

FILE COPY



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

Company No. 155843

The Registrar of Companies for Scotland hereby certifies that

GLASGOW FILM AND VIDEO WORKSHOP LIMITED

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

Given at Companies House, Edinburgh, the 2nd February 1995

J. HENDERSON

Registrar Of Companies



COMPANIES HOUSE

G

COMPANIES FORM No. 12

Statutory Declaration of compliance with requirements on application for registration of a company

12

Please do not
write in
the margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

Name of company

* Glasgow Film and Video Workshop Limited

* insert full
name of Company

I, Alan Monro Simpson
of 12 St Vincent Place, Glasgow

delete as
appropriate

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(2) and that all the requirements of the above Act 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
provisions of the Statutory Declarations Act 1835

Declared at Glasgow

Declarant to sign below

the Second day of February

One thousand nine hundred and ninety five

before me KENNETH M'CRACKEN

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

Alan Monro Simpson
Kenneth M'Cracken
Notary Public
Glasgow

Jordan's
WRIGHT & SONS LIMITED

Presenter's name address and
reference (if any):
Wright Johnston & Mackenzie
Solicitors
DX 12129
GL1 9QW

Ref: 06516001/AMB/CTL

For official Use

New Companies Section

Post room



SCD *S3DDH8KU* 401
COMPANIES HOUSE 02/02/95

THE COMPANIES ACT 1985



COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION
of
GLASGOW FILM AND VIDEO WORKSHOP LIMITED

1995

Wright, Johnston & Mackenzie,
Solicitors,
12 St. Vincent Place,
GLASGOW G1 2EQ

DX Box GW129 FAS 8856

(Ref: G0516001/AMS/CTL/LB)
(BUR251DOC)

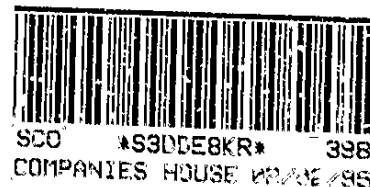


THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
GLASGOW FILM AND VIDEO WORKSHOP LIMITED

1. The name of the Company is Glasgow Film and Video Workshop Limited.
2. The Registered Office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-
 - (a) to promote and encourage the study, practice and knowledge of film and video production for the benefit of the public and users of the Company by means of formal and informal education, technical instruction and exhibition;
 - (b) to establish and maintain a resource centre in furtherance of the above objects;including, but without prejudice to the generality thereof and to the terms of Section 311 of the Companies Act 1985 (as amended) in furtherance of the objects of the Company as set out above the Company shall have the power:-
 - 3.1 to present, promote, organise, provide, manage and produce films, broadcasts, entertainments, exhibitions, courses, seminars and workshops and to prepare and establish schemes therefore;



- 3.2 to publish from time to time literature relating to the Company or its activities;
- 3.3 to purchase, acquire and obtain interests in the copyright or the right to perform, publish or show any material which can be used or adapted for the objects of the Company;
- 3.4 to provide an information, advice and resource service for the public and members of the Company and to assist, encourage and liaise with such other individuals, group or organisations as subscribe to any or all of the objects of the Company;
- 3.5 to borrow or raise money on such terms and on such security as may be thought fit;
- 3.6 to take any gift of money, property, whether subject to any special trust or not, for any one or more of the objects of the Company;
- 3.7 to take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise;

- 2.8 to purchase, take on lease or in exchange, hire or otherwise acquire any heritable, real or personal estate which may be deemed necessary or convenient for any of the purposes of the Company;
- 3.9 to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Company;
- 3.10 to draw, make, endorse, discount, execute and issue promissary notes, bills, cheques and other instruments and to operate bank accounts;
- 3.11 to employ all such officers and servants as may be required for the purposes of the Company;
- 3.12 to invest the monies 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) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 3.13 To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects;
- 3.14 to undertake and execute any charitable trusts which may seem directly or indirectly ancillary to any of the objects of the Company;
- 3.15 to subscribe to any charities and to grant donations in cash or assets or to establish support of or lend to or for any charitable purpose;
- 3.16 to amalgamate with any charitable companies, institutions, societies or associations having objects altogether or in

part similar to those of the Company which are charitable and have objects similar to the Company and prohibit payment of any dividend or profit to and the distribution of any of their assets among their members at least to the same extent as the Company;

