for reappointment.
- 38 If the Association, at the meeting at which a member of the Council retires, does not fill the vacancy the retiring member of the Council shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the member of the Council is put to the meeting and lost.
- 39 No person other than a member of the Council retiring at that meeting shall be appointed or reappointed a member of the Council at any general meeting unless -
- (a) he is recommended by the Council; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member of the Association qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.
- 40 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a member of the Council retiring at the meeting) who is recommended by the Council for appointment or reappointment as a member of the Council at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment or reappointment as a member of the Council. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Association's register of directors.
- 41 Subject as aforesaid, the Association may by ordinary resolution appoint a person who is willing to act to be a member of the Council either to fill a vacancy or as an additional member of the Council.
- 42 Subject as aforesaid, a member of the Council who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COUNCIL

- 43 The office of a member of the Council shall be vacated if -
- (a) he ceases to be a member of the Council by virtue of any provision of the Act or he becomes prohibited by law from being a director of a company; or
 - (b) he becomes bankrupt or makes an arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either -
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960;
or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(d) he resigns his office by notice to the Association; or

(e) he shall for more than six consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolves that his office be vacated.

- 44 A member of the Council who attains the age of seventy shall vacate his office as a member of the Council at the conclusion of the annual general meeting commencing next after he attains that age; and unless otherwise determined by the Association by ordinary resolution either generally or in a particular case no person proposed to be appointed or re-appointed a member of the Council shall be capable of being appointed as a member of the Council if, at the time of such appointment or re-appointment, he has attained the age of seventy or any other age.

DIRECTORS' APPOINTMENTS AND INTERESTS

- 45 Subject to the provisions of the Act, the Council may appoint one or more of their number to the office of managing director or to any other executive office under the Association and may enter into an agreement or arrangement with any member of the Council for his employment by the Association or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms (subject to article 48) as the Council determines and they may remunerate any such member of the Council for his services as they think fit. Any appointment of a member of the Council to an executive office shall terminate if he ceases to be a member of the Council but without prejudice to any claim or damages for breach of the contract of service between the director and the Association.

- 46 Subject to the provisions of the Act, and provided that he has disclosed to the Council the nature and extent of any material interest of his, a member of the Council, notwithstanding his office -

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in any body corporate promoted by the Association or in which the Association is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

- 47 For the purposes of regulation 46 -

- (a) a general notice given to the Council that a member of the Council is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Council has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a member of the Council has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

- 48 A 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. Any member of the Council may act in a professional capacity to the Association on such terms as to remuneration and otherwise as the Council may determine.

- 49 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.

ALTERNATE MEMBERS OF THE COUNCIL

- 50 Any member of the Council (other than an alternate member) may appoint any other member of the Council, or any other person approved by resolution of the Council and willing to act, to be an alternate member of the Council ('an alternate member') and may remove from office an alternate member so appointed by him.
- 51 An alternate member shall be entitled to receive notice of all meetings of the Council and of all meetings of committees of the Council of which his appointor is a member, to attend and vote at any such meeting at which the member of the Council appointing him is not personally present, and generally to perform all the functions of his appointor as a member of the Council in his absence but shall not be entitled to receive any remuneration from the Association for his services as an alternate member. But it shall not be necessary to give notice of such a meeting to an alternate member who is absent from the United Kingdom.
- 52 An alternate member shall cease to be an alternate member if his appointor ceases to be a member of the Council; but, if a member of the Council retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate member made by him which was in force immediately prior to his retirement shall continue after his reappointment.
- 53 Any appointment or removal of an alternate member shall be by notice to the Association signed by the member of the Council making or revoking the appointment or in any other manner approved by the Council.
- 54 Save as otherwise provided in the articles, an alternate member shall be deemed for all purposes to be a member of the Council and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the member of the Council appointing him.

