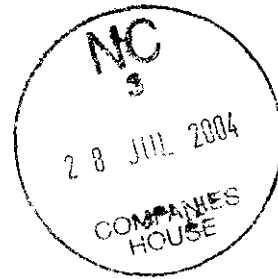


Company number 5017678

DEB



The Companies Acts 1985 and 1989

SPECIAL RESOLUTIONS

of

BROADCAST ADVERTISING STANDARDS BOARD OF FINANCE LIMITED

At an extraordinary general meeting of the Company held on 9 July 2004 the following resolutions were duly passed as special resolutions:

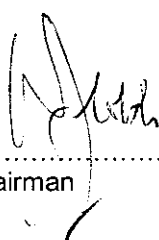
SPECIAL RESOLUTIONS

- 1 THAT the name of the Company be changed to The Broadcast Advertising Standards Board of Finance Limited
- 2 THAT the Memorandum of Association of the Company be amended by deleting clause 3(A) and replacing with the clause 3(A) contained in the form of Memorandum of Association produced to the meeting and signed for purposes of identification by the Chairman.

.....
Chairman



Company number 5017678


.....
Chairman

The Companies Acts 1985 to 1989

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

of

BROADCAST ADVERTISING STANDARDS BOARD OF FINANCE LIMITED
(amended by Special Resolution passed on 9 July 2004)

Incorporated on 16 January 2004

ADDLESHAW GODDARD

The Companies Acts 1985 to 1989

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

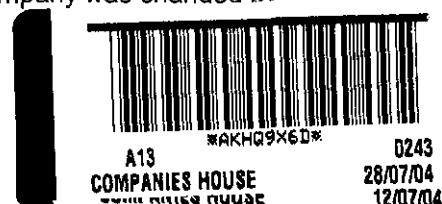
of

BROADCAST ADVERTISING STANDARDS BOARD OF FINANCE LIMITED
(amended by Special Resolution passed on 9 July 2004)

- ¹1. The name of the Company is " Broadcast Advertising Standards Board of Finance Limited".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - ²(A) (i) to collect, whether by a surcharge on advertising and promotion, or by subscriptions, donations, fixed payments or otherwise, and to administer the application of funds for the purpose of financing self-disciplinary control systems for broadcast marketing communications in the United Kingdom, the Isle of Man and the Channel Islands and the other activities specified in the remainder of this paragraph (A);
 - (ii) to co-ordinate the various control organisations operating within such systems in the United Kingdom, the Isle of Man and the Channel Islands;
 - (iii) to assist in the formation, financing and development of any bodies which are part of such systems;
 - (iv) after consultation with the appropriate United Kingdom Government Department, with The Advertising Association (company number 211587) (the "AA") and with the Chairman of both The Advertising Standards Authority Limited (company number 733214) (the "ASA") and The Advertising Standards Authority (Broadcast) Limited (company number 5130991) (the "ASA(B)") or, if, in the opinion of the Company and Advertising Standards Board of Finance Limited (company number 1195756) ("ASBOF") held in good faith and for reasons relating specifically to that Chairman, it would be inappropriate to consult that Chairman, with one or more (as they may determine) Independent directors of ASA and ASA(B), jointly and in consultation with ASBOF to appoint one person (at any one time) as the chairman of both ASA and ASA(B) for such period and upon such terms as they may think fit;
 - (v) after consultation with the appropriate United Kingdom Government Department and the AA and subject to the prior approval by ordinary or written resolution of the members of the ASA(B), from time to time as it considers necessary, jointly and in consultation with ASBOF to remove from office or to vary the period and terms of appointment of the

¹ By Special Resolution passed on 9 July 2004 the name of the Company was changed by adding the word "The" at the beginning

² Replaced by Special Resolution passed on 9 July 2004



Chairman of both the ASA and the ASA(B);

- (vi) generally to support the maintenance and preservation of broadcast marketing communication standards in the United Kingdom, the Isle of Man, the Channel Islands and the European Union, the vetting and monitoring of broadcast marketing communications, the adjudication of complaints in respect of broadcast marketing communications and the imposition of sanctions arising from such adjudication, the prevention, where appropriate, of the making of broadcast marketing communications before adjudication has been possible and the provision of information in connection with broadcast marketing communication standards either to individuals or generally by way of publicity campaigns or otherwise; and
- (vii) to carry out all forms of liaison with central and local government departments in the United Kingdom, the Isle of Man and the Channel Islands and the relevant bodies within the institutions of the European Community, consumer organisations, educational bodies, trade associations and with any other relevant organisations in pursuance of the objects of the Company

and for the purposes of this paragraph (A) the term "broadcast" shall mean "on television, radio and text services licensed by the Office of Communications (OFCOM) under the Broadcasting Acts 1990 and 1996";

- (B) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company;
- (C) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects;
- (D) to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects;
- (E) to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit;
- (F) to invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (G) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects; and
- (H) to do all such other things as are incidental or conducive to the attainment of the above objects or any of them

provided that the Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a trade union or employers' association as those terms are defined in the Trade Union and Labour Relations (Consolidation) Act 1992.

- 4. 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 or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a reasonable and proper

rate on money lent or reasonable and proper rent for premises demised or let by any member of the Company.

5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, 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 Company 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 Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects 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 charitable object.

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

[Signed] Uisdean MacLean

Uisdean MacLean of Franciscan Court, 16 Hatfields, London SE1 8DJ, nominee of the governing body of the unincorporated association called **Broadcast Advertising Clearance Centre**

[Signed] Paul Brown

on behalf of **The Commercial Radio Companies Association Limited** (company number 1120214) whose registered office is The Radiocentre, 77 Shaftesbury Avenue, London W1D 5DU, herein represented by Paul Brown CBE, a director of and duly authorised to sign this document on behalf of that company

[Signed] Charlotte Wright

Charlotte Wright of 29 Harley Street, London W1G 9QR, nominee of the governing body of the unincorporated association called **Satellite & Cable Broadcasting Group**

[Signed] Malcolm Earnshaw

on behalf of **Incorporated Society of British Advertisers Limited** (company number 68497) whose registered office is 44 Hertford Street, London W1J 7AE, herein represented by Malcolm Earnshaw, a director of and duly authorised to sign this document on behalf of that company

[Signed] Hamish Pringle

on behalf of **The Institute of Practitioners in Advertising** (company number 221167) whose registered office is 44 Belgrave Square, London SW1X 8QS herein represented by Hamish Pringle, a director of and duly authorised to sign this document on behalf of that company

Date: 16 January 2004

Witness to the above signatures

[Signed] Paul Bittan

Name: Paul Bittan
Address: 150 Aldersgate Street
London
EC1A 4EJ