- 3.17 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate;
- 3.18 to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate;
- 3.19 to pay out of the funds of the Company the costs, charges and expenses of the formation of the Company;
- 3.20 to do all such other lawful things as are necessary for the attainment of the above objects or any of them.

PROVIDED that:-

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) 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

regulations, restriction or condition which if an object of the Company would make it an organisation of employers or an organisation of workers.

- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or The Secretary of State for Education and Science, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the council of management or governing body of the Company 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 such council of management or governing body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such council of management or governing body but they shall as regards any such property be subject jointly and

separately to such control as if the Company were not incorporated.

4. The income and property of the Company from wherever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in the 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:-

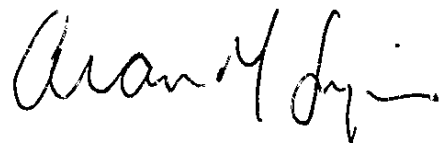
- 4.1 the payment, in good faith, of reasonable and proper remuneration and expenses to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company;
- 4.2 the payment of interest at a rate not exceeding 2% per annum less than the prevailing lending rate of the Company's Bank from time to time on money lent; or
- 4.3 reasonable and proper rent for premises let by any member to 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 the 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 rates of 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 charitable institution or institutions having objects similar to the objects of the Company which shall prohibit the distribution of its or their income and property amongst its or their members, to the 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.

Name, address and signature of Subscriber

Alan Monro Simpson
15 Westbourne Drive
Bearsden
Glasgow



Date: 2nd February 1995

Witness to the above signature

Colin T Lawrie.

Colin T Lawrie, Trainee Solicitor, 12 St Vincent Place, Glasgow

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
GLASGOW FILM AND VIDEO WORKSHOP LIMITED

155895

PRELIMINARY

1. The Regulations contained in Table C of The Companies (Tables A to F) Regulations 1985 shall not apply to this Company, but the following shall be the Regulations of the Company.

INTERPRETATION

2. In these Articles unless inconsistent with the context:-
"the Act" means the Companies Act 1985 and any statutory amendment thereto.
"the Articles" means the Articles of Association for the time being in force.
"the Office" means the Registered Office of the Company from time to time.
Words importing the singular include the plural and vice versa.
Words importing the masculine include the feminine.
Words importing persons include corporations.
Save as aforesaid, any words or expressions defined in the



SC0 *G3DD08KQ* 397
COMPANIES HOUSE 02/02/95

Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

MEMBERS

3. Subject as hereinafter mentioned in Articles 4 to 8 hereof the subscriber to the Memorandum and Articles of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company.

MEMBERSHIP

4. The Company shall consist of persons (including incorporated or unincorporated bodies, firms and statutory authorities) having an interest in the objects of the Company and approved by the Directors. The minimum number of members shall be one.
5. Every person desiring to become a member must sign and deliver to the Secretary at the office a written application for admission in such form as the Directors may from time to time require.
6. A Member of the Company shall forthwith cease to be a Member:-
- (1) if he, being an individual, shall die;
 - (2) if he or it shall become bankrupt or insolvent or suspend payment or compound with his/its creditors;
 - (3) if he, being an individual, shall become of unsound mind;
 - (4) if he or it shall resign by giving one weeks' notice in writing to the Company or his or its

intention to do so.

7. The Directors may at their discretion remove the name of a member from the register of members and he shall thereupon cease to be a member of the Company and the Secretary shall notify him in writing to this effect;

GENERAL MEETINGS

8. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and it will specify the meeting as such in the notice calling it, and not more than 15 months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
9. The business to be transacted at each Annual General Meeting of the Society shall include:-
- (1) consideration of reports of the Company's activities and financial position and of the income and expenditure account and balance sheet to be presented to the meeting.
 - (2) the election of members of the Directors.
 - (3) the appointment of the Auditors.
10. All other General Meetings shall be called Extraordinary General Meetings. The Directors may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition. or in default may be convened by such requisitions, as provided by Section 368 of the Act.

- 11.1 Subject to the provisions of Section 369 of the Act, fourteen clear days' notice, at least, or (in the case of an Annual General Meeting or a meeting convened to pass a Special Resolution) twenty one clear days' notice, at least, shall be given to such members as are, under the provisions herein contained, entitled to receive notices from the Company, and also to the Directors and the Auditors. The length of notice in every case shall be calculated exclusive of the day on which the notice is served or deemed to be served and the day for which it is given.
- 11.2 A meeting shall, notwithstanding that it is called by shorter notice than that specified in the preceding Article, be deemed to have been duly called if it is so agreed:-
- (a) in the case of a meeting called as the Annual General Meeting, by all members having the right to attend and vote thereat; and
 - (b) In the case of any other meeting, by such proportion of the members as is prescribed in the Act.
- 11.3 Every notice of meeting shall specify the place, the day and the hour of meeting, and the general nature of the business to be transacted. The notice convening an Annual General Meeting shall specify the meeting as such, and the notice convening a meeting to pass a Special or Extraordinary Resolution shall specify the intention to propose the Resolution as a Special or Extraordinary

Resolution, as the case may be.

- 11.4 The accidental omission to give notice of any meeting to, or the non-receipt of the notice by, any person shall not invalidate any resolution passed, or proceedings had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at a General Meeting unless a quorum of two members entitled to vote at a General Meeting of the Company be present at the time when the meeting proceeds to business.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the General Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
14. The Chairman of the Board of Directors or in his absence some other Director shall preside at every General Meeting as Chairman if he be present and willing. If none of them is present and willing to preside at the time fixed for the opening of the meeting, or within fifteen minutes thereafter the members present shall choose one of themselves to be Chairman of the meeting.
15. The Chairman may, with the consent of any meeting at which

a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. At any General Meeting a Resolution put to the vote shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members present in person or by proxy, or by the Chairman, or by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or lost or carried or not carried by a particular majority, and an entry to that effect in the book containing the Minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

17. If a poll is duly demanded, it shall be taken in such manner and at such time as the Chairman of the meeting

directs, not being more than thirty days after the poll is demanded, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a Chairman shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs. The demand for a poll may be withdrawn. The demand for a poll shall not prevent the continuance of a meeting for the transaction of business other than the question on which the poll has been demanded.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or the poll is demanded shall be entitled to a second or casting vote.
19. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken is announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
20. A resolution in writing executed by or on behalf of all the members for the time being of the Company entitled to vote shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and may consist of several documents in

the like form each executed by or on behalf of one or more members.

21. Proper minutes shall be kept of all proceedings of General Meetings.

VOTES OF MEMBERS

22. At any General Meeting of the Company on a show of hands every member who is present in person or by proxy or (being a corporation) by representative, shall have one vote and on a poll every member who is present in person or by proxy or (being a corporation) by a representative shall have one vote.

23. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

24. 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 tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

25. An instrument appointing a proxy shall be in writing in common form or in any other form which the Directors shall approve under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation under the hand of an officer or attorney so authorised. A proxy need not be a member of the Society.
26. The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed, or a notarially certified copy of that Power of Authority shall be deposited at the Office, or such other address as may be specified in the notice convening the meeting, not later than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid.
27. 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 for holding the meeting.
28. Any corporation, firm, organisation, institution or

foundation which is a Member of the Society may by resolution of its directions or other governing body under the hand of one of its officers authorise such person as it thinks fit to act as its representative at any meeting of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company and such corporation shall for the purposes of these presents be deemed to be present in person at any such meeting if a person so authorised is present thereat.

NUMBER OF DIRECTORS

29. Unless otherwise determined by ordinary resolution, the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall be not less than one.

ALTERNATE DIRECTORS

30. Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him.
31. An Alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as

a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate Director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.

32. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director, but, if a Director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately prior to his retirement shall continue after his re-appointment.
33. Any appointment or removal of an alternate Director, shall be by notice to the Company signed by the Director making or revoking the appointment or in any other matter approved by the Directors.
34. Save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

POWERS OF DIRECTORS

35. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and

no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

36. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

37. The Directors may delegate any of their powers to any committee consisting of one or more Directors or other persons. They may also delegate to any Managing Director or any Director 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 Directors 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 the proceedings of Directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

38. At the first annual general meeting all the Directors shall retire from office, and at every subsequent annual general meeting one third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office, but, if there is only one Director who is subject to retirement by rotation, he shall retire.
39. Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
40. If the Company, at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.
41. No person other than a Director retiring by rotation shall be appointed or re-appointed a Director at any general meeting unless:
- (a) he is recommended by the Directors; or
 - (b) not less than 14 nor more than 35 Clear Days

before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, 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 re-appointed.

42. Not less than 7 or more than 28 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 Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or re-appointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or re-appointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Company's register of Directors.
43. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a

Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire.

44. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate his office at the conclusion thereof.

45. Subject as aforesaid, a Director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, 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 DIRECTOR

46. The office of a Director shall be vacated if:-
- (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
 - (b) he becomes bankrupt or makes any 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 1984, 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 Company; or
- (e) he shall for more than 6 consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.

REMUNERATION OF DIRECTORS

47. The Directors shall (subject to any provision contained in

the Memorandum of Association) be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day

DIRECTORS' EXPENSES

48. The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committee of Directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

49. Subject to the provisors of the Act and of the Memorandum of Association, the Directors may appoint one or more of their number to the office of Managing Director or to any other executive office under the Company and may enter into an agreement or arrangement with any Director for his employment by the Company 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 as the Directors determine and they may remunerate any such Director for his services as they think fit. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director but without prejudice to any claim to damages for breach of the contract of service between the Director and the Company.

50. Subject to the provisions of the Act and the Memorandum of Association and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:-

- (a) may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company 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 Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment 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.

51. For the purposes of regulation 51

- (a) a general notice given to the Directors that a Director 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 Director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

52. Subject to the provisions of the Memorandum of Association the Directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any Director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for

the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

53. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
54. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum.
55. A resolution in writing executed by or on behalf of a sole director for the time being shall be as valid and effective as if the same had been resolved by a meeting of the Directors duly convened and held in terms of these Articles as long as it is in respect of a matter upon which that Director would be entitled to vote.
56. The Directors may appoint one of their number to be the chairman of the board of Directors and may at any time remove him from that office. Unless he is unwilling to do

so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.

57. All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

58. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors as (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.

59. Save as otherwise provided by the Articles. a Director

shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or

exchange;

- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.

60. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
61. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
62. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Director

separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

63. Save in the case where the number of Directors of the Company for the time being is one if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

SECRETARY

64. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

BORROWING POWERS

65. Without prejudice to their general powers, the Directors may exercise all the powers of the Company to borrow money and to mortgage and charge its undertaking and property or any part thereof and subject to Section 80 of the Act to issue debentures and other securities whether outright or as collateral security for any debt, liability or other obligation of the Company or of any third party.

PENSIONS

66. The Directors may establish and maintain, contribute to or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company and the spouses, widows, widowers, families and dependents of any such persons and make payments for or towards the insurance of any such persons as aforesaid.

ACCOUNTS

67. The Directors shall cause to be kept such books or account as are necessary to exhibit and explain the transactions and financial position of the Company and to give a true and fair view of the state of its affairs and in particular (but without limiting the generality of the foregoing provision) proper books of account with respect to:-

- (1) All sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place.
- (2) All sales and purchases of goods by the Company.
- (3) The assets and liabilities of the Company.

68. The books of account shall be kept at the Office of the Company, or, subject to Section 222 of the Act, at such other place or places as the Directors thinks fit, and shall always be open to the inspection of the members of

the Directors.

69. The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts balance sheets and reports as are referred to in the Act.
70. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditors' Report, shall not less than Twenty one days before the date of the meeting be sent to all persons entitled to receive notice of General Meetings of the Company

NOTICES

71. Any notice may be served by the Company on any member either personally or by sending it through the post in a prepaid letter, addressed to such person at his registered address as appearing in the register of members.
72. Any person described in the register of members by an address not within the United Kingdom, who shall from time to time give to the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid, only members described in the register or list aforesaid by an address within the United Kingdom shall be entitled to receive any notice from the Company.

73. Any notice served by post shall be deemed to have been served on the day following that on which the letter containing the same was put into the post office, and in proving such service it shall be sufficient to show that the letter containing the same was properly addressed and put into the post as a prepaid letter.

INDEMNITY

74. Subject to the provision of Section 310 of the Act any Officer of the Company or Director shall be:-
- (1) chargeable only for so much money or property as he shall actually receive for the Company;
 - (2) answerable only for his own acts or defaults and not for those of any other person or body, nor for any loss or damage of any kind which may happen in the execution of his duties.

DISSOLUTION

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

Name, address and signature of Subscriber

Alan Monro Simpson
15 Westbourne Drive
Bearsden
Glasgow



Date: 21 February 1995

Witness to the above signature

Colin T Lawrie.

Colin T Lawrie, Trainee Solicitor, 12 St Vincent Place, Glasgow

Wright Johnston & Mackenzie

10

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

This form should be completed in black.

Company name (in full)

CN

100000

For official use

Glasgow Film and Video Workshop Limited

Registered office of the company on incorporation.

RO

12 St Vincent Place

Post town Glasgow

County/Region Strathclyde

Postcode G1 2EQ

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address.

☐

Name Wright Johnston & Mackenzie

RA

12 St Vincent Place

Post town Glasgow

County/Region Strathclyde

Postcode G1 2EQ (DXGW129)



SCD *S3DDG8KT* 400
COMPANIES HOUSE 02/02/95

Number of continuation sheets attached

☐

To whom should Companies House direct any enquiries about the information shown in this form?

C Lawrie, Wright Johnston & Mackenzie

12 St Vincent Place, Glasgow Ref: G0516001

Postcode G1 2EQ

Telephone 0141-248-3434

Extension

Company Secretary

Name

*Style/Title

CS

Forenames

Surname

Wright Johnston & Mackenzie

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address

AD 12 St Vincent Place

Post town Glasgow

County/Region Strathclyde

Postcode G1 2EQ Country U.K.

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

Consent signature

Signed

Date

2/2/95

Directors (See notes 1-5)

Please list directors in alphabetical order.

Name

*Style/Title

CD

Forenames

Alan Monro

Surname

Simpson

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

AD 15 Westbourne Drive, Bearsden

Post town Glasgow

County/Region Strathclyde

Postcode G61 4BQ Country U.K.

DO 02 11 50Nationality **NA** British**OC** Solicitor**CD** See attached list

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

Signed

Date

2/2/95

Consent signature

*Voluntary details

Directors

Name
*Style Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD

AD

Post town

County/Region

Postcode

Country

DO

Nationality NA

OC

OD

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

Signed

Date

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date

2/2/95

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Si

Date

ALAN M SIMPSON

DIRECTORSHIPS

Maritime Trustees Limited

WJM Nominees Limited

Fife Properties Limited

Glasgow Solicitors Property Centre Limited

Clyde Trust Limited

Clyde Trustees Limited

Caledonian Ports Limited (in process of incorporation)