



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3938488

The Registrar of Companies for England and Wales hereby certifies that  
PHOTOVOICE LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 2nd March 2000



\*N03938488U\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

Company Name in full

PHOTOVOICE LIMITED



\*F0120E60\*

† Please delete as appropriate.

I, Lynda Spencer, signing on behalf

of Hallmark Secretaries Limited,  
120 East Road, London N1 6AA

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the~~  
~~formation of the company~~ [person named as ~~director~~ or secretary of the  
company in the statement delivered to the Registrar under section 10 of  
the Companies Act 1985]† and that all the requirements of the  
Companies Act 1985 in respect of the registration of the above  
company and of matters precedent and incidental to it have been  
complied with.

And I make this solemn Declaration conscientiously believing the same  
to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at 120 East Road, London N1 6AA

the 25 day of February

2000

① Please print name.

before me ①

ROBERT KING

Signed

*Robert King*

Date

25/02/2000

A Commissioner for Oaths or Notary Public or Justice of the Peace or  
Solicitor

Please give the name, address,  
telephone number and, if available, a  
DX number and Exchange of the  
person Companies House should  
contact if there is any query.

STANLEY DAVIS GROUP LIMITED

120 EAST ROAD, LONDON N1 6AA

Tel 0171 553 4601

DX number 36609 DX exchange FINSBURY



KLO  
COMPANIES HOUSE

0345  
25/02/00

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ  
for companies registered in England and Wales

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh



Company Secretarial and  
Compliance Software

Please complete in typescript,  
or in bold black capitals.

Notes on completion appear on final  
page

Company Name in full



\* F0100E60 \*

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

If the memorandum is delivered by an  
agent for the subscriber(s) of the  
memorandum mark the box opposite and  
give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Number of continuation sheets attached

Please give the name, address,  
telephone number and, if available, a  
DX number and Exchange of the  
person Companies House should  
contact if there is any query.



KLO  
COMPANIES HOUSE

\*K62HLOAS\*

0341  
25/02/00

First directors and secretary and intended situation of  
registered office

PHOTOVOICE LIMITED

6 MODBURY GARDENS

LONDON

Postcode NW5 3QE

X

STANLEY DAVIS GROUP LIMITED

120 EAST ROAD

LONDON

Postcode N1 6AA

STANLEY DAVIS GROUP LTD, 120 EAST ROAD, LONDON, N1 6AA

Tel

DX number DX 36609 DX exchange FINSBURY

When you have completed and signed the form please send it to the  
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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

# Company Secretary

(See notes 1-5)

Company name

PHOTOVOICE LIMITED

Name

\*Style/Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

HALLMARK SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address

120 EAST ROAD

Usual residential address

For a corporation, give  
the registered or  
principal office address.

Post town

County / Region

LONDON

Postcode N1 6AA

Country

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

**Consent signature**

p.p. Hallmark Secretaries Limited.

**Date**

1 February 2000

## Directors

(See notes 1-5)

Please list directors in alphabetical order

Name

\*Style/Title

\*Honours etc

Forename(s)

Surname

HALLMARK REGISTRARS LIMITED

Previous forename(s)

Previous surname(s)

Address

120 EAST ROAD

Usual residential address

For a corporation, give  
the registered or  
principal office address.

Post town

County / Region

LONDON

Postcode N1 6AA

Country

Day Month Year

Date of Birth

Nationality

Business occupation

Other directorships

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

**Consent signature**

p.p. Hallmark Registrars Limited.

**Date**

1 February 2000

# Directors

(continued)

(See notes 1-5)

Name

\*Style/Title

\*Honours etc

Forename(s)

\* Voluntary details

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give  
the registered or  
principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of Birth

Nationality

Business occupation

Other directorships

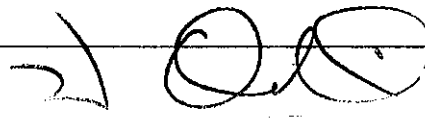
I consent to act as director of the company named on page 1

Consent signature

Date

This section must be signed by  
Either  
an agent on behalf of  
all subscribers

Signed



Date

1 February 2000

Or the subscribers

Signed

Date

( i.e. those who  
signed as members  
on the memorandum  
of association ).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

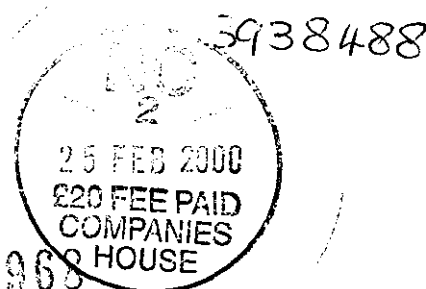
Date



Company Secretarial and  
Compliance Software

105259 NSC

The Companies Acts 1985 to 1989  
A Private Company Limited by Guarantee and not having a Share Capital



# MEMORANDUM OF ASSOCIATION

0021968  
0021968

## OF

### PHOTOVOICE LIMITED

1. The Company's name is PHOTOVOICE LIMITED.
2. The Company's Registered Office is to be situated in England.
3. The Company's objects are:-
  - A. (1) Education and training of disadvantaged people throughout the world in the field of photography.
  - (2) Advising charities and other groups and institutions in the use of photography with respect to development projects.
  - (3) To raise public awareness of the existence and activities of disadvantaged people throughout the world through promoting and publicising their photographic works.
- B. To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- C. To guarantee or give security for the payment or performance of any contracts, debts, or obligations of any person, company or firm, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to give any guarantee, security or indemnity.
- D. To take on lease, purchase or in exchange, hire or otherwise acquire and hold for any interest or estate any buildings, lands, easements, privileges, rights, concessions, patent rights, patents, secret processes, licences, machinery, plant, stock-in-trade, and any real or personal property of any kind convenient or necessary for the purpose of or in connection with the Company's business or any department or branch thereof.
- E. To apply for, purchase or otherwise acquire and hold any patents, licences, concessions, brevets d'invention, copyrights and the like, conferring any right to use or publish any secret or other information and to use, develop, exercise, or grant licences in respect of the property, rights and information so acquired.



- F. To erect, build, construct, or reconstruct, lay down, alter, enlarge and maintain any factories, buildings, works, shops, stores, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the construction, erection and maintenance of any of the aforesaid.
- G. To subscribe for, take, purchase or otherwise acquire and hold, sell, deal with or dispose of any share, stocks, debentures, debenture stocks, bonds, obligations and securities, guaranteed by any Company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations and securities guaranteed by any Government or Authority, Municipal, Parochial, Local or otherwise, within and without the United Kingdom and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to enforce and exercise all rights and powers conferred by the ownership thereof.
- H. To promote by way of advertising the products and services of the Company in any matter and to reward customers or potential customers and to promote and take part in any scheme likely to benefit the Company.
- I. To borrow or raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real or heritable and personal or moveable property (present or future) and the uncalled capital for the time being of the Company or by the creation and issue of debenture stocks, debentures or other obligations or securities of any description.
- J. To support, guarantee and/or secure either with or without consideration the payment of any debenture stocks, debentures, dividends, share or moneys or the performance of engagements or contracts of any other Company or person and in particular (but without prejudice to the generality of the foregoing) of any Company which is, for the time being, the Company's holding company as defined by Section 736 of the Companies Act, 1985 or another subsidiary, as defined by the said section, of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.
- K. To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the stocks, shares or securities of any company of or in which the Company is a member or is otherwise interested.
- L. To take part in the management, formation, control or supervision of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, experts or agents.
- M. To employ experts to examine and investigate into the character, prospects,

value, condition and circumstances of any undertakings and business concerns and generally of any property, assets or rights.

- N. To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments; to receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- O. To promote or establish or concur in promoting or establishing any other company whose objects shall include the taking over of or the acquisition of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to hold, acquire, dispose of stocks, shares or securities issued by or any other obligations of any such company.
- P. To deal with and invest the moneys of the Company not immediately required for the purpose of the business of the Company in or upon such investments and in such manner as the Company may approve.
- Q. To accept payment for any rights or property sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in partly or fully paid-up shares or stock of any corporation or company, with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or in mortgages or debentures or other securities of any corporation or company or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any stock, shares or securities so acquired.
- R. To enter into any partnership or amalgamate with or enter into any arrangement for sharing profits, interests, or co-operative or enter into co-operation with any company, person or firm carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as to benefit this Company, whether directly or indirectly and to acquire and hold, deal with, sell or dispose of any stock, shares or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, otherwise assist or subsidise, any such company.
- S. To pay for any right or property acquired by the Company either in cash or partly or fully paid-up shares with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or by any securities which the Company has power to issue, and generally on such terms and conditions as the Company may determine.
- T. To develop, improve, manage, sell, turn to account, let on rent, royalty, exchange, share of profits or otherwise, grant easements, licences and other rights in or over, and in any other manner dispose of or deal with the undertaking and all or any of the assets and property for the time being of the Company for such consideration as the Company may think fit.
- U. To acquire, purchase, take over and undertake part or all of the business, property, assets, liabilities and engagements of any firm, person or company carrying on any business the carrying on of which is calculated to benefit this



Company or to advance its interests generally.

- V. To aid in the support and establishment of any educational, scientific, religious or charitable institutions or trade associations or societies, whether such associations, societies or institutions be solely connected with the business carried on by the Company or its predecessors in business or not, and to maintain and institute any club, society or other organisation.
- W. To grant pensions, gratuities, allowances and bonuses to employees or ex-employees, officers or ex-officers of the Company or its predecessors in business or the dependents of such persons and to maintain and establish or concur in maintaining funds, trusts or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such persons or their dependents as aforesaid.
- X. To distribute in specie any of the shares, debentures or securities of the Company or any proceeds of sale or disposal of any property of the Company between the members of the Company in accordance with the rights, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- Y. To do all or any of the above things in any part of the world either alone as principals, or as agents, trustees, sub-contractors or otherwise.
- Z. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing sub-clauses of this Clause shall be separate and distinct objects of the Company and shall not in any way be limited by reference to any other sub-clauses or the order in which the same occur. The widest interpretation shall be given to the objects contained in each sub-clause of this Clause and shall not save where the context expressly so requires be in any way restricted or limited by inference from or reference to any other object or objects set forth in such sub-clause or from the terms of any other sub-clause. None of such sub-clause or the objects mentioned therein or the powers thereby conferred shall be deemed ancillary to or subsidiary to the powers or objects specified in any other sub-clause.

- 4. The liability of the members is limited.
- 5. Every member of the company undertakes to contribute such amount as may be required (not exceeding £10) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities 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.
- 6. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly, by way of dividend bonus or otherwise howsoever by way of profit, to the members of the Company.

7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction all its debts liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects which are similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of property and goods by the Company and of the property, credits and liabilities of the Company, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company 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.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

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NAMES AND ADDRESSES OF SUBSCRIBERS

---

HALLMARK SECRETARIES LIMITED  
120 East Road  
London N1 6AA



HALLMARK REGISTRARS LIMITED  
120 East Road  
London N1 6AA



Dated the 1 February 2000

Witness to the above signatories:-

DAVID ORDISH  
120 East Road  
London N1 6AA



# ARTICLES OF ASSOCIATION

## OF

### PHOTOVOICE LIMITED

The Company is a private company within the meaning of the Companies Acts.

1. In these articles:

"Companies Acts" means every Statute from time to time in force concerning companies in so far as the same applies to the company;

"Seals" means the Common Seal of the Company;

"Secretary" means any person appointed to perform duties of the Secretary of the company;

"Auditor" means any person for the time being appointed to perform the duties of the Auditor of the Company;

"These Articles" means these Articles of Association in their present form or as from time to time altered;

"Board" means the Board of Directors of the Company or the Directors present at a meeting of the Directors at which a quorum is present;

"The United Kingdom" means Great Britain and Northern Ireland.

### MEMBERS

2. The number of members with which the Company proposes to be registered is two but the directors may by resolution in writing from time to time register new members, subject to confirmation by the members by ordinary resolution within twenty-one days, otherwise such registration will be invalid.
3. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.

4. A member of the Company shall forthwith cease to be a member if he shall resign by giving notice in writing of his intention to do so, in which case he shall cease to be a member upon receipt of the notice by the Company.

#### **GENERAL MEETINGS**

5. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year. All such meetings shall be held and notice given thereof in accordance with the Companies Acts.
6. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, two members present in person shall be a quorum.
7. Subject to the provisions of the Act a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

#### **VOTES OF MEMBERS**

8. Every Member shall have one vote.
9. On a poll votes may be given either personally or by proxy.
10. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised in writing sealed by the corporation shall be entitled to exercise the same power on behalf of the corporation which he represents as the corporation could exercise if it were an individual member of the Company.

#### **DIRECTORS**

11. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

#### **BORROWING POWERS**

12. The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof.

#### **POWER AND DUTIES OF DIRECTORS**

13. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not, by the Companies' Acts or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Companies' Acts and of these Articles and to such regulations, being not inconsistent with the aforesaid

provisions, as may be prescribed by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that 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 Board by any other Article.

14. The directors may by resolution in writing from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit. Such appointments to be confirmed by the members by ordinary resolution within twenty-one days, otherwise such appointments will be invalid.
15. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed drawn accepted, endorsed, or otherwise, executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
16. The directors shall cause minutes to be made in books provided for the purpose:
  - (a) of all appointments of officers made by the directors;
  - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
  - (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors;

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

#### **ALTERNATE DIRECTORS**

17. Any Director may by notice in writing under his hand served upon the Company appoint any person approved for the purpose by the Board (whether a member of the company or not) as an Alternate Director to attend and vote in his place at any meeting of the Directors at which he is not personally present, and such appointment may be made generally, or for any period, or for any particular meeting or meetings.

#### **APPOINTMENT AND REMOVAL OF DIRECTORS**

18. The directors shall have power by resolution in writing at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy, or as an addition to the existing directors, but so that the total number of director shall not at any time exceed the number fixed in accordance with these Articles. Such appointments to be confirmed by the members by a ordinary resolution within twenty-one days, otherwise such appointments will be invalid.
19. The members may by ordinary resolution, of which special notice has been

given in accordance with the Companies Acts, remove any Director before the expiration of his period of office.

20. The members may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding Article.

#### **PROCEEDINGS OF DIRECTORS**

21. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
22. The quorum necessary for the transaction of the business of the Directors shall be two, save that where there is only one Director such Director shall constitute a quorum.
23. All acts done by any meeting of the Directors or any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
24. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the directors, shall be valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

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NAMES AND ADDRESSES OF SUBSCRIBERS

---

HALLMARK SECRETARIES LIMITED  
120 East Road  
London N1 6AA

A handwritten signature in cursive script, appearing to read "R. Spencer".

HALLMARK REGISTRARS LIMITED  
120 East Road  
London N1 6AA

A handwritten signature in cursive script, appearing to read "J. Potter".

Dated the 1 February 2000

Witness to the above signatories:-

DAVID ORDISH  
120 East Road  
London N1 6AA

A handwritten signature in cursive script, appearing to read "David Ordish".