POWERS OF THE COUNCIL

- 55 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Association shall be managed by the Council who may 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 Act or by these articles required to be exercised or done by the Association in general meeting. No alteration of the memorandum or articles and no direction made by the Association in general meeting shall invalidate any prior act of the Council which would have been valid if such alteration had not been made or that direction had not been given. 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 and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.
- 56 The Council may from time to time and at any time, by power of attorney or otherwise, appoint any person, to be the agent of the Association for such purposes, for such period and subject to such conditions as they may determine, including authority for the agent to delegate all or any of his powers.

- 57 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. 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.
- 58 The Council may on behalf of the Association, provide benefits, whether by the payment of pensions and retirement benefits or gratuities or by insurance or otherwise, 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 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.

DELEGATION OF COUNCIL'S POWERS

- 59 The Council may delegate any of their powers to any committee, which may consist of one or more members of the Council or such other appropriate persons as they see fit to appoint. They may also delegate to any managing director or any member of the Council holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Council may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating proceedings of the Council so far as they are capable of applying.

PROCEEDINGS OF THE COUNCIL

- 60 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. A member of the Council who is also an alternate member shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
- 61 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.
- 62 Except as may otherwise be required for the purposes specified in article 61 the quorum necessary for the transaction of the business of the Council shall not be less than three members of the Council. A person who holds office only as an alternate member shall, if his appointor is not present be counted in quorum.
- 63 The continuing member or members of the Council may at any time act notwithstanding any vacancy in their body; but if the number of members of the Council is less than the number fixed as the quorum the continuing member or members of the Council may act for the purposes only of appointing an additional member or members of the Council in accordance with these articles or of convening a general meeting of the Association.

- 64 The members of the Council may from time to time appoint from amongst the members of the Council appointed by the Rank Foundation Limited under article 35 or if no such person shall have been appointed from the 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 appointed, 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 member of the Council, being a member of the Association, to preside as Chairman of the meeting.
- 65 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, or a committee 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 or (as the case may be) a committee 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, but a resolution signed by an alternate member need not also be signed by his appointor and if it is signed by a member of the Council who has appointed an alternate member it need not be signed by the alternate member in that capacity.
- 66 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.
- 67 The members of the Council (including alternate members), or any of them, may form, or participate in, a meeting of the Council by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the group of the highest number of participants is assembled or, if there is no such group, where the chairman of the meeting is then present.
- 68 A member of the Council may as a member of the Council vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Association or in which he is in any way interested provided that nothing in this article shall permit any member of the Council from voting or being counted in the quorum if he is prohibited from so doing under the Memorandum of Association.

SECRETARY

- 69 The secretary shall be appointed and may be removed by the Council.
- 70 Anything required or authorised by the Act 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 Act 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

- 71 The Council shall cause minutes to be made -
- (i) of all appointments of officers made by the Council;
 - (ii) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council; and
 - (iii) of all resolutions and proceedings at all meetings of the Association and of the Council and of committees of the Council.

THE SEAL

- 72 The Council shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Council or a committee of the Council. The Council may determine 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. Whether or not the Association has a seal, a share certificate may be executed under section 36A (4) of the Act instead of being sealed.

ACCOUNTS

- 73 The Council shall cause proper books of account to be kept in accordance with the provisions of the Act.
- 74 The books of account shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
- 75 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 Act or authorised by the Council.
- 76 The Council shall from time to time in accordance with the provisions of the Act 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 Act.
- 77 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 Act 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.
- 78 The auditors' report shall be open to inspection by any member of the Association and be read before the meeting as required by the Act.

AUDIT

- 79 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.
- 80 Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

- 81 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the members of the Council need not be in writing.
- 82 A notice or other document may be served by the Association upon any member 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.
- 83 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.
- 84 A member present either in person or proxy at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

INDEMNITY

- 85 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against all Costs, charges and expenses or liabilities incurred by him in the execution or discharge of his duties or in relation hereto (including, without prejudice to the generality of the foregoing, against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement 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 from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association).

DISSOLUTION

- 86 The provisions of clause 5 